

CONSTITUTION OF THE
ISAAC KNAPP DISTRICT DENTAL SOCIETY, INC
Revised and Updated March 17, 2023

ARTICLE I.

Name

This component society of the Indiana Dental Association shall be known as the Isaac Knapp District Dental Society, Inc (hereafter referred to as “the Society,” “this Society,” or “IKDDS”).

ARTICLE II.

Object

The object of this Society shall be to encourage the improvement of the health of the public and to promote the art, science, and profession of dentistry.

ARTICLE III.

Organization

Section 10. Incorporation:

This Society is a non-profit, incorporated organization, organized under the constitution of the Indiana Dental Association. If this Society should 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 of the Society, its surplus funds and properties shall be used for dental education and dental research in such manner as the then-governing body of this Society may determine.

Section 20. Central Office:

A central office shall be selected by the Board of Directors and located in Allen County, Indiana.

Section 30. Jurisdiction:

The territorial jurisdiction of this Society shall be composed of the following counties: Adams, Allen, DeKalb, Huntington, Jay, LaGrange, Noble (with the exception of the City of Ligonier), Steuben, Wells, and Whitley.

ARTICLE IV.

Government

Section 10. Legislative and Governing Body:

The legislative and governing body of this Society shall be the fully privileged members of this Society.

Section 20. Administrative Body:

The administrative body of this Society shall be a Board of Directors, which may be referred to as “the Board” or “this Board” as provided for in Chapter II, Section 70 (Duties) paragraph “F” of the Bylaws.

ARTICLE V.

Officers

Section 10. Elective Officers:

The elective officers of this Society shall be a President, a President-Elect, a Secretary, a Treasurer, a Trustee to the Indiana Dental Association, and the members of the Board of Directors, each of whom shall be elected by a fully privileged membership as provided in Chapter II of the Bylaws.

Section 20. Appointive Officer:

The appointive officer of this Society shall be an Executive Director, whose physical office shall be the central office as described and selected in Article III of this Constitution. The Executive Director shall be appointed by the Board of Directors as provided in Chapter III of the Bylaws.

ARTICLE VI.

Meetings-Quorum

This Society shall meet at such times as provided in Chapter VI of the Bylaws. One Tenth (1/10) of its fully privileged membership shall constitute a quorum for the transaction of any business of the Society.

ARTICLE VII.

Principles of Ethics

The Principles of Ethics of the Society shall be substantially the same as those adopted by the Indiana Dental Association. Further regulations and penalties may be enacted by the Isaac Knapp District Dental Society, Inc., providing such code of ethics does not conflict with the code of ethics of the American Dental Association or the Indiana Dental Association in its relationship with its components.

ARTICLE VIII.

Amendments

This Constitution may be amended by a two-thirds (2/3) majority vote of the fully privileged members present at the annual business meeting of this Society. An amendment shall not be contradictory to the Constitution of the Indiana Dental Association, and any amendment made by the Association shall automatically be effective in this Society. At least 30 days written notice is required (to the membership) prior to action on an amendment at the annual business meeting.

BYLAWS OF THE
ISAAC KNAPP DISTRICT DENTAL SOCIETY, INC
Revised and Updated March 10, 2022

Chapter 1

Membership

Section 10. Classification:

The members of this Society shall be classified as follows:

- A. Active members
- B. Life members
- C. Retired members
- D. Honorary members
- E. Affiliate members

Section 20. Qualifications:

- A. **Active Member:** An active member shall be a dentist who is legally and ethically practicing their profession or residing in the Isaac Knapp District in the State of Indiana and who is a member in good standing of the American Dental Association.
- B. **Life Member:** A member who has maintained their active and/or retired membership status for thirty (30) consecutive years or a total of forty (40) years, or however many years the ADA determines, may become a life member.
- C. **Retired Member:** A member in good standing is eligible to become a retired member if they are no longer earning an income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required by the state. To receive retired membership status, the requesting member must complete and submit an ADA Retired Affidavit form. A recommendation will not be considered unless the member is in good standing at the time the written request for retirement is

received. After verification of the member's retirement as defined above and certification of the Retired Affidavit form, the form shall be forwarded to the Indiana Dental Association for its certification. Final approval of retired member status is granted by the American Dental Association. A retired member who re-enters the active practice of dentistry within the jurisdiction of the Isaac Knapp District Dental Society, Inc. shall be subject to dues.

