Constitution
And Bylaws

American Society of Dentist Anesthesiologists

effective date:
March 9, 1996

Subsequently amended:

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Certificate of Incorporation

File Number 5735-859-9

State of Illinois
Office of the Secretary of State

Whereas, Articles of Incorporation of American Society of Dentist Anesthesiologists incorporated under the laws of the State of Illinois have been filed in the Office of the Secretary of State as provided by the General Not for Profit Corporation Act of Illinois, in force January 1, A.D. 1987.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield this 18th day of June A.D. 1993 and of the Independence of the United States the two hundred and 17th.

George H. Ryan, Secretary of State

Articles of Incorporation

To: George H. Ryan, Secretary of State

Pursuant to the provisions of "The General Not for Profit Corporation Act of 1986", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is **American Society of Dentist Anesthesiologists**

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent: Sheri C. Kessler
Registered Office: 111 W Washington Street #1555
Chicago, IL (Cook County)

Article 3. The first Board of Directors shall be five in number, their names and residential addresses being as follows:

James W. Chancellor	8714 Teal Way	San Antonio, Texas 78239
Ralph Epstein	5 Edgewood Avenue	Glen Head, NY 11545
James Snyder	5282 Dawes Ave.	Alexandria, VA 22311-1480
John Leyman	22401 Raven Way	Grand Terrace, CA 92324
Lois Jacobs	5874 S. Kingston Ave.	Tulsa, OK 74135-7656

Article 4. The purposes for which this corporation is organized are:

A Professional Association for Advancement and Research in the field of Dental Anesthesiology

Article 5. Other provisions: none

Constitution

Article I: NAME

The name of this society shall be the American Society of Dentist Anesthesiologists, hereinafter referred to as "the Society" or "this Society."

Article II: PURPOSE & GOALS

In consideration of the discovery of anesthesia by dentists, as officially recognized by the American Dental Association in 1864 and the American Medical Association in 1870, the continuing contribution to the art and science of anesthesia by dentists, and the continuing requirements for provision of anesthesia care by dentists, this Society has established as its purpose to support and encourage the clinical practice of anesthesia by dentists, and to promote the acquisition and dissemination of scientific knowledge associated therewith. Therefore, the goals of this Society shall be, to make the full spectrum of anesthesia care available to dental patients; support the dental specialty of Anesthesiology, support anesthesia training in other postdoctoral training programs, and establish dedicated anesthesia education and training in all predoctoral dental training curricula.

Article III: ORGANIZATION

Section 10. Incorporation: This Society is a not-for-profit corporation organized under the laws of the State of Illinois. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members but, after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for education and research in anesthesiology in dentistry in such manner as the then governing body of the Society may determine.

Section 20. Administrative Office: The location of the administrative office shall be designated by the Board of Directors, and may be changed at its discretion.

Section 30. Registered Office: The location of the registered office shall be designated by the Board of Directors in accordance with provisions as set forth in the *General Not for Profit Corporation Act* of the State of Illinois.

Section 40. Membership: The membership of this Society shall consist of dentists and other persons whose qualifications and classifications shall be established in Chapter I of the **Bylaws**.

Section 50. Component Societies: Component societies of this Society shall be those chartered as such in conformity with Chapter II of the **Bylaws**.

Article IV: GOVERNMENT

Section 10. Legislative Body: The legislative and governing body of this Society shall be the General Assembly of Members, which may be referred to as the "General Assembly" or "the Assembly" as provided in Chapter IV of the **Bylaws**.

Section 20. Administrative Body: The administrative body of this Society shall be the Board of Directors, which may be referred to as "the Board" or "this Board" as provided in Chapter V of the **Bylaws**.

Article V: OFFICERS

Section 10. Elective Officers: The elective officers of this Society shall be a President, a President-elect, a Vice President, and a Treasurer, each of whom shall be elected by the General Assembly of Members as provided in Chapter V of the **Bylaws**.

Section 20. Appointive Officer: The appointive officer of this Society shall be an Executive Director who shall be appointed by the Board of Directors as provided in Chapter VI of the **Bylaws**.

Article VI: ANNUAL SESSION

The annual session of this Society shall be conducted in accordance with Chapters III and X of the **Bylaws**.

Article VII: CODE OF ETHICS

The approved Code of Ethics of the Society shall govern the professional conduct of all members of this society.

Article VIII: AMENDMENTS

This Constitution may be amended by a two-thirds (2/3rds) majority affirmative vote of the members of the General Assembly present and voting, provided that all members of the Society shall have been notified of the proposed amendment at least sixty (60) days in advance of the session at which the amendment is to be considered.

Bylaws

Chapter I: MEMBERSHIP

Section 10. Classification: The members of this Society shall be classified as follows:

Active members
Life members
Resident members
Honorary members
Associate members
Retired members
Emeritus members
Predoctoral Student Members

Section 20. Qualifications:

A. Active Member. A dentist shall have graduated from an accredited dental school or a dental school acceptable to the ASDA Board of directors; be licensed to practice dentistry within the United States, its territories or possessions or in Canada; and have completed an advanced training program in anesthesiology for a minimum duration of 24 months acceptable to the Board of Directors of this Society, or a program accredited by the Commission on Dental Accreditation or the Commission on Dental Accreditation of Canada or the appropriate provincial or national licensing body shall be classified as an active member upon application and approval by the Board of Directors.[1]

B. Life Member.

a. A dentist who has been an active member in good standing for twenty-five (25) consecutive years or has attained the age of sixty-five (65) years and has been an active member in good standing for at least fifteen (15) consecutive years shall be classified as a life member upon application and approval by the Board of Directors.
b. A *Leonard M. Monheim Distinguished Service Award* recipient who has satisfied the eligibility requirements for a retired member as described in Chapter I: Section 20.F. of these Bylaws shall be classified as a life member upon their retirement and be entitled to all privileges of life membership as described in Chapter I: Section 50.C. of these Bylaws.

