



## ASSOCIATION BYLAWS

REVISED 10-11-2022

### Article I - Name

The name of this district association shall be the **Northlake Dental Association (NDA)**; hereinafter referred to as "The Association" or "This Association".

### Article II - Mission Statement

**Northlake Dental Association (NDA)** is committed to developing excellence in dentistry through opportunities for continuing dental education for all members. **NDA** strives to protect the dental profession. **NDA** is further committed to providing leadership, community service and awareness of public health in the field of dentistry among the public.

### Article III - Membership Classification, Election and Privileges

Section 1 - **Membership** - The membership of this Association shall be composed of: active members, life members, associate members, retired members, honorary members, disabled members and graduate student members.

Section 2 - **Active members** may consist of dentists who are legally and ethically practicing their profession and/or residing in the following Louisiana parishes: Tangipahoa, Washington and St. Tammany. Active membership in this Association makes one a member of the Louisiana Dental Association and the American Dental Association. Dentists serving in the armed forces, or faculty, during a national emergency, or public office or mission field will be considered to be engaged in active practice. **Application for active membership** shall be made to the Association on application forms, provided and furnished by the Louisiana Dental Association, or located on the NDA website, [www.northlakeda.com](http://www.northlakeda.com), signed by the applicant and by one (1) member of Northlake Dental Association. The application shall thereafter be referred to the NDA Board for investigation and election with a quorum majority vote. Transfer of membership into this Association shall be accomplished in the above same manner except that the amount of dues will be set by the NDA Board. There shall be no one present, but members of the Northlake Dental Association during the period of discussion of an applicant (if requested by a member). After election, the new member shall be given a copy of these bylaws and oriented in the rights, privileges and duties of membership by the chairperson of this Association, the Membership Coordinator. Any applicant for active membership, who is rejected, cannot again make application until one (1) year has elapsed from the date of such action, unless permitted to reapply by a majority vote of the members at a Board meeting.

Section 3- **Life membership** may be conferred on a member of this Association who has been an active and/or retired member in good standing of the American Dental Association for thirty (30) consecutive years or a total of forty (40) years of active and/or retired membership and has attained the age of sixty-five (65) years. He/she may apply to the NDA Board for life membership in this Association. Life membership shall be effective the calendar year following the year in which the requirements are fulfilled.

Section 4- **Associate members** may include dentists living or practicing within the Northlake Dental Association boundaries, whose primary membership is registered with another district association. An affirmative majority vote of the NDA Board is required.

Section 5- **Retired membership** may be conferred on members of this Association in good standing who retire from the practice of dentistry. Application shall be made to the Board of Governors of the Association and affirmative majority is required, after satisfying itself that such a proposed retired member has the requisite qualifications for retired membership.

Section 6- **Honorary membership** may be conferred on persons who have made valuable contribution to the arts and sciences pertaining to dentistry, or who shall have rendered important services to the dental profession. The name of the candidate for honorary membership shall be presented to the NDA Board by five (5) members. The Board, after satisfying itself that such proposed honorary member has qualifications as prescribed above, shall refer that candidate to the membership for election. An affirmative three-fourths (3/4) of all ballots cast shall be necessary to elect.

Section 7- **Disabled members** are members of this Association, who are totally disabled and who are unable to engage in the duties of the dental profession, and who are members in good standing, at the time total disability was incurred, shall, upon payment of dues permitted to remain in good standing during the period of total disability. A totally disabled member, in order to obtain and maintain the membership status of disabled, shall submit, through this Association, to the Louisiana Dental Association, a medical certificate attesting total disability. During the period of disabled membership status, further such certificates shall be presented on request to this Association. A totally disabled member, as previously defined, shall, during the period of such membership status, be exempt from continuing education requirements and from dues of this Association.

Section 8 - **Graduate student members** are active members of this Association, in good standing, engaged full-time in an advanced training course of at least one academic year in an accredited school, or internship or residency program approved by the Council on Dental Education of the American Dental Association, may be graduate student members. Application shall be required for classification as a graduate student member; this classification shall extend for no more than five (5) years for each individual dentist. Graduate student members may, upon application and approval, be eligible for reinstatement as active members.

Section 9 - **Definition of "In good standing"** - A member in good standing is defined as a member whose dues for the current year have been paid and has met this Association's standards for continuing education and has cooperated with peer review bodies or committees on ethics.

Section 10 - **Voting privileges** - All voting power and property rights of the membership of this Association shall be vested in active and active life members, to the complete exclusion of all other classes and/or types of membership in this Association.