- D. Honorary Member:** Shall be a dentist or other person who has made outstanding contributions to the science of dentistry. An honorary member who enters into the active practice of dentistry in the jurisdiction of the Isaac Knapp District Dental Society, Inc. shall pay dues.
- E. Affiliate Member:** Shall be an ethically practicing dentist from another state or component who is a member in good standing in their respective organization.

Section 30. In Good Standing:

An active, life, or retired member of this Society who is not under final sentence of suspension or expulsion and whose dues have not been paid by March 1 of that year shall cease to be a member in good standing of this Society. Said non-paying member must make re-application upon the prescribed form furnished by the Indiana Dental Association. Once the application is completed, it will be submitted to the IDA membership services to be processed. A member whose written application for retired membership status is on file in the Central Office of the Indiana Dental Association shall be in good standing until final action by the House of Delegates is completed. A member of this Society, while receiving assistance from the relief fund of the Indiana Dental Association, shall be exempt from payment of dues and shall be considered in good standing during the period of assistance.

Candidates for membership shall make application upon the prescribed form furnished by the Indiana Dental Association. Once applications are completed, they will be submitted to the IDA membership services to be processed. A new member will be considered a fully privileged member once the appropriate dues are paid (according to the structure defined in Chapter VII). No further action will be required of membership candidates. A candidate is encouraged to attend a regularly scheduled membership meeting. A transfer member from another

component will be subject to review by the IDA membership services to ensure a candidate meets professional and ethical requirements prior to becoming a member of the Isaac Knapp District Dental Society.

Section 40. Privileges

- A. Active Member:** An active member shall enjoy full privileges of membership in this society. Each active member shall have one (1) vote in all matters of business pertaining to this Society, subject to the provisions of Article VI of the Constitution and Chapter VI of the Bylaws of this Society. Active members shall be eligible for elective office, appointive office, election to the Board of Directors, committee appointments, and election as a delegate to the Indiana Dental Association. This listing of specific privileges is not intended to otherwise limit or restrict the full participation of an active member in this Society.
- B. Life Member:** A life member in good standing shall be entitled to all the privileges of a life member in the American Dental Association, the Indiana Dental Association, and to all similar privileges provided by this Society for the benefit of its active members. Life members of the Isaac Knapp District Dental Society, Inc. are honored for their service to the Society and to the State. From time to time, the American Dental Association and Indiana Dental Association have modified their dues structure for Life Members. Life Members are not exempt from dues to this Society unless they are accorded retired membership **status**.
- C. Retired Member:** A retired member shall be entitled to all the privileges of a life member of this Society and shall be exempt from paying dues to this Society.
- D. Honorary Member:** An honorary member shall be entitled to enjoy any services provided by the Society for the benefit of its members but shall not have the power of vote or of holding elective or appointive office. An honorary member may be appointed as a consultant to any council or committee of the Isaac Knapp District Dental Society.
- E. Affiliate Member:** An affiliate member shall be entitled to admission to any scientific session of the Society. They may receive a subscription to the publications of this Society, the price of which shall be

included in their annual dues. Affiliate members shall not have the power of vote or of holding elective or appointive office.

- F. Right of Hearing:** Any member who is charged with (1) having been found guilty of felony, (2) having been guilty of violation of the dental practice act of a State, or (3) violating these By-Laws or the Society's Principles of Ethics shall have the right of hearing before the Society. Charges preferred against any member must be filed in affidavit form with the secretary of the Society.
- G. Discipline:** The Board of Directors, finding a member guilty of any aforementioned violations, shall take any one of the following actions deemed appropriate: censure, probation, suspension for a determined period of time, or expulsion. (A member who has been expelled may make re-application after a period of one year.)
- H. Right of Appeal:** A member found guilty of charges shall have the right of appeal from a decision of Isaac Knapp District Dental Society, Inc., to the House of Delegates of the Indiana Dental Association. An accused member of the Isaac Knapp District Dental Society, Inc. shall have the right to appeal from the decision of the Indiana Dental Association to the Judicial Council and the House of Delegates of the American Dental Association. An appeal from any decision shall not be valid unless filed within thirty (30) days after such decision has been rendered. No decision shall become final while an appeal there from is pending.
- I.** All proceedings shall be in accordance with the ADA Constitution & By-Laws.
- J. Professional Conduct:** Professional conduct of every member of this Society shall be governed by the Principles of Ethics of the Isaac Knapp District Dental Society, Inc.

