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# LEHIGH VALLEY DENTAL SOCIETY

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## BY-LAWS

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### MISSION STATEMENT

5 The purpose of the Lehigh Valley Dental Society as an adjunct to the American Dental Association and  
6 the Pennsylvania Dental Association, shall be to serve the public, improve their health, promote the art  
7 and science of dentistry and represent the interests of the profession, and the people we serve, its  
8 members.

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### ARTICLE I ORGANIZATION

11 **Section A** The name of this organization shall be the Lehigh Valley Dental Society, Inc.,  
12 hereinafter referred to as the “society”. Its jurisdiction shall be the Pennsylvania  
13 counties of Lehigh and Northampton.

14 **Section B** This society is a non-profit corporation organized under the laws of the  
15 Commonwealth of Pennsylvania. If it shall be dissolved at any time, no part of its funds  
16 or property shall be distributed among its members. After payment of all indebtedness,  
17 its surplus funds and properties shall be used for dental research and dental education in  
18 such manner as the governing body may determine.  
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### ARTICLE II GOVERNMENT

21 **Section A** The governing body of the society shall be the general membership at a regularly or  
22 specially scheduled meeting.

23 **Section B** The administrative body shall be the Executive Board referred to as the “board”.

24 **Section C** The elective officers shall be the president, vice-president, treasurer, corresponding  
25 secretary and the immediate past-president.

26 **Section D** The term of office shall be from May 1 until April 30 each year  
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### ARTICLE III PRINCIPLES OF ETHICS

29 The principles of ethics of the American Dental Association, the Principles of Ethics of the  
30 Pennsylvania Dental Association, and the Code of Ethics of the Second District Dental  
31 Association of Pennsylvania shall govern the professional conduct of all members of this  
32 Society.

33 The Society shall have the authority to adopt additional provisions not in conflict with those of  
34 the American Dental Association, the Pennsylvania Dental association, and Second District  
35 Dental Association of Pennsylvania as provided for in the By-laws.  
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### ARTICLE IV MEMBERSHIP

38 **Section A** Members of the society shall be classified as follows: Active, Life, Retired,  
39 Associates, Student and Honorary.

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#### **Section B Qualifications**

41 1. Active: Active members shall be ethical dentists whose professional address is within  
42 the counties of Lehigh and Northampton and who are registered with the Pennsylvania  
43 State Dental Council and the Examining Board.

44 Every such practitioner and every educator and administrator serving within the  
45 jurisdiction of the society, who is a bona fide graduate of a recognized dental school  
46 and is licensed to practice dentistry, shall be eligible for election to active

47 membership. If an active member has more than one address, he or she shall use the  
 48 address where he or she spends the major portion of time as a practitioner.

- 49 2. Life: Life membership shall be granted to any active member who shall fulfill the  
 50 requirements of the ADA.
- 51 3. Retired: Any member, upon his or her election to retired membership by the ADA,  
 52 shall become a retired member of the society. His or her years of retirement, however,  
 53 shall not be included as active membership for the purpose of determining eligibility  
 54 for life membership.
- 55 4. Associate: A dentist practicing outside the jurisdiction of this society, who is a  
 56 member in good standing of the ADA and his local association, may be classified as  
 57 an associate member upon approval of the Executive Board.
- 58 5. Student: ADA and PDA members in good standing, who are engaged in full-time  
 59 undergraduate or graduate study at an accredited dental school or accredited post-  
 60 graduate education program, shall automatically be classified a student member of the  
 61 society.
- 62 6. Honorary: Any person who has rendered outstanding service to the dental profession  
 63 or this society, or has made a valuable contribution to the science of dentistry, may be  
 64 elected an honorary member upon recommendation of five (5) members of the  
 65 Executive Board and a majority of the board.

66 **Section C Applications** Applications for membership shall be processed in accordance with the  
 67 policies and procedures of the PDA and ADA.

68 **Section D Good Standing** A member of this society whose dues for the current year are paid,  
 69 and who is not under final sentence of suspension or expulsion, shall be considered  
 70 in good standing.

71 **Section E Dues** Dues shall include those established by the ADA, PDA and the Second District  
 72 Dental Association. The society's dues shall be determined by the Executive  
 73 Board and shall not exceed the cumulative Consumer Price Index since the last  
 74 dues increase. Any increase exceeding the cumulative CPI must be brought to the  
 75 membership for approval by a simple majority of the members present at a regular  
 76 or special meeting of the membership for this purpose. Life, honorary and student  
 77 members shall be exempt from the society's dues. Retired members shall pay one-  
 78 half of the society's dues.