C. Resident Member. A dentist who has graduated from an accredited dental school or a dental school acceptable to the ASDA Board of Directors; is licensed to practice dentistry within the United States, its territories or possessions or in Canada; and is enrolled in an advanced training residency in anesthesiology acceptable to the Board of Directors of this Society or accredited by the Commission on Dental Accreditation or Commission on Dental Accreditation of Canada or the appropriate provincial or national licensing body, shall be classified as a resident member of this Society.

D. Honorary Member. An individual who is not eligible for active membership but has made significant and worthwhile contributions to the field of anesthesiology or who has made particular contributions to the advancement of anesthesiology in dentistry may be elected as an honorary member of this Society by the General Assembly.

E. Associate Member. Any healthcare provider that is interested in anesthesiology, but does not qualify for Active membership, may be classified as an associate member of this Society upon application and approval by the Board of Directors.

[1] After March 9, 1996 and upon application to this Society with approval by the General Assembly, active membership was available to those associate members in good standing for five years who had less than 24 months of postdoctoral training. This mechanism/process ceased in March 2002 and is no longer available.

F. Retired Member. An active member in good standing who has been an active member for fifteen (15) years or more, and is no longer earning income from the performance of service as a member of a faculty of a dental school or hospital, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry is required shall be classified as a retired member upon application and approval by the Board of Directors.

G. Emeritus Member. A member in good standing, who has retired from active practice and whose achievements in anesthesiology and/or pain control are especially noteworthy may be elected as an emeritus member of this Society by the General Assembly.

H. Predoctoral Student Member. A student enrolled full time in a dental education program leading to a DDS or DMD degree acceptable to the Board of Directors of this Society or accredited by the Commission on Dental Accreditation or the Commission on Dental Accreditation of Canada or the appropriate provincial or national licensing body, shall be classified as a predoctoral student member upon application and approval by the Board of Directors.

Section 30. Admission to Membership and Change in Membership Status

A. Application for Membership.

a. All applications for membership shall be submitted to the Society.

b. Applications for resident membership shall be accompanied by documentation from the course or program director attesting to the applicant's status as defined in Chapter I, Section 20C.

d. Applications for predoctoral membership shall identify the level of education (expected year of graduation) and the dental school the student is currently attending.

e. All membership applications shall be accompanied by the appropriate dues in accordance with Chapter I, Section 60 of these **Bylaws** and an administrative fee as may be established by the Board of Directors.

B. Application for Change in Membership Status.

a. Applications for life and retired membership shall be submitted to the Society which will certify the applicant's eligibility.

b. All applications for change in membership status may be accompanied by an administrative fee as may be established by the Board of Directors.

C. Admission.

a. The Society shall approve requests for active, resident, life, associate, retired and predoctoral student membership as provided in Chapter I, Section 20 subject to approval of the Board of Directors.

b. Election to honorary and emeritus membership shall be in accordance with Chapter I, Section 20 D and H of these **Bylaws**.

Section 40. Definition of "In Good Standing." A member of this Society whose dues and assessments for the current year have been paid, who has not had revocation of his/her state license for cause, and who abides by the Code of Ethics of the Society.

The requirement of paying current dues does not apply to honorary members, retired members and emeritus members of this Society for the purpose of determining their good standing.

Section 50. Privileges:

A. Official Publication. All Active, Life and Associate members in good standing shall receive the official publication of this Society.

B. Active Members may participate in the deliberations and voting of the General Assembly and shall be eligible for election or appointment to any office or agency of this Society, except as otherwise provided in these **Bylaws**.

C. Life Members may participate in the deliberations and voting of the General Assembly and shall be eligible for election or appointment to any office or agency of this Society, except as otherwise provided in these **Bylaws**.

Section 60. Dues, Assessments and Reinstatement:

A. Active Members. Dues shall be assessed in the amount prescribed by the Board of Directors subject to the two-thirds (2/3rds) majority approval of the General Assembly. Upon completion of residency, active membership will automatically be conferred on resident members for the remainder of that calendar year, without additional dues assessment, provided a completed and approved application and paid application fee have been made to the society. The dues of these active members shall be fifty percent (50%) of full active member dues for the first full calendar year following residency.

B. Life Members.

a. Active life members. The dues of life members who have not fulfilled the qualifications of Chapter I, Section 20F of these **Bylaws** with regard to income related to dentistry shall be fifty percent (50%) of the dues assessed for active members.

b. Retired Life Members. Life members who have fulfilled the qualifications of Chapter I, Section 20F of these **Bylaws** with regard to income related to dentistry shall be exempt from payment of dues.

C. Resident Members shall be exempt from paying dues.

D. Honorary Members. Shall be exempt from payment of dues.

E. Associate Members. Dues of associate members shall be fifty percent (50%) of the dues assessed for active members.

F. Retired members shall be exempt from payment of dues.

G. Emeritus members shall be exempt from payment of dues.

H. Predoctoral Student Members. The dues shall be $25 per year.

I. Assessments. Assessments, in an amount prescribed by the Board of Directors subject to the two-thirds (2/3rds) majority approval of the General Assembly, may be made upon active and active life members as the needs and interests of the Society shall necessitate. Each request for assessment must state the specific need and purpose, the specific amount being assessed, and the specific period of time over which the assessment shall be paid.

J. Loss of Membership for Non-Payment of Dues and Reinstatement.

a. Any dues-paying member whose dues and/or assessments have not been paid by the beginning of the annual General Assembly meeting of the current year will be considered delinquent in the payment of dues. If the dues remain unpaid beyond that time, an individual's active membership status shall be rescinded upon consideration by the Board of Directors of this Society.

b. Reinstatement of dues-paying members may be secured on payment of the current year's dues and/or assessments of this Society by a former dues-paying member plus a re-application fee to be determined by the Board of Directors.

K. Waiver of Dues for Members Who Suffer Severe Financial Hardship. Those dues-paying members who have suffered hardship due to catastrophe, medical illness or other circumstances shall be excluded from the payment of annual dues upon application and approval by the Board of Directors. The Board may at its discretion require documentation on an annual basis, to substantiate a claim of severe hardship.

Chapter II: COMPONENT SOCIETIES

Section 10. Organization.