Chapter II

Elective Officers

Section 10. Number and Title:

The elective officers of this Society shall be: President, President-Elect, Secretary, Treasurer, Trustee to the Indiana Dental Association, the members of the Board of Directors, and Immediate Past President.

Section 20. Eligibility:

Only an active, life, or retired members in good standing of this Society shall be eligible to serve as an elective officer.

Section 30. Nomination:

All nominations for an election shall be made by a Leadership Committee of not less than three (3) fully privileged members selected by the President, to include the Immediate Past President as chair and the Trustee as a committee member. These nominations shall be announced and appear in the *Reveille* issue immediately preceding the annual business meeting. After nominations are received from the committee, further nominations may be made from the floor. Nominations for election of the President and Immediate Past President will not be considered except in cases of vacancy, as these offices will be filled by succession from the office of President-Elect and President respectively as described below in Section 70.

Section 40. Election:

Elections shall be made by ballot and the Secretary shall provide facilities for voting unless there is only one nomination for an office, then the Secretary may be instructed to cast a unanimous vote for the nominee.

Section 50. Tenure of Office:

The elective officers shall serve for a term of one (1) year or until their successors are installed, with the exception of the Trustee whose term shall be three (3) years, and the Secretary and Treasurer whose terms shall be two (2) years and who shall be elected alternately. One third of the Board of Directors shall be elected each year for a term of three years. The newly elected officers shall assume office on the day after the final day of the annual session of the Indiana Dental Association of the year of their election.

Section 60. Vacancies:

In the event an elected officer's position is vacated and not otherwise filled as directed by these By-Laws, the Board of Directors, in a parliamentary fashion, shall elect an active, life, or retired member in

good standing to fulfill the duties of that vacated position for the remainder of the term. This action shall be ratified by vote of the membership at the next regular or special meeting of the general membership. Officers elected by the Board of Directors in cases of vacancy shall have full authority to execute their duties pending ratification of their election by the general membership. If the general membership does not ratify such an officer, nominations shall be considered from the floor for immediate election and installation.

Section 70. Duties:

A. President. It shall be the duty of the President to:

- a. Preside at all official meetings and to perform such other duties as usually appertain to their office.
- b. Serve as official representative of this Society in contacts with governmental agencies, civic, and professional organizations for the purpose of advancing the objectives and policies of this Society.
- c. Serve as an advisory member to committees.
- d. Perform all other duties as may be prescribed by these Bylaws.
- e. Cast the deciding vote in the event of a tie.
- f. Succeed to the office of Immediate Past President at the conclusion of their term.
- g. Serve as an ex-officio member of the Isaac Knapp Dental Education Foundation Board of Directors, unless otherwise directed by the bylaws of that organization.
- h. Perform, with attendance of the President-Elect and Immediate Past President as well as feedback from the Board of Directors, an annual review of the Executive Director and any other appointed officers. The results of each annual review shall be reported to the Board of Directors at its next regular meeting.
- i. Maintain an employee file of the Executive Director with information regarding location and access to all documents and property of IKDDS, including passwords, keys, etc. This file shall be passed from President to President and maintained as directed in the employee file. The file shall be made available for review by the board of directors upon the request of any board member.

