

**BYLAWS
FOR
THE SPECIAL CARE DENTISTRY ASSOCIATION**

ARTICLE I - NAME

The name of this non-profit corporation shall be the Special Care Dentistry Association, also known as SCDA.

ARTICLE II - PURPOSE

The purposes of the Special Care Dentistry Association shall be as stated in its Articles of Incorporation, and shall include the following:

- a. The promotion of oral health and well-being for individuals with special needs; and
- b. Exclusively carry on and perform the charitable, professional and educational purposes and functions of the organization within the meaning of Sections 501(c) (3) and §170(c) (2) of the Internal Revenue Code of 1986.

ARTICLE III - OFFICES

The principal office of SCDA shall be in Chicago, IL. Other offices may be established in such other places as the SCDA Board of Directors may from time to time determine.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 Composition. The Board of Directors shall be composed of 9 individuals and shall include the Officers of SCDA: President, President-Elect, Vice President, Treasurer, Immediate Past President and four At-Large representatives. Board members shall be individuals who can assist SCDA in achieving its goals and objectives. The Executive Director shall be ex-officio member of the Board of Directors without voting privileges.

Section 4.2 Term of Office. Each elected member of the Board of Directors, shall serve the following terms:

- Vice-President – Shall be elected every year for a term of one year and at the close of the annual meeting (one year) shall automatically succeed to the position of President-Elect; the President-Elect shall succeed to the position of President and the President shall succeed to the position of Immediate Past President.
- Treasurer - Shall be elected for one term of three years.
- Directors-at-Large – Shall be elected for one term of two years.

An individual who is selected to fill a vacancy, pursuant to Section 4.6 below, shall be credited with sitting for an entire term if he/she fills the vacancy with over half of the term remaining for

that seat. Terms will start at the Board's annual meeting. Directors-at-Large shall serve on the Board for staggered two-year terms (with approximately one-third of the Board rotating off, and their seats being open for election every year). Unless a Director resigns, dies or is removed prior thereto, he or she shall hold office until his or her successor has been chosen, qualified and approved.

Section 4.3 Eligibility and Selection of Officers and Directors.

a. Officers

- i. Vice-President shall be elected annually by the membership from a list of candidates submitted by the SCDA Nominating Committee. Previous service on the Board within the last four years and current Regular membership satisfies the eligibility requirements for SCDA officership. In the event no qualified candidate is identified, the Nominating Committee may determine to put forth other candidates.
 - ii. Treasurer shall be elected every three years by the membership from a list of candidates submitted by the SCDA Nominating Committee. Previous service on the Finance Committee within the past three years and current Regular membership satisfies the eligibility requirements for SCDA officership. In the event no qualified candidate is identified, the Nominating Committee may determine to put forth other candidates that can demonstrate recent finance experience with another body of organized dentistry.
- b. Directors shall be elected annually by the membership from a list of candidates submitted by the SCDA Nominating Committee. All current Regular members fulfill the eligibility to serve in this position.

Section 4.4 Honorary Members. The Board of Directors may designate up to three Honorary Members of the Board of Directors to serve in an advisory role.

- a. Honorary Members of the Board of Directors may be elected by a majority vote at any annual, regular, or special meeting of the Board. The term length for each honorary member is one year with the option to renew for up to five years.
- b. Honorary Board Members will be recognized for their dedication to the mission of SCDA and be interested and willing to assist when called upon by:
 - a. Providing guidance and advice,
 - b. Providing or helping to procure resources,
 - c. Advocating on behalf of SCDA, and
 - d. Permitting their names to be used in support of SCDA.
- c. Such members shall have no voting powers and have no board authority.
- d. Honorary Board Member status may be removed by a majority board vote at a regular or special meeting of the Board of Directors.
- e. An Honorary Board Member shall receive notice of each Board meeting, be allowed to

participate in the discussion at the Board meetings, but shall not have voting rights as a Director, except where otherwise specifically authorized under these Bylaws.

- f. An Honorary Board Member shall receive all of the benefits of membership in the SCDA.

Section 4.5 Resignation. Any Director may resign at any time by delivering a written resignation to the President and the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

Section 4.6 Removal. The vote of two-thirds (2/3) of the number of the Directors currently seated shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.

Section 4.7 Vacancies. Vacancies on the Board of Directors, whether caused by resignation, death or removal shall be filled by a majority vote of the remaining members of the SCDA Board of Directors.

Section 4.8 Conflict of Interest. Any Director or Officer shall declare himself or herself as abstaining from vote and discussion on any matter in which said Director or Officer may be considered to have a conflict of interest. Such abstaining declaration shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any Director participating in any committee action or vote.

Section 4.9 General Powers. The affairs of SCDA shall be managed by its Board of Directors, which may exercise all such powers and do all such lawful acts permitted by statute or by the Articles of Incorporation. The Board of Directors shall report annually to the membership as to the disposition of funds and general operations of the SCDA. The Board of Directors shall be responsible for the approval of the annual budget.

Section 4.10 Compensation. The Board of Directors shall serve without compensation for their services.