A component society may be organized and chartered, subject to approval by the Board of Directors, in any state, contiguous territorial region within a single geographic region as provided in Chapter III, Section 30, the District of Columbia, the Commonwealth of Puerto Rico, or a dependency of the United States or in any province or contiguous territorial region in Canada. No such society shall be chartered in any state, contiguous territorial region within a single geographic region as provided in Chapter III, Section 30, the District of Columbia, the Commonwealth of Puerto Rico, or a dependency of the United States or in any province or contiguous territorial region in Canada, in which a component society is already chartered by this Society.

Section 20. Powers and Duties.

A. It shall have the power to establish bylaws, rules and regulations to govern its members provided such bylaws, rules and regulations do not conflict with, or limit, these **Bylaws**.

B. It shall have the power to provide for its own financial support.

C. It shall have the power to establish committees of the component society; to designate their powers and duties; and to adopt reasonable eligibility requirements for service thereon.

Section 30. Chartering of Component Societies.

A. Application.

a. Applications for component society charters may be submitted by no fewer than three (3) active or life members in good standing practicing within the jurisdiction, as defined in Chapter II, Section 10 of these **Bylaws**, applying for such status.

b. Applications shall be accompanied by a copy of the component society's proposed constitution and bylaws, a listing of its officers and documentation that an official scientific meeting has either been held in the previous six months or is scheduled to take place in the ensuing six months.

B. Granting of Charter. Applications for component society charters shall be considered by the Board of Directors. If acted favorably upon, charters will be conferred at the next regular session of the General Assembly upon proper amendment to these **Bylaws**.

Section 40. Definition of "Active, Chartered Component Society." A chartered component society that satisfies Chapter II, Section 70of these **Bylaws** shall be considered active.

Section 50. Membership.

A. The membership of each component society, except as otherwise provided in these **Bylaws**, shall consist of those members within the territorial jurisdiction of the component society, provided that such members are in good standing of the component and this Society.

B. A member in good standing shall enjoy all privileges of component society members except as otherwise provided in these **Bylaws**.

Section 60. Officers.

The officers of a component society shall be president, secretary, treasurer and such others as may be prescribed in its bylaws.

Section 70. Sessions.

It is recommended that component societies hold an official scientific meeting at least once each calendar year. Reports of official scientific meetings will be filed with the Society.

Section 80. Constitution and Bylaws.

Component societies shall not adopt a Constitution and Bylaws that conflict with, or limit, the **Constitution** and **Bylaws** of this Society.

Section 90. Principles of Ethics and Code of Professional Conduct.

The approved Code of Ethics of the national Society shall govern the professional conduct of the component society.

Chapter III: GENERAL ASSEMBLY OF MEMBERS

Section 10. Composition.

The General Assembly of Members shall be composed of the active and life members in good standing of the Society.

Section 20. Powers.

A. The General Assembly shall be the supreme authoritative body of this Society.

B. It shall possess the legislative powers of this Society including the determination of policies.

C. It shall have the power to enact, amend and repeal the **Constitution** and **Bylaws**.

D. It shall have the power to grant, amend, revoke or suspend charters of component societies.

E. It shall have the power to elect honorary and emeritus members.

Section 30. Duties.

It shall be the duty of the General Assembly.

A. To elect the elective officers.

B. To elect the members of the Board of Directors of this Society

C. To elect five (5) members to the Committee on Nominations.

D. To receive and act upon reports of the committees of the General Assembly.

E. To receive reports of the standing committees of the Society.

F. To adopt an annual budget.

G: To vote on adoption of proposed resolutions

Section 40. Annual Session.

The General Assembly shall meet annually.

Section 50. Official Call.

A. Annual Session. The Society shall publish, by mailing or on the Society's web site, an official notice of the date and place of the annual session at least sixty (60) days prior to the annual session of the General Assembly.

B. An agenda, a financial report with support material, and an abbreviated curriculum vitae of any candidate nominated for officer or director of this society shall be available to all assembly members at least 24 hours prior to the General Assembly.

Section 60. Quorum.

Ten percent (10%) of the active and life members of this Society shall constitute a quorum for the transaction of business at the Annual Session.

Section 70. Officers.

A. Presiding Officer and Secretary. The General Assembly shall be presided over by the President of the Society. The Executive Director of this Society shall serve as Secretary of the General Assembly.

B. Duties.

a. Presiding Officer. Shall preside over all meetings of the General Assembly and determine the order of business for all meetings subject to the approval of the General Assembly, appoint tellers to assist in determining the result of any action taken to vote and perform such other duties as custom and parliamentary usage require.

b. Secretary of the General Assembly. Shall serve as the recording officer of the Assembly and the custodian of its records, and shall cause a record of the proceedings of the Assembly to be published as the official transactions of the Assembly.

Section 80. Order of Business.

The order of business shall be that order of business adopted by the General Assembly in conformity with Chapter IV, Section 70Ba.

Section 90. Rules of Order.

A. Reports. All reports of elective officers and committees, except supplemental reports, shall be available to each voting member at least twenty-four (24) hours in advance of the General Assembly. All supplemental reports shall be distributed to each voting member before such report is considered by the General Assembly.

B. Additional Rules. The rules contained in the current edition of the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* shall govern the deliberations of the General Assembly in all cases in which they are applicable and not in conflict with the standing rules or these **Bylaws**. In the event a parliamentary situation arises that is not covered under the American Institute of Parliamentarians *Standard Code of Parliamentary Procedure*, other parliamentary authorities shall be persuasive in resolving the issue.

Section 100. Committees.

The committees of the General Assembly shall be:

A. Committee on Credentials.

a. Composition. The Committee shall consist of the Presiding Officer and Secretary of the General Assembly.

b. Duties. It shall be the duty of the Committee to record and report the roll call of the General Assembly; to conduct a hearing of any contest regarding the certification of a voting member and to report its recommendations to the Assembly.

B. Special Committees. The Presiding Officer may appoint special committees to perform duties not otherwise assigned by these **Bylaws**, to serve until adjournment *sine die* of the session at which they are appointed.

Section 110. Election Procedure.