79 **Section F Assessments** Assessments may be levied by a two-thirds affirmative vote of the  
 80 members present at a regular or special meeting of membership for this purpose.  
 81 A quorum must be present.

82 **Section G Loss of Membership and Reinstatement** An active or associate member whose dues  
 83 and assessments have not been paid according to PDA policies shall cease to be a  
 84 member. Reinstatement of membership shall be automatic upon payment of  
 85 delinquent dues.

#### 86 **Section H Privileges**

- 87 1. Active Member An active member shall be entitled to all privileges including the  
 88 right to vote, hold office and attend all meetings of the society, Second District Dental  
 89 Association, PDA and ADA.
- 90 2. Life Member A life member shall be entitled to all the privileges of an active  
 91 member.
- 92 3. Retired Member A retired member in good standing shall be entitled to all the  
 93 privileges of an active member.

- 94 4. Honorary Member An honorary member shall enjoy all of the rights and privileges
- 95 of an active member except to vote or hold office.
- 96 5. Associate Member An associate member shall receive the society’s publications and
- 97 be entitled to attend any scientific session of the society.
- 98 6. Student Member A student member shall be entitled to attend any scientific session
- 99 of the society and to such other services as are provided.

100 **Section I Relief or Exemption of Dues** A member who is receiving assistance from the Relief  
 101 Fund of the ADA and/or PDA shall be exempt from payment of dues and shall be  
 102 considered in good standing. An active member who qualifies for exemption of  
 103 payment of dues under the disability provisions of the ADA By-laws, Chapter 1,  
 104 Section 30, shall be exempt from the society’s dues for the same period of time.

105 **Section J Former Member** A former member, upon being reelected to active membership, shall  
 106 be required to pay a full year’s dues.  
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108 **ARTICLE V MEETINGS**

109 **Section A Regular Meeting** The society shall schedule a minimum of four (4) regular meetings  
 110 annually. Special meetings of the members may be called by the president upon  
 111 written request of ten (10) percent of the membership.

112 **Section B Annual Meeting** The annual meeting of the society shall be scheduled in  
 113 February, at which time election of officers, directors and directors to the Second  
 114 District Dental Association shall be held.

115 **Section C Quorum** A majority of the active, life or retired members present shall constitute a  
 116 quorum to conduct the business of the society.  
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118 **ARTICLE VI EXECUTIVE BOARD**

119 The Executive Board shall include the president, vice-president, treasurer,  
 120 corresponding secretary, immediate past-president, six (6) to eight (8) directors  
 121 and two (2) directors to the Second District Dental Association.

122 **As managing body of the society the Executive Board is empowered to:**

- 123 1. Conduct and manage the affairs of the society
- 124 2. Borrow money or incur indebtedness for the purpose of the society.
- 125 3. Employ and establish duties and remuneration of the executive secretary.
- 126 4. Hear and determine cases of grievance from members and charges against any
- 127 officer or member.
- 128 5. Remove from office any officer or committee member for misconduct in office,
- 129 incompetency or neglect of duties upon two-thirds vote.
- 130 6. Censure, place on probation or suspend or expel a member from membership or
- 131 any of the offenses enumerated in Chapter IX, Section 20-A of the ADA By-
- 132 laws.
- 133 7. Approve applications for membership.
- 134 8. Approve a budget for the ensuing fiscal year.
- 135 9. Direct the president by a majority-vote to call a special meeting of
- 136 members.
- 137 10. Cause to be bonded by a surety company all officers and employees entrusted
- 138 with society funds.

139 **ARTICLE VII ELECTION AND TERM OF OFFICE**  
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141 **Section A Directors to the Second District Dental Association**

- 142 1. Term of office shall be two (2) years, and one director shall be elected annually.  
 143 a. In the event that a duly elected director is unable to complete his or her term on  
 144 the Second District' Board of Directors, or is absent for more than two (2)  
 145 meetings, he or she may be replaced by action of the Lehigh Valley Executive  
 146 Board.