- B. President-Elect.** It shall be the duty of the President-Elect to:
- a. Serve the President as requested.
 - b. Succeed to the office of President at the conclusion of their term.
 - c. Serve as chair of the Professional Development Committee.
 - d. Serve as an advisory member to committees.
 - e. Succeed to the office of President in the event of a vacancy, and after completing the remainder of the term vacated, continue to serve as President for the term originally intended.
- C. Secretary.** It shall be the duty of the Secretary to:
- a. Keep the minutes of this Society and to present these at the next regular, annual, or board of directors meeting as appropriate unless otherwise directed by a majority vote of fully privileged members at any regular meeting.
 - b. Sign all documents requiring their signature.
 - c. Assist the President of the Society as requested.
 - d. Serve as chair for the Membership Committee.
- D. Treasurer.** It shall be the duty of the Treasurer to:
- a. Receive and keep all monies, securities, and deeds belonging to this Society; and to hold, invest, and disburse the same. Expenditures must be presented to the Board of Directors at their next meeting.
 - b. Assume responsibility for collection and receipt of all monies due for membership fees, meal charges, program, and social functions.
 - c. Receive and be responsible for all bills incurred by the Society.
 - d. Promptly remit to the Indiana Dental Association all monies collected on its account.
 - e. Have an annual audit done by an accounting firm and report the same at the annual meeting.
 - f. Serve as chair of the Finance Committee.
- E. Trustee.** It shall be the duty of the Trustee to:
- a. Be the official representative of this Society on the Board of Trustees of the Indiana Dental

Association and, as such, report to this Society, at regular business meetings, any matters concerning the management of that Association.

- b.** Serve as a member of the Leadership Committee.
- c.** Organize, facilitate, and advise at least one caucus meeting for this Society's delegation prior to the Indiana Dental Association's Annual Session of the House of Delegates.
- d.** Organize, facilitate, and advise caucus meetings as required for this Society's delegation at the Annual Session.
- e.** Be aware and coordinate attendance of Delegates and Alternate Delegates at the Annual Session to ensure full exercise of this Society's voting privileges at the House of Delegates.
- f.** Notify the Indiana Dental Association of any expulsion, suspension, censure, or probation and the reason for such action by the Society, as well as any reinstatements by this Society.

F. Board of Directors.

The Board shall be comprised of the elective officers of the Society and up to nine at large elected members. It shall be the duty of the Board to govern and transact business of this Society between regular meetings. The Board shall report all of its official acts to the members of the Society at the Society's next regular meeting. Any act of the Board may be overridden by a majority vote of the fully privileged membership.

G. Immediate Past President. It shall be the duty of the Immediate Past President to:

- a.** Serve as a member of the Board of Directors of the Society.
- b.** Organize and chair the new board members orientation meeting.
- c.** Assist the President and Board of Directors as directed by the Society.
- d.** Serve as chair of the Constitution and Bylaws Committee and present any recommended changes to the Board of Directors.
- e.** Serve as parliamentarian for all meetings of the general membership and of the Board of Directors.

- f. Serve as chair of the Leadership Committee.

Section 80. Attendance:

If any officer, delegate, or Board of Directors member shall absent themselves from two (2) consecutive meetings, without an acceptable excuse, such office will be declared vacant. Upon such declaration of vacancy by the President, the Board of Directors shall proceed to elect a new officer, delegate, or Board member to fill the unexpired term. In the event the office of Trustee is declared vacant, the newly elected Trustee shall serve until the last day of the IDA annual session following their election. At the annual business meeting of this Society, in the year of which vacancy is declared, the office of Trustee shall be filled for a regular term of office as prescribed in these Bylaws.

Chapter III

Executive Director and Additional Appointive Officers

Section 10. Executive Director

- A. NOMINATION AND APPOINTMENT.** The President or any voting member of the Board of Directors may nominate any qualified candidate (member or non-member of this Society) for the position of Executive Director, and a majority vote of the Board of Directors shall constitute an appointment.
- B. DUTIES.** The Executive Director shall be the executive head of the central office, and shall supervise and direct any other employees that may be engaged as described within this Chapter of the Bylaws. The Executive Director shall assist the Board of Directors in supervising, monitoring, and providing guidance on the activities of all committees in regard to their specific assignments and systematize the preparation of their reports. The Executive Director shall carry out such other duties and directives as determined by the Board of Directors.
- C. TERM OF OFFICE AND SALARY:** The Executive Director serves at the pleasure of the Board of Directors, subject to an employment agreement negotiated between the Board of Directors and the Executive Director.

Section 20. Additional Appointive Officers

The President, with the advice and consent of the officers and Board of Directors, shall have the authority to employ full and/or part-time personnel to assist in the activities of the Society. This action must be approved by a majority vote of the Board of Directors.