Elective officers, members of the Board of Directors of this Society, and five (5) members of the Committee on Nominations shall be elected by the General Assembly except as otherwise provided in these **Bylaws**. Voting shall be by ballot, except, where there is only one candidate for an elective office, an equal number of candidates as there are open positions for director, or an equal number of candidates as there are open positions for a committee, such candidate(s) may be declared elected by the Presiding Officer.

a. The order of elections shall be President, President-elect, Vice President, Treasurer, the open director positions of this Society and members of the Committee on Nominations.
b. Only one elective office or open director position of this Society will be considered at any one time. When an office or director position is to be elected, and more than one candidate has been nominated, the majority of the ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted again. In the event of a tie, the presiding officer will determine the winning candidate via coin toss. When one is to be elected to a committee, and more than one has been nominated, the majority of the ballots shall elect.
d. When more than one is to be elected to a committee, and the nominees exceed the number to be elected, the candidates receiving the greatest number of votes shall be elected.

Chapter IV: BOARD OF DIRECTORS

Section 10. Composition.

The Board of Directors shall consist of: the President, the President-elect, the Vice-President, the Treasurer, the immediate Past President, and four (4) directors-at-large. These shall constitute the voting membership of the Board of Directors. The Editor of the Society and the Executive Director, except as otherwise provided in the **Bylaws**, shall be *ex officio* members of the Board of Directors without the right to vote. The President may only exercise the right to vote when the vote is by ballot or when one more vote could alter the outcome. The Executive Director shall serve as Secretary of the Board of Directors.

Section 20. Eligibility.

Only an active or life member, in good standing, of this Society shall be eligible to serve as a director.

Section 30. Term of Office.

The term of office of a director-at-large shall be three (3) years. The tenure of a director-at-large shall be limited to two (2) consecutive terms of three (3) years.

Section 40. Nominations.

A nomination for a position of director which is up for election may be made by any member, in good standing, of the Society. All nominations shall be sent to the Administrative Office and be accompanied by an abbreviated curriculum vitae and a letter of the nominee's willingness to serve if elected. Nominations must be received no later than ninety (90) days prior to the annual session of the General Assembly to be considered by the Committee on Nominations.

The Committee on Nominations shall select one (1) candidate for each open director position from the eligible submissions sent to the Administrative Office for each position and make its selections known to the membership by posting them on the Society's website no later than sixty (60) days prior to the annual session.

Additional nominations may be made from the floor of the General Assembly provided they previously have been duly submitted to the Administrative Office and confirmed as eligible by the Committee on Nominations no later than thirty

(30) days prior to the annual session of the General Assembly. Nominations must be accompanied by an abbreviated curriculum vitae, a letter of the nominee's willingness to serve if elected and shall also require a petition of written support from 20 members, in good standing, of the Society.

A director whose first term of office is expiring and who has been duly nominated for an elective office but has failed to be elected to that office, may be nominated from the floor of the General Assembly for an open director position.

A nominee for an elective office or an open directorship, or alternatively, one proxy who must be any active, life, or retired member, may provide a speech, presentation or remarks not to exceed 5 minutes prior to the vote.

Section 50. Election: The directors shall be elected by the General Assembly in accordance with Chapter III, Section 110 of these **Bylaws**.

Section 60. Installation.

Each director shall be installed by the Presiding Officer at the meeting of the General Assembly where the director is elected.

Section 70. Vacancy.

In the event of a vacancy in the office of director, an active or life member shall be appointed by the President to fill such office for the remainder of the unexpired term. If the new director filling a vacancy serves less than fifty percent (50%) of a full three (3) year term, including the period of the *ad interim* appointment by the President and election by the General Assembly, that term shall not be considered in determining the overall tenure of the director in accordance with Chapter IV, Section 30. If the new director filling a vacancy serves fifty percent (50%) or more of a full three (3) year term, including the period of the *ad interim* appointment by the President and election by the General Assembly, that term shall be considered in determining the overall tenure of the director in accordance with Chapter IV, Section 30.

Section 80. Powers.

A. The Board of Directors shall be the managing body of this Society, vested with full power to conduct all business of the Society, subject to the laws of the State of Illinois, the *Articles of Incorporation*, the **Constitution** and **Bylaws** and the mandates of the General Assembly. The power of the Board of Directors to act as the managing body of this Society shall not be construed as limiting the power of the General Assembly to establish policy with respect to the governance of this Society in all its activities, except for areas expressly reserved in these **Bylaws** as powers and/or duties of the Board of Directors, as the same may be amended by the General Assembly from time to time in accordance with these **Bylaws**.

B. It shall recommend and administer the policies which shall govern this Society.

C. It shall have the power to recommend the adoption and interpretation of, and amendments to the Code of Ethics for governing the professional conduct of the members to the General Assembly.

D. It shall have the power to recommend the granting, revocation, or suspension of, or amendments to the charters of component societies, to the General Assembly.

E. It shall have the power to establish rules and regulations consistent with these **Bylaws** to govern its organization and procedure.

F. It shall have the power to appoint an Executive Director of this Society.

G. It shall have the power to establish dues and recommend assessments as provided in Chapter I, Section 60, subject to the two-thirds (2/3rds) majority approval of the General Assembly.

H. It shall have the power to create special committees of the Society.

I. It shall have the power to approve all appointments of the President as provided in Chapter V, Section 80A.

J. It shall have the power to approve all memorials, resolutions or opinions issued in the name of the Society.

K. It shall have the power to establish *ad interim* policies when the General Assembly is not in session and when such policies are essential to the management of the Society, provided, however, that all such policies must be presented for review at the next session of the General Assembly.

L. It shall have the power to perform such other duties and functions as may be necessary to carry on the business of the Society when the General Assembly is not in session

Section 90. Duties.

It shall be the duty of the Board of Directors:

A. To determine the date and place for convening each annual session.

B. To cause to be bonded by a surety company the President, the President-elect, the Treasurer and the Executive Director.

C. To cause all accounts of the Society to be reviewed by a certified public accountant at least once a year and be fully audited by a certified public accountant once every five (5) years.