147 **Section B Executive Board**

- 148 1. Six (6) to eight (8) elected directors shall be divided into classes of three (3) to  
 149 four (4) each. Each class to be elected on alternate years and each director shall  
 150 serve for two (2) years.  
 151 2. Failure to attend three (3) of the five (5) meetings of the board will cause the  
 152 President to name a permanent replacement to complete the unexpired term.  
 153 3. Term of Office: When elected to the chairs a member must go through the  
 154 progression and if not a resignation is in order.  
 155 4. Duties of the Board of Directors: The Board of Directors may amend with a 2/3  
 156 vote, the nomination report of officers, directors and delegates to the PDA  
 157 presented to the general membership at its annual meeting.

158 **Section C Officers**

- 159 1. President: The vice-president shall succeed to this office for a term of one year.  
 160 2. Vice-President: The corresponding secretary shall succeed to this office for a  
 161 term of one year.  
 162 3. Treasurer: The term of this office shall be a minimum of three (3) years with  
 163 the option of extending the term by two (2) consecutive one (1) year terms  
 164 upon approval by a simple majority of the Executive Board.  
 165 4. Corresponding Secretary: The corresponding secretary shall be elected at the  
 166 annual meeting.

167 **Section D Meetings of the Executive Board**

- 168 1. **Regular Meetings** The president shall determine the place of the meetings,  
 169 which shall be held four times per year, with meetings in September  
 170 November, January and March. Special meetings of the board shall be held  
 171 whenever called by the president or by three (3) or more members of the board.  
 172 2. **Quorum** A majority of the voting members of the Executive Board shall  
 173 constitute a quorum.

174 **Section E Officers Duties**

- 175 1. **President shall:**  
 176 a. Supervise and direct the business of the society.  
 177 b. Preside at all meetings of the society and of the Executive Board.  
 178 c. Serve ex-officio on all committees except the Nominating Committee.  
 179 d. Appoint chairpersons of all committees.  
 180 e. Serve as the society's chairperson of the delegation to the annual session of  
 181 the PDA.  
 182 f. Serve as official representative of the society in its contacts with government,  
 183 civic, business and professional organizations.  
 184 g. Submit an annual report to the members.  
 185 h. Have signature privileges on the dental society's financial accounts.  
 186 2. **Vice-President shall:**  
 187 a. Act in the absence of the president.

- b. Succeed to the office of president in case his or her removal, resignation, illness or death.
- c. Serve as chairperson of the Program Committee.

3. **Treasurer shall:**

- a. Take charge of the funds of the society and disburse then by check when properly authorized by the Executive Board or the president.
- b. Present a detailed statement of receipts and disbursements at each regular Executive Board meeting.
- c. Serve as chairperson of the Finance Committee and submit a budget for the next fiscal year to the Executive Board at its March meeting.

4. **Corresponding Secretary shall:**

- a. Cooperate with the Executive Secretary in preparing and publishing the annual Membership Directory if directed by the Executive Board.
- b. Provide business communications for the society as directed by the President or Executive Board
- c. Organize the annual golf outing

5. **Executive Secretary shall:**

- a. Arrange for all meetings of the Executive Board and the membership.
- b. Take minutes at regular and special meetings of the Executive Board and distribute it prior to the next meeting.
- c. Take minutes of each Membership Meeting.
- d. Collect biographical material about each member.
- e. Keep an up-to-date roster of the members with dates of their election to the society.
- f. Provide for safekeeping all records of the society.
- g. Assist all committees.
- h. Serve as the focal point of the Patient Relations Committee.
- i. Maintain the Society’s website.

j. Have signature privileges on the dental society’s financial accounts

**ARTICLE VIII ELECTION OF DELEGATES TO THE PDA**

**Section A** Should a special session of the PDA House of Delegates be called, the delegation shall include in this order: LVDS’s senior officer in the succession of the Second District Dental Society, president, vice-president, treasurer, corresponding secretary, immediate past president. Members shall nominate a number of additional delegates and alternate delegates in accordance with Article XII, Section 20, of the By-laws of the Second District Dental Association. From this list the society shall elect at its annual meeting the number to which it is entitled.

**Section B** Duties of Delegates and Alternate Delegates

- 1. Said duties are described in Article XII, Section 20A, of the By-laws of the Second District Dental Association.
- 2. Delegates and alternate delegates shall be compensated for their service in an amount to be determined by the Executive Board.