Chapter IV Committees

Section 10. Number and Name:

The Standing Committees of this Society may include:

- A. Finance
- B. Communications
- C. Dental Public Health
- D. Government Affairs
- E. Professional Development and Planning
- F. Membership
- G. Leadership
- H. Peer Review
- I. Young Dentist
- J. Constitution and Bylaws
- K. Special Committees as needed

Section 20. Appointments:

Nominations for all Committees shall be made or approved by the President with the advice and consent of the Board of Directors.

Section 30. Eligibility:

All members of Committees must be active, life, or retired members in good standing at the time of their nominations and appointment and must maintain such membership during their term of office. An honorary member may be appointed as a consultant to a Committee.

Section 40. Term of Office:

The term of office for each member of a Committee shall be one year and shall expire on the day following the next annual business meeting of the Indiana Dental Association. The number of terms in office shall be at the discretion of the Leadership Committee.

Section 50. Vacancy:

In the event of a vacancy in the membership of any Committee, the Leadership Committee shall appoint a qualified member to serve until the next annual business meeting.

Section 60. Quorum:

A majority of the total number of members of a Committee shall constitute a quorum.

Section 70. Duties:

Common Duties:

- a. Each Committee chair shall submit to the Secretary a written report of the committee's activities at the annual business meeting.
- b. Each Committee which shall require budgeted funds shall submit its request to the Finance Committee.
- c. The Board of Directors shall assign goals and tasks to each committee. Each committee chair may appoint one or more subcommittees to assist with the committee's assigned duties.

A. Finance Committee, charged with oversight of IKDDS's financial resources.

- B. Communications Committee**, charged with keeping members and the public informed of issues and events pertaining to the Society.
- C. Dental Public Health Committee**, charged with keeping members and the public informed of issues affecting dentistry and oral health.
- D. Government Affairs**, charged with fostering the relationship between dentistry and elected officials representing our district as well as keeping members informed of any public policy issues impacting dentistry.
- E. Professional Development and Planning**, charged with enhancing the professional development of members through continuing education, networking opportunities and conducting related event programming.
- F. Membership Committee**, charged with recruiting and retaining members.
- G. Leadership Committee**, charged with recruiting members for Society positions, developing future leaders, and nominating members for appropriate recognition awards.
- H. Peer Review Committee**, charged with the review and mediation process as outlined by IDA for any patient-dentist dispute while maintaining confidentiality.
- I. Young Dentist Committee**, charged with encouraging engagement of young dentists who are in their first ten years of practice in the Society, including participation in a new member orientation to be held each year.
- J. Constitution and Bylaws Committee**, charged with reviewing the Constitution and Bylaws of the Society and presenting any findings or recommendations to the Board of Directors annually.
- K. Special Committees:** These committees may be created by the President with the consent of the Board to serve a specific purpose.

Chapter V

Delegates and Alternate Delegates to the Indiana Dental Association

Section 10. Number:

The number of Delegates and Alternate Delegates to the Indiana Dental Association shall be determined in accordance with the formula set up by the Bylaws of the Indiana Dental Association.

Section 20. Election and Term of Office:

Election of Delegates and Alternate Delegates to the Indiana Dental Association shall be made at a business meeting of the membership at least sixty days prior to the first day of the annual session of the Indiana Dental Association's House of Delegates meeting. The term of office shall be two (2) years and each year a sufficient number of Delegates and Alternate Delegates shall be elected to fill the required quota.

Section 30. Duties:

Delegates and Alternate Delegates are tasked with representing the interests of this Society at the Annual Session of the Indiana Dental Association's House of Delegates. To that end, Delegates and Alternate Delegates shall:

- A. Familiarize themselves with the Constitution and Bylaws of the Indiana Dental Association.
- B. Attend at least one caucus meeting organized by the Trustee prior to the Annual Session.
- C. Attend the Annual Session of the House of Delegates and its concurrent caucus meetings.
- D. When unable to attend any of the above meetings, Delegates and Alternate Delegates shall coordinate with the Trustee to ensure full exercise of this Society's voting privileges at the House of Delegates.

Section 40. Attendance and Vacancy:

If any Delegate or Alternate Delegate shall absent themselves from two (2) consecutive meetings without an acceptable excuse, the Delegate or Alternate Delegate will have vacated their office. Upon such declaration of vacancy, the President shall appoint a replacement with the advice of the Trustee and the consent of the Board of

Directors. If the requirements for timely certification of Delegates prohibit this action for an upcoming Annual Session, the position shall be left vacant for that Session and filled the following year according to the direction of Section 20 of this Chapter.