ARTICLE V - MEETINGS OF THE BOARD

The meetings of the Board of Directors may be held at such places as the Board may from time to time decide.

Section 5.1 Regular Meetings. The Board of Directors shall meet at least twice annually preferably face to face. Board members will be notified of other meetings via phone, mail, email, fax or other electronic means and providing at least fifteen days' notice.

Section 5.2 Special Meetings. The President of SCDA may call a special meeting of the Board by notifying the Board through phone, mail, email, fax or other electronic means and providing fifteen days notice.

Section 5.3 Quorum. At all Board meetings, a majority of Directors in office shall constitute a quorum for the transaction of business. The actions of a majority of the Board of Directors present at a meeting shall be the actions of the Board of Directors. If a quorum shall not be present at any meeting of the Board, no business may be conducted and no action taken.

Section 5. Participation in Meetings by Electronic Communications. Directors may participate in a meeting by means of a telephone or video conference or via other similar communication equipment in which all persons participating in the meeting can hear the communication of all other members in the meeting. All Directors so participating shall be deemed present at the meeting. Roll call, by the Chairperson, of participants shall be documented.

Section 5.5 Actions Without Meeting. Any action that may be taken at a meeting of the Directors may be taken without a meeting of the Board if a consent in writing setting forth the action so taken shall be unanimously agreed to by all Directors phone, mail, email, fax, or other electronic means entitled to vote with respect to the subject thereof.

ARTICLE VI - OFFICERS

Section 6.1 Officers. The Officers of SCDA shall consist of a President, President-Elect, Vice President, Treasurer, Immediate Past President, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors shall employ an Executive Director. The Board of Directors may elect such other Officers and assistant officers and agents as the needs of SCDA may require. Terms and duties of such Officers shall be determined by resolution of the Board of Directors.

Section 6.2 Election and Term of Office. The Officers shall be elected annually by the membership. Incoming Officers will begin their term at the end of the formal meeting. All Officers shall serve at the pleasure of the Board.

Section 6.3 Vacancies. If the office of any Officer becomes vacant for any reason, it shall be filled by the Board of Directors.

Section 6.4 Removal. Any Officer or agent elected or appointed by the membership or Board of Directors may be removed by a vote of two-thirds (2/3) of the Board of Directors whenever, in its judgment, the best interests of SCDA will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.5 Responsibilities.

a. President. The President shall serve as presiding officer of all regular and special meetings of the Board of Directors; shall be an ex-officio member of all committees; shall make

required appointments of committees and task forces; shall provide overall leadership and guidance of SCDA, and shall perform such other duties as are assigned by these Bylaws or the Board of Directors.

b. President-Elect. The President-Elect shall assume the duties of President in the temporary absence of the President, shall assist the President in the execution of his/her leadership and guidance duties, and shall perform such duties as assigned by these Bylaws or the Board of Directors.

c. Vice President. The Vice President shall serve in succession as the second officer in line for the presidency and shall assist the President and President-Elect as requested.

d. Treasurer. The Treasurer shall oversee the financial affairs of SCDA and serve as the Chair of the Finance Committee; shall take appropriate action regarding the finances of SCDA at the direction of the Board of Directors and shall perform other such duties as are assigned by these Bylaws or the Board of Directors.

e. Immediate Past President. The Immediate Past President shall serve as a consultant to the President and Board of Directors and shall serve as a member of the Board of Directors and Executive Committee until replaced as the sitting President's term comes to his/her completion. The Immediate Past President shall serve as the chair of the Nominations Committee.

f. Executive Director. The Board shall employ an Executive Director under contract who shall serve as the chief operating officer of SCDA, shall have general supervision of the business of SCDA; shall see that all orders and resolutions of the Board are carried into effect; shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of SCDA, and except where required or permitted by law to be otherwise signed and executed and except where signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of SCDA.

g. Offices. No two offices may be held by the same person.

ARTICLE VII – COMMITTEES, TASK FORCES AND INTEREST GROUPS

Section 7.1 Committees. Standing committees of the Board shall be an Executive and Nominating Committee. The Board may establish, configure and dissolve other committees as necessary for the effective conduct of SCDA's business. The SCDA President shall provide an annual charge of responsibility and direction for each committee and shall appoint committee chairs. The President may establish, configure and dissolve task forces except those committees as determined by the Board of Directors.

Section 7.2 Nominating Committee. The Nominating Committee shall be composed of the Immediate Past President, the President, one At-Large Board member and two At-Large SCDA members.

The Nominating Committee shall perform its due diligence, in accordance with any written procedures, to present to the Board a slate of candidates for open Board seats.

Section 7.3 Executive Committee. When the Board of Directors is not meeting, an Executive Committee consisting of all Officers shall act on behalf of the Board, except as prohibited by law. The Executive Committee shall meet at least quarterly each fiscal year. Action of the Executive Committee shall be reported to the Board by mail, electronic communication, or at the next Board meeting.

a. The Executive Committee shall consist of the President, President-Elect, Vice President, Treasurer, and Immediate Past President.

b. A majority of the members of the Executive Committee shall constitute a quorum. An affirmative vote of a majority of a quorum of the Executive Committee shall be necessary for the passage of any resolution of the Executive Committee.

c. If all of the members of the Executive Committee entitled to vote shall meet at any place, either within or without the State, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. Special Meetings of the Executive Committee shall be held whenever called by any member of the Executive Committee.