**ARTICLE IX STANDING COMMITTEES: Committee chairs are automatically appointed to serve on the corresponding Second District committee as a representative from the LVDS**

**Section A Program**

- 1. Arrange location and time for the general membership meetings and for the scientific or social programs upon approval of the Executive Board.
- 2. Arrange for any social events for the membership as approved by the Executive Board.

**Section B Membership** This committee shall consist of the chairperson who shall be a member dentist, the executive secretary and appointees by the president. Duties shall be:

- 1. Advise local dentists, and especially new practitioners and dental residents, of the society’s programs and the benefits of organized dentistry.
- 2. Receive and review new applications for membership to determine each candidate's eligibility.
- 3. Recommend to the Executive Board acceptance or rejection.
- 4. Plan and conduct membership drives and new-member receptions as directed by the Executive Board.

**Section C Peer Review**

This committee’s duties shall be:

- 1. Receive complaints regarding manner of practice, morals or incompetency of a member and follow rules of procedure for his or her arbitration or adjudication subject to the approval of the Executive Board.
- 2. Arrange the investigation and prosecution of all violations of the Dental Practice Act and Code of Ethics.
- 3. Report activities of the committee to the Executive Board.

**Section D Nominating** This committee shall consist of three (3) past-presidents, with the immediate past-president serving as chairperson. It shall:

- 1. Present a slate of nominees for the various elective offices to the Executive Board at their November meeting and to the general membership at the regular meeting preceding the annual meeting.
- 2. Recommend candidates for reception of any LVDS awards to the Executive Board for consideration.

**Section E Finance** This committee shall consist of four (4) members and the Executive Secretary, with the treasurer serving in the chair. It shall:

- 1. Prepare a budget for the ensuing year for the Executive Committee at it’s March meeting.
- 2. Complete an audit of the society’s finances for presentation and approval by the Executive Board at its March meeting.

**Section F Constitution and By-Laws** This committee shall consist of the immediate past president who shall be the chairperson, the president and members appointed by the president. Its duties shall be:

- 1. Maintain copies of the current by-laws, amendments and all resolutions passed by the society.
- 2. Review the by-laws periodically; in order to keep them current.
- 3. Review all proposed amendments prior to presentation to the membership to assure proper form and correctness.

**Section G Communications** This committee shall

- 1. Work with the Executive Secretary on all communications to the membership and public, including Brushing Up.

282 2. Be responsible for the content and management of the LVDS web site.  
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## 284 **ARTICLE X OFFENSES AND PROCEDURES**

### 285 **Section A Offenses**

286 A member of this society shall be subject to discipline by censure, probation,  
 287 suspension or expulsion upon being found guilty of any of the offenses in Chapter  
 288 XI, Section 20 of the By-laws of ADA.

### 289 **Section B Procedures**

290 To bring a charge before the Executive Board, the accuser shall file with the  
 291 executive secretary a written statement signed by him or her of the charges and the  
 292 supporting evidence. The executive secretary shall refer this statement to the  
 293 Professional Relations Committee for investigation and recommendations in  
 294 accordance with procedures outlined in Chapter X, Section 20, of the by-laws of  
 295 ADA.

### 296 **Section C Appeals**

297 Appeals of decisions reached by the Professional Relations Committee shall follow  
 298 those outlined in Chapter X, Section 30, of the by-laws of ADA.  
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## 300 **ARTICLE XI RULES OF ORDER**

301 Sturgis standard code of Parliamentary Procedures shall govern the deliberations of  
 302 the society when not in conflict with its by-laws.  
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## 304 **ARTICLE XII MISCELLANEOUS**

305 **Section A Fiscal Year** The fiscal year of the society shall be May 1 – April 30  
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## 307 **ARTICLE XIII AMENDMENTS**

308 This constitution may be amended by a two-thirds vote of the members present at a  
 309 regular meeting or special meeting of the society. All proposed amendments shall be  
 310 presented in writing and signed by not less than five (5) members. They shall then be  
 311 submitted in writing to the executive secretary at least two (2) weeks prior to an  
 312 Executive Board meeting. The amendments, whether approved or not by the Executive  
 313 Board, must then be sent to each society member not less than fifteen (15) days prior to  
 314 a regularly scheduled or special meeting. Notification may be made by mail or email,  
 315 by publication in the “*Brushing Up*” journal, or by posting on the Society’s web site or  
 316 other electronic means provided it meets the time limit specified.  
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319 **AMENDED:** January 5, 2009  
 320 February 11, 2015  
 321 February 17, 2016  
 322