Chapter VI

Meetings

Section 10. Meetings of the Board of Directors:

The Board of Directors shall meet in the months of September, October, November, January, February, March, and April, unless changed by executive order. Meetings of the board may be held in person, telephonically, or electronically. Any meeting shall provide for communication among all members of the board synchronously. Anonymous votes conducted electronically shall be deemed to be a ballot vote, fulfilling any requirement in these bylaws that a vote be conducted by ballot.

Section 20. Special Meetings of the Board of Directors:

Special meetings of the Board of Directors may be called by the President or upon request of one-half of the membership of the Board.

Section 30. Regular Meetings of the General Membership:

This Society shall meet in the months of September, October, November, January, February, and March, unless changed by executive order. The March meeting shall be the annual business meeting for matters pertaining to the business of the Society. The Society's meetings may be held in person, telephonically, or electronically. Any meeting shall provide for communication among all members synchronously. Meetings may be held electronically by a two-thirds vote of the board. Anonymous votes conducted electronically shall be deemed to be a ballot vote, fulfilling any requirement in these bylaws that a vote be conducted by ballot.

Section 40. Special Meetings of the General Membership:

Special meetings may be called by the President, by action of the Board of Directors or upon motion by one-third (1/3) of the fully privileged membership. All members must have a minimum of one (1) week's written notice prior to the call for a special meeting. The written notice shall contain the date, time, place, and purpose of the proposed meeting. For the purposes of meeting the notification requirement, the current ADA Membership mailing list shall be considered accurate. Special meetings shall be limited to such business as mentioned in the call. Other business may be considered only by unanimous consent of the members present.

Section 50. Action Separate from a Meeting:

Action may be taken by members without a meeting if eighty percent (80%) of the membership signs a written consent.

Section 60. Procedure:

American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberations of this Society unless otherwise provided in these Bylaws.

Section 70. Resolutions:

No resolution or request for action from the Isaac Knapp District Dental Society, Inc. shall be transmitted to the Indiana Dental Association, American Dental Association, or any official action taken by the Society unless it has been favorably passed by the membership of Isaac Knapp District Dental Society, Inc. present at a regular or special meeting.

Chapter VII

Finances

Section 10. Budget:

The Finance Committee, chaired by the Treasurer, shall draft a budget for the upcoming year. The fiscal year shall be June 1 to May 31. The draft budget shall be reviewed by the Board of Directors each year. After review by the Board, the budget shall be presented to the general membership for approval prior to the start of the fiscal year to which it applies.

Section 20. Dues:

A. Active and Life Members.

The dues for these classifications of membership shall be payable on January 1st of each year. Any member called into military service shall have their dues remitted for the period of such activation. The dues of a new member who is a recent dental graduate shall be as follows:

Remaining partial year and first full calendar year following graduation	No Dues
Second full year following graduation	50% of full dues
Third full year following graduation	100% of full dues

In the case of the graduate who enters military service or post-graduate training, such time will not be counted against his dues reduction period, but rather such reductions, if not previously made, will be granted the new member upon his return to private practice.

B. Retired and Honorary Members.

The dues for these classifications of memberships shall be remitted.

C. Affiliate Members.

Dues shall be 20% of active membership dues.

Section 30. Assessments

An assessment can be levied to cover expenses not provided for by dues. Written notice to the membership is required 30 days prior to the regular or special meeting at which the vote is to be taken. A 2/3 majority vote of the members present is required for passage.

Chapter VIII**Indemnification**

To the extent not inconsistent with the applicable law, every board member, officer, delegate, employee, committee member, or agent of the Society who is or was serving at the request of the Society shall be indemnified by the Society against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim.

Chapter IX**Amendments**

These Bylaws may be amended by a two-thirds (2/3) majority vote of the members present and voting at any regular or special meeting. No amendment may be considered which in any way conflicts with the Bylaws of the Indiana Dental Association and any amendment made by the Association automatically becomes part of these Bylaws. At least thirty days written notice to the membership must be made prior to action on amendments.