D. To prepare an annual budget for carrying on the activities of the Society.

E. To review the reports of all standing committees and special committees of the Society and act upon such reports.

F. To approve applications for active, life, retired, resident, associate and predoctoral student members and designate individuals for special recognition such as honorary or emeritus membership.

G. To meet in executive session at each regular session of the Board of Directors.

H. To monitor activities of outside governmental and private agencies on matters of importance to anesthesiology for dentistry and related professional anesthesia organizations.

I. To engage such other individuals as may be required to assist the Society in carrying out its goals and purpose.

J. To perform such other duties as are prescribed by these **Bylaws**.

Section 100. Sessions.

A. Regular Sessions: The Board of Directors shall hold a minimum of two regular sessions each calendar year and meet in executive session as needed during each regular session.

B. Special Sessions: Special sessions of the Board of Directors may be called at any time either by the President or at the request of four (4) voting members of the Board, provided notice is given to each member ten (10) days in advance of the session.

C. Emergency Meetings: The members of the Board of Directors may participate in and act at a meeting of the Board of Directors called by the President on matters of the Society requiring immediate attention through the use of conferences via telephone or other electronic media. Such conferences and any actions taken shall be governed by the rules of the Board of Directors. These Conferences are considered as meetings which shall be made part of the action of the Board of Directors.

D. Voting: Voting may be accomplished at any session, including conference calls, mail, fax or electronic communications. A simple ballot or roll call may be used to approve minutes of any regular or special session of the Board of Directors. All other actions required to be taken at a meeting of the Board of Directors may be taken without an in-person meeting using electronic mail with unanimous written consent.

a. Board action can be taken by a majority vote at a duly called meeting where a quorum is present. This meeting can be held in person, by teleconference, or other electronic means as long as all participating members can communicate with each other simultaneously.

b. . A simple majority vote shall be necessary for the approval of any proposed action. All votes shall be recorded in the minutes of the session of the Board of Directors. The president shall abstain from a vote, except in the event the vote will alter the outcome.

c. Board action taken by directors without a duly called meeting can only be done with the unanimous written consent (including email or secure digital signature) of all directors. and must be returned within five (5) days of the communication from the Administrative Office. The action taken by unanimous written consent should be formally recorded in the minutes of the next regular session of the board of directors.

Votes may be initiated by the Executive Director or by any member of the Board of Directors.

Section 110. Quorum: Sixty percent (60%) of the voting members of the Board of Directors shall constitute a quorum.

Section 120. Officers.

A. Board Officers. The officers of the Board of Directors shall be the President, the President-Elect, the Vice President, and the Treasurer of the Society. The President shall serve as Board Chairperson.

In the absence of the President, the office of Chairperson shall be filled by the President-elect or, in the absence of the President-elect, by the Vice-President or, in the absence of the Vice-President, by a voting member of the Board who shall be elected Chairperson *pro temp*.

B. Duties of the Chairperson:

a. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson may only exercise the right to vote when the vote is by ballot or when one more vote could alter the outcome.

Chapter V: ELECTIVE OFFICERS

Section 10. Title.

The elective officers of this Society shall be President, President-elect, Vice-President, and Treasurer.

Section 20. Eligibility.

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

Section 30. Nominations.

A nomination for the offices of President-elect, Vice-President, and Treasurer may be made by any member, in good standing, of the Society. All nominations shall be sent to the Administrative Office and be accompanied by an abbreviated curriculum vitae and a communication from the nominee of the willingness to serve if elected. Nominations must be submitted no later than ninety (90) days prior to the annual session of the General Assembly.

The Committee on Nominations shall select one (1) candidate for each open elective office from the eligible submissions sent to the Administrative Office for each position and make its selections known to the membership by posting them on the Society's website no later than sixty (60) days prior to the annual session.

Additional nominations may be made from the floor of the General Assembly provided they previously have been duly submitted to the Administrative Office and confirmed as eligible by the Committee on Nominations no later than thirty (30) days prior to the annual session of the General Assembly. Nominations must be accompanied by an abbreviated curriculum vitae, a letter of the nominee's willingness to serve if elected and shall also require a petition of written support from 20 members, in good standing, of the Society.

An elective officer nominated for a higher elective office and failing to gain election to that office, may be nominated from the floor of the General Assembly for any open elective office.

Section 40. Elections.

The elective officers shall be elected in accordance with Chapter III, Section 110.

Section 50. Term of Office.

The President, President-elect, Vice-President and Treasurer of the Society shall serve for a term of two (2) years, or until their successors are elected and installed. The President, President-elect and Vice-President shall be limited to serve one (1) elected term of two (2) years. If the office of President, President-elect, Vice-President, or Treasurer is filled due to a vacancy for less than half of a full two (2) year term (including interim appointments and elections), that period will not count toward the overall term of office. If the new elective officer filling a vacancy serves fifty percent (50%) or more of a full two (2) year term (including interim appointments and elections), that term shall be considered in determining the overall term of office.

Section 60. Installation.

The elective officers shall be installed at the annual session of the General Assembly where elected. The President-elect shall be installed as President at the annual session of the Assembly, two (2) years following election.

Section 70. Vacancy.

In the event of a vacancy in the office of Vice-President or Treasurer, an active or life member shall be appointed by the President to fill such office for the remainder of the unexpired term. That term shall be considered in determining the overall tenure of the elective officer in accordance with Chapter V Section 50.

In the event the office of President becomes vacant, the President-elect shall become President for the unexpired portion of the term. In the event the office of President becomes vacant for a second time in the same term or at a time when the office of President-elect is also vacant, the Vice-President shall become President for the unexpired portion of the term. In the event the office of President-elect becomes vacant by reason other than the President-elect succeeding to the office of the President earlier than the next annual session, the office of President for the ensuing term shall be filled at the next annual session of the General Assembly in the same manner as that provided for the nomination and election of elective officers, except that the ballot shall read "President for the Ensuing Term."

Section 80. Duties.