Unless otherwise restricted by the Articles of Incorporation or the Bylaws of SCDA, members of the Executive Committee may participate in a meeting of the committee by means of conference telephone, video or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in-person at such meeting.

d. Any action required to be taken at a meeting of the members of the Executive Committee or any action that may be taken at a meeting of the members of the Executive Committee may be taken without a meeting when unanimously agreed to by all Directors by phone, mail, email, fax, or other electronic means setting forth the action so taken shall be signed by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof. Such consents shall have the same force and effect as the unanimous vote of the members of the Executive Committee at a meeting duly held.

Section 7.4 Councils. Although there may be others, the Corporation shall minimally have three (3) distinct councils:

- a. Council of Hospital Dentistry
 - b. Council of Geriatric Dentistry
 - c. Council of Dentistry for People with Disabilities
- a. Councils will fulfill annual activities and responsibilities set forth by the SCDA Board of Directors.

- b. Council Chairs will be invited to the board meeting in conjunction with the Annual Meeting as non-voting guests to provide an annual update of Council activities.

ARTICLE VIII - MEMBERSHIP

Section 8.1 Membership Categories. SCDA shall have (8) eight categories of members: Regular, Resident, Student, Advocate, Organizational, Honorary, Retired, and Life. The members shall not be liable for the debts or obligations of SCDA and shall receive no compensation for any services rendered to the corporation.

Section 8.2 Membership Eligibility. Regular membership is open to dentists, dental hygienists and other oral healthcare professionals who practice, teach, consult or administer within the area of special care dentistry. Resident and Student membership is open to individuals in either pre-doctoral or postgraduate educational programs on a full-time basis. Advocate membership shall be open to individuals who share the values, mission and goals of SCDA. Organizational membership shall be open to organizations, corporations, institutions and other entities, which share the values, mission and goals of SCDA. Honorary membership shall be granted to those non-member individuals that have made significant contributions to the profession and are not required pay dues. Life membership may be granted to regular members who have made significant contributions to SCDA as determined by the SCDA Board.

Section 8.3 Application for Membership. Applications for membership may be submitted in writing or electronically, with the appropriate membership fee, to the national office. Upon receipt such individuals and institutions shall be listed in the membership rolls of SCDA.

Section 8.4 Good Standing. A member whose dues are paid to their renewal date shall be considered a member in good standing. All membership privileges shall cease if dues are not paid within 30 days following the member's renewal date.

Section 8.5 Meeting. A meeting of the SCDA membership may be held annually pursuant to the direction of the Board (including time, date and location) so long as notice is delivered to the membership via notice (mail, email, fax, in-person, website posting) at least twenty-one (21) days prior to the meeting.

Section 8.6 Termination. Any member may, upon written request to the national office, withdraw from membership, but such resignation shall not relieve members so resigning of the obligation to pay any dues, or other charges accrued and unpaid.

ARTICLE IX - FINANCIAL

Section 9.1 Fiscal and Membership Year. The fiscal year and the membership year of SCDA shall be as determined by the SCDA Board of Directors.

Section 9.2 Dues.

a. All categories of membership shall pay such annual dues as determined by the Board of Directors.

b. The annual dues for all categories of membership shall include such membership benefits, beyond the membership privileges set forth elsewhere in these bylaws, as determined by the Board of Directors.

Section 9.3 Refunds. No dues, or fees or other charges shall be refunded to any person who terminates membership after the first 30 days of the membership year or who is removed from the membership.

Section 9.4 Maintenance of Funds. The Board of Directors is empowered to make agreements for the investment of the funds of SCDA and the employment of investment advisors, banks and auditors.

Section 9.5 Checks and Notes. All checks or demands for money and notes of SCDA shall be signed by such Officer or Officers as the Board of Directors may designate.

ARTICLE X- AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws, in whole or part, may be adopted by a two-thirds majority of the voting members of the Board in attendance at any meeting of the Board of Directors.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised, shall govern all deliberations of SCDA in all cases to which they are applicable and when not in conflict with these bylaws and any special rules of order that SCDA may adopt.

ARTICLE XII - DISSOLUTION

If SCDA is dissolved at any time, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of SCDA, dispose of its assets exclusively to such organization or organizations operated exclusively for charitable, educational, religious or scientific purposes for the advancement of special care dentistry as shall at the time qualify as an exempt organization or organizations under section §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine.

ARTICLE XIII - INDEMNIFICATION

Any present or former Director, officer, or employee of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person,

shall be indemnified by the Corporation against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, or employee serving or having served the Corporation, except in relation to matters as to which he shall be found guilty of gross negligence or willful misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of negligence or willful misconduct.