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

a. To serve as an official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Society.

b. To serve as Presiding Officer of the General Assembly.

c. To serve as Chairperson of the Board of Directors and *ex officio* member of the Board of Directors and to perform such duties as are provided in Chapters IV and V or these **Bylaws**.

d. To call special sessions of the Board of Directors as provided in Chapter V of these **Bylaws**.

e. To submit appointments to the Board of Directors for Editor of the Society, and all standing Committees at the session of the Board of Directors immediately preceding installation as President.

f. To review on an annual basis, all appointments to standing Committees of the Society.
g. To appoint any additional members to standing Committees subject to the approval of the Board of Directors.
h. To appoint the members of all committees of the General Assembly except as otherwise provided in these **Bylaws**.
i. To submit an annual report to the General Assembly.
j. To perform such other duties as may be provided in these **Bylaws**.

B. President-elect. It shall be the duty of the President-elect:
a. To assist the President as requested.
b. To serve as an *ex officio* member of the Board of Directors.
c. To ascend to the office of President at the annual session of the General Assembly where the current President's term expires except as otherwise provided in Chapter V, Section 60 of these **Bylaws**.
d. To succeed immediately to the office of the President in the event of vacancy for the unexpired term and for the succeeding term.

C. Vice-President. It shall be the duty of the Vice-President:
a. To assist the President as requested.
b. To serve as an *ex officio* member of the Board of Directors.
c. To succeed to the office of President as provided in Chapter VI, Section 70 of these **Bylaws**.
d. To act as chair of the Committee on Annual Meetings and Programs

D. Treasurer. It shall be the duty of the Treasurer:
a. To assist the President as requested.
b. To serve as an *ex officio* member of the Board of Directors.
c. To act as chair of the Committee on Budget and Finance
d. To execute or cause to be executed all authorized documents and certificates bearing the imprimatur of the Society.
e. To maintain the membership roster of the Society.
f. To perform such other duties as are prescribed by the Board of Directors or these **Bylaws**.
g. To serve on the Committee on Credentials of the General Assembly.
h. To prepare an annual financial report for the membership.
i. To serve as custodian of all monies, securities, and deeds belonging to the Society which may come into the Treasurer's possession and to hold, invest and disburse same, subject to the discretion of the Board of Directors.

Chapter VI: APPOINTIVE OFFICER

Section 10. Title.

The appointive officer of this Society shall be the Executive Director, as provided in Article IV of the **Constitution**.

Section 20. Salary.

The Board of Directors shall determine the salary of the Executive Director.

Section 30. Duties.

The duties of the Executive Director shall be:

A. To report to the Board of Directors.

B. To act as executive head of the Administrative Office and all of its branches.

C. To engage all employees except as otherwise provided in these **Bylaws**.

D. To supervise and coordinate the activities of all committees and commissions with regard to their specific assignments, and systemize the preparation of their reports.

E. To provide credentials, notification, reports and support material as otherwise provided in these **Bylaws**.

F. To implement the decisions of the General Assembly, the Board of Directors and any of their committees.

G. To serve as Secretary of the General Assembly

H. To serve as Secretary of the Board of Directors

I. To receive and act upon correspondence submitted to the Society

J. To act as custodian of all minute books, records, papers, recordings, documents, official seal and all other papers, archives and property of the Society.

K. To receive and process applications for membership in the Society.

Chapter VII: COMMITTEES

Section 10. Name.

The standing Committees of this Society shall be:

Committee on Annual Meetings and Programs
Committee on Awards
Committee on Budget and Finance
Committee on Resident Education
Committee on Ethics and Bylaws
Committee on Insurance
Committee on Legislation
Committee on Membership
Committee on Nominations
Committee on Communications

Section 20. Appointments, Members, Nominations and Elections.

A. The composition of the standing Committees of this Society shall be as follows:

The Committee on Awards shall be composed of six (6) members: the three (3) most recent Immediate Past Presidents and the three (3) most recent past Monheim award recipients who are members of the Society and who are willing and able to serve.

The Committee on Budget and Finance shall be composed of the Treasurer, the President-elect, and a Past President of the Society. The Executive Director shall serve as an *ex officio* member. The Chairperson of the Committee shall be the Treasurer.

The Committee on Nominations shall be composed of seven (7) active and/or life members, five (5) of which shall be elected by the General Assembly as described in Chapter III, Section 110, two (2) of which shall be the Immediate Past President of the Society and the President-elect. The Chairperson of the Committee shall be the first Immediate Past President.

The Committee on Communications shall be composed of the Editor of the Society, the Immediate Past President , and three (3) other members with support provided by the Executive Director. The chairperson of the Committee shall be the Editor.

B. There shall be a mandatory annual review of all committee appointments by the President. All committee appointments shall be submitted at the next session of the Board of directors immediately following the Annual General Assembly of Members Meeting.

Section 30. Eligibility.

All members of standing committees must be active, life or associate members in good standing of this Society except as otherwise provided in these **Bylaws**.

Section 40. Chairpersons.

One member of each committee shall be appointed by the President to serve as chairperson except as otherwise provided in Chapter VII, Section 20 of these **Bylaws**

Section 50. Consultants, Advisers and Secretaries.

A. The President may, at their discretion, appoint a consultant or advisor from the Board of Directors to serve on any standing committee of the Society.

B. The Administrative Office shall provide assistance to all standing committees. It will assist in the preparation and arranging of meetings of standing committees.

Section 60. Term of Office.

The term of office of members of committees shall be one (1) year except as otherwise provided in these **Bylaws**.

Section 70. Sessions

Committee meetings may be held in person, by teleconference, or by other electronic means that allow all participants to communicate simultaneously.

Committee action at a duly called meeting requires a majority vote at a meeting with a quorum present. Committee action without a meeting may be taken only by the unanimous written consent of all committee members. Such unanimous written consent may be given electronically (including email or secure digital signature) and must be returned within five (5) days of the communication from the Administrative Office.

The action taken by unanimous written consent must be recorded in the minutes of the next Committee meeting.

Section 80. Quorum.

A majority of the members of any committee shall constitute a quorum.

Section 90. Annual Report and Budget.

A. Annual Report. Each committee shall submit through the Executive Director, an annual report to the Board of Directors and the General Assembly.

B. Proposed Budget. Each committee shall submit to the Board of Directors, through the Executive Director, a proposed itemized budget for the ensuing fiscal year if indicated.

Section 100. Duties.

A. Committee on Annual Meetings and Programs. The duties of the Committee on Annual Meetings and Programs shall be:

a. To provide for the management of, and make all arrangements for, each scientific session, subject to the approval of the Board of Directors, unless otherwise provided in these **Bylaws**.

b. To provide for the management of and make all arrangements for any continuing education session/lecture/webinar, whether in person or virtual, as approved by the Board of Directors, unless otherwise provided in these Bylaws.

B. Committee on Awards. The duties of the Committee on Awards shall be:

a. To develop and establish criteria for awards bearing the imprimatur of the Society subject to the approval of the Board of Directors.

b. To consider and recommend to the Board of Directors, recipients for awards bearing the imprimatur of the Society.

C. Committee on Budget and Finance. The duties of the Committee on Budget and Finance shall be:

a. To maintain the financial solvency of the Society.

b. To receive quarterly reports of all financial activities of the Society.

c. To meet no less than two (2) times a year, in advance of regular sessions of the Board of Directors, to prepare an annual budget for approval by the Board of Directors, with consideration for anticipated expenditures.

d. To maintain a reserve fund consisting of all monies unspent at the end of a fiscal year.

D. Committee on Resident Education. The duties of the Committee on Resident Education shall be:

a. To monitor educational activities related to residency programs in anesthesiology for dentistry and make progress reports to the Board of Directors.

b. To serve as a resource for the dental schools and post graduate residency training programs.

c. To monitor trends and recommend revisions to anesthesiology accreditation standards for these predoctoral and postdoctoral programs.

d. To assist in the development and coordination of continuing education in anesthesiology on both the component and national level.

e. To monitor activities in predoctoral and postdoctoral programs that include anesthesia as a component of their curriculum.

E. Committee on Ethics and Bylaws. The duties of the Committee on Ethics and Bylaws shall be:

a. To provide advisory opinions regarding the interpretation of the approved Code of Ethics of the Society.

b. To review the articles of the **Constitution** and **Bylaws** in order to keep them consistent with the Society's objectives and purpose.

c. To recommend editorial corrections in the **Bylaws**.

d. To draft or approve the proposed text of all amendments to the **Constitution** and **Bylaws** prior to their submission to the General Assembly for action.

e. To provide guidance and advice on ethical and professional issues to component societies.

F. Committee on Insurance. The duties of the Committee on Insurance shall be:

a. To monitor insurance activities of significance to anesthesiology in dentistry.

b. To encourage the inclusion of benefits for anesthesia and anesthesia-related procedures in health benefit plans.

G. Committee on Legislation. The duties of the Committee on Legislation shall be:

a. To monitor legislative activities of significance to anesthesiology in dentistry.

b. To assist and promulgate appropriate action when indicated.

H. Committee on Membership. The duties of the Committee on Membership shall be:

a. To develop applications for membership in the Society subject to the approval of the Board of Directors.

b. To determine supporting documentation required of applicants for membership in the Society subject to approval of the Board of Directors.

c. To review all applications for active and resident membership in the Society and report its recommendations to the Board of Directors.

d. To recruit new members.

e. To monitor and encourage activity in existing component societies.

f. To encourage liaison between existing component societies and their state and regional dental societies.

g. To encourage liaison between existing component societies and their state boards of dentistry.
h. To encourage development of new component societies in the United States, its territories and possessions and in Canada.

I. Committee on Nominations. The duties of the Committee on Nominations shall be:

a. To confirm that all nominations for director and elective office of this Society qualify in accordance with Chapter IV, Section 20 and Chapter V, Section 20 of these **Bylaws**.
b. To consider all eligible nominations for director and elective office of this Society.
c. To select one (1) nominee for each of the open positions for director and for each of the open positions for elective officers.
d. To report to the General Assembly through the Board of Directors, the Committee's recommendations for each of the open positions for director and elective officers.

J. Committee on Communications. The duties of the Committee on Communications shall be:

a. To publish or support the official publications of the Society for the dissemination of research and news to the members of the society.
b. To report, chronicle and evaluate activities of scientific and professional interest to individuals interested in the specialty of dental anesthesiology.
c. To solicit, gather and publish news of special interest to Society members. This material shall include information on component society activities, continuing education programs and legal and scientific developments.
d. To implement and sustain a marketing program approved by the Board of Directors to promote the specialty of dental anesthesiology to the public and the profession.
e. To evaluate annually and, in consultation with the Board of Directors, make revisions to the Society's website.

Chapter VIII: SPECIAL COMMITTEES

Appointment and Term: Special committees of this Society may be created at any session by the Board of Directors or, when the Board is not in session, by the President for the purpose of performing duties not otherwise assigned by these **Bylaws**. Such special committees shall serve until the duties assigned to that committee have been completed.

Chapter IX: CODE OF ETHICS

Section 10. Professional Conduct of Members: The professional conduct of a member of this Society shall be governed by the approved Code of Ethics of the Society.

Section 20. Non-Compliance: In the event of failure to conform to the approved Code of Ethics of the Society, a member may be considered to no longer be in good standing.

Section 30. Penalties for Improper Conduct by a Member; Suspension and Revocation Membership:

A. Grounds for penalizing a member. The Board of Directors shall have the authority to penalize a member if the member demonstrates conduct unbecoming to a member, conduct injurious to the reputation of the Board or another member, and/or conduct which is unethical or otherwise contrary to the mission of the society. Penalties may include, but are not limited to, the following:

a. Reprimand. A member may be reprimanded by the Board and required to retract statements and/or apologize. A member may be required to submit retractions and/or apologize in writing or in public to the Board, the ASDA membership, or to another member.
b. Censure. A disciplinary sentence expressing in writing severe criticism or disapproval of a particular type of conduct or act. The Board may censure a member and the censure may be made public by the Board.
c. Sanctions. Possible sanctions may include removing the members' ability to attend, participate and vote at the General Assembly of members meeting for a period of time as set by the Board. In the event that the

conditions of the sanctions are violated during the probationary period based upon the original disciplinary penalty, the sanctions will automatically be reinstated.

This section may only result in the penalties listed above; nothing in paragraph A allows the Board to suspend or revoke a membership. A majority vote of the Board members present and voting is required to enact such penalties. If such penalties are levied against a sitting member of the Board, that person will be excluded from all Board proceedings until the matter has been favorably adjudicated.

B. Grounds for suspension or revocation of membership. The Board of Directors shall have the authority to suspend or revoke any membership if the member:

a. Fails to submit the annual dues in accordance with Chapter I, Section 60, K of these Bylaws.
b. Has a state license(s) to practice dentistry revoked for any reason.
c. Has a state license(s) to practice dentistry suspended while under investigation.
d. Voluntarily surrenders a state license(s) to practice dentistry while under investigation.
e. Is suspended or expelled from the recognized certifying board or other professional dental organization because of unethical or immoral conduct.
f. Is convicted of a felony.

C. Procedures for suspension and revocation of membership.

a. Charges. Charges shall be made by a member(s) in an affidavit stating the alleged violations and preliminary proof. The affidavit should be filed with the secretary. If charges are levied against a sitting member of the Board, that person will be immediately excluded from all Board proceedings until the matter has been favorably adjudicated.
b. Investigation. A disinterested committee shall be appointed by the Board to investigate the charges thoroughly and promptly, and if it decides that a hearing is warranted, it shall set a date for the hearing and notify the secretary.
c. Notification. The secretary shall send the accused member a registered or certified letter thirty (30) days before the date of the hearing notifying the member of the suspension or revocation. The letter should contain a copy of the charges, the time and place of the hearing, and a statement of the member's right to be present at the hearing to present a defense, to be represented by an attorney or other party, and to receive a copy of any record of the proceedings
d. Hearing. A hearing shall be held by a hearing committee composed of disinterested members appointed by the Board, other than those on the investigating committee. In conducting the hearing, the committee shall preserve decorum and fair play; restrict evidence and testimony to the written charges; and uphold the right of the accused member to present a defense, to cross examine witnesses, and to refute the charges that have been made.
e. Decision. The hearing committee should within a reasonable time, make findings of fact on the essential points at issue. The hearing committee shall recommend a decision of guilt or innocence and send a copy of the recommended decision and findings of fact to the accused member and to the secretary and set before the Board for a vote.
f. Penalty. A majority vote of the Board members present and voting is required to enact suspension. A two-thirds vote of the Board members present and voting is required to enact revocation of membership.
g. Appeals. Should the member wish to appeal the suspension or revocation, the member must submit a written request for hearing. The written request must be submitted within thirty (30) days of the dated suspension or revocation notice. The member shall be entitled to appear at the hearing with or without legal representation. The hearing shall be conducted by an Appeals Board consisting of five Past Presidents of the Society. A majority vote of the Appeals Board members is required to uphold the suspension or revocation of a membership.
h. Reinstatement. The Board may reinstate a suspended or revoked membership upon application by the suspended or revoked member. Action on reinstatement may occur no sooner than one year following the initial date of suspension or revocation of membership. The Board has sole jurisdiction to determine whether the evidence is sufficient to warrant reinstatement of any membership and whether such reinstatement requires further examination as a condition of reinstatement.

Chapter X: SCIENTIFIC SESSION

Section 10. Object.

The scientific session of this Society is established to foster the presentation and discussion of subjects pertaining to the health of the public and the science and art of anesthesiology as an integral part of dentistry.

Section 20. Time and Place.

The scientific session of the Society shall be held annually at a time and place approved by the Board of Directors.

Section 30. Management and General Arrangements.

The Board of Directors, shall provide for the management of, and make all arrangements for, each scientific session unless otherwise provided in these **Bylaws**.

Section 40. Commercial Exhibits.

Products of commercial enterprises may be exhibited at each scientific session under the direction of the Board of Directors and in accordance with rules and regulations established by that body.

Section 50. Admission.

Admission to meetings of the scientific session shall be limited to all members of this Society who are in good standing and to others in accordance with rules and regulations established by the Board of Directors. Fees for admission to the scientific session shall be established by the Board of Directors.

Chapter XI: AMERICAN DENTAL BOARD OF ANESTHESIOLOGY

Section 10. The American Dental Board of Anesthesiology is the officially recognized certifying board of the specialty of Dental Anesthesiology. It is an independent organization that elects its own officers and conducts its business according to its Constitution and Bylaws.

Chapter XII: FINANCES

Section 10. Fiscal Year.

The fiscal year of the Society shall begin January 1 of each calendar year and end December 31 of the same year.

Section 20. General Fund.

The General Fund shall consist of all monies received other than those specifically allocated to other funds by these **Bylaws**. This fund shall be used for defraying all expenses incurred by this Society not otherwise provided for in these **Bylaws**. The General Fund may be divided into Operating and Reserve Divisions at the discretion of the Board of Directors.

Section 30. Other Funds.

The Society may establish other funds, at the discretion of the Board of Directors, for activities and programs requiring separate accounting records to meet governmental and administrative requirements. Such funds shall consist of monies and other assets received or allocated in accordance with the purpose for which they are established. Such funds shall be used for defraying all expenses incurred in their operation, shall serve only as separate accounting entities and continue to be held in the name of the American Society of Dentist Anesthesiologists.

Chapter XIII: INDEMNIFICATION

Each director, officer, committee member, employee and other agent of the Society shall be held harmless and indemnified by the Society against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such person in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which such person may be made a party by reason of any action taken or omitted to be taken by such person as a director, officer, committee member, employee or agent of the Society, in good faith. This right of indemnification shall inure to such person whether or not such person is a director, officer, committee member, employee or agent of the Society at the time such liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives. To the extent available, the Society shall insure against any potential liability hereunder.

Chapter XIV: AMENDMENTS

These **Bylaws** may be amended by a two-thirds (2/3rds) majority affirmative vote of the members of the General Assembly present and voting, provided that all members of the Society shall have been officially notified of the proposed amendments at least sixty (60) days in advance of the session at which the amendments will be considered. The Executive Director is authorized to correct article and section designations, punctuation, and cross-references and to make other formatting changes as necessary in connection with these Bylaws.