Section 11 - **Privileges of membership** - All members of each classification of this Association, (active members, life members, associate members, retired members, honorary members, disabled members and graduate student members) have the privileges of receiving all member correspondence and notices, attend meetings and of the floor. No suspended member shall be allowed to attend meetings, vote or hold office in this Association, until reinstated in accordance with these Bylaws.

Section 12 - **Resignation of membership** - Any member may resign from this Association by so notifying the Secretary, in writing.

#### **Article IV - Officers and Their Duties**

Section 1 - **Naming of the Officers** - The officers of this Association shall consist of a President, President-elect, Secretary and Treasurer.

**Section 2 - Duties of the President** - The President shall serve a 2 year term and preside at all meetings of this Association and of the NDA Board and shall perform all the duties usually devolving on a presiding officer. He/she shall be an ex-officio member of all committees and fill all vacancies therein, subject to the approval of the NDA Board. The President does not vote except in the case of a tie. He/she shall serve as delegate in the House of Delegates of the Louisiana Dental Association. He/she shall fill, temporarily, all vacancies to elective office, subject to the approval of the Board, unless an election is ordered by the Board. Upon completion of service as President, the Past-President will be appointed to serve as a 2 year Board member.

**Section 3 - Duties of the President-Elect** - the President-Elect shall serve a 2 year term as a member of NDA Board, and as an ex-officio member of all committees, and shall assume the duties of the President, and shall act for and in the place of the President in the event of his death, resignation, absence, or inability to act. He/she shall also serve as a delegate in the House of Delegates of the Louisiana Dental Association. He/she shall also serve as a member of the CCE Committee

**Section 4- Duties of the Secretary** – the secretary shall serve a 2 year term and In addition to those hereafter stated, the Secretary shall perform all duties usually devolving on such an officer. He/she shall send to the Secretary of the State Association, within one month after the election of officers, a list of all officers and members of the NDA Board, designating the member or members who are Directors of the Louisiana Dental Association. He/she shall notify the Secretary of the State Association and /or the American Dental Association:

- (a) The names of all who become life members
- (b) Of any action taken by this Association that affect's an individual's standing in either organization.
- (c) Prepare Board agendas for executive director to distribute via email to all NDA members.
- (d) The names of those proposed for honorary membership.
- (e) Prepare General Membership meeting agendas and announcements.
- (f) Record minutes of all meetings including motions made, seconds of motions and whether or not motion carried.

He/she shall notify applicants failing election to membership. He/she shall notify the chairmen of all committees of their appointments within a reasonable time. He/she shall preside in the absence of the President and President-Elect. He/she shall keep a copy of all his official correspondence. The Secretary shall upon the date of his/her termination from office, present a written signed report of all records and other property of the Association in his possession. He/she shall have them orderly arranged and hand them over to his successor or to the NDA Board.

**Section 5 - Duties of the Treasurer** - The Treasurer shall serve a 2 year term and perform all duties usually devolving on such an officer. He/she shall maintain records from the LDA so as to constitute a correct account with all members subject to dues or assessments. He/she shall collect all money due the Association from members and other sources. He/she shall sign all checks for money drawn from the Association's treasury upon order of the President. He shall keep a copy of all of his official correspondence. He/she shall, at the year-end meeting, or upon the date of his termination of office, present a written, signed financial report to the NDA Board. He/she shall have all records and other property of the Association in his possession orderly arranged, and turn them over to his successor or the NDA Board. He/she shall consult with the Budget Committee to prepare an annual budget for the following year.

## **Article V - NDA Board and Representatives to the Louisiana Dental Association**

**Section 1 - NDA Board** - NDA Board of this Association shall consist of the following voting members (1) President, (2) President-Elect, (3) Immediate Past President, (4) Secretary, (5) Treasurer, (6) District Director of the Louisiana Dental Association.

**Section 2 - Duties of the NDA Board** - The NDA Board shall transact all business of this

Association, other than by-laws amendments, which is reserved to the members by the bylaws or when specifically instructed on any matter by the membership. The NDA Board shall pass on all expenditures of money belonging to this Association. It may authorize certain officers, board members, or committees to expend money for the specific purposes and the routine expenses of the Association. The Board shall have full control of all trust funds. Investment of trust funds shall only be made in securities as are acceptable to trust estates and savings banks under the laws of the State of Louisiana. The NDA Board shall provide a suitable place with adequate accommodations in which to hold meetings, scientific and clinical programs, etc.; and shall arrange for the presentation and publication of papers for clinics and other scientific and professional matters for the meetings.

**Four (4) members of the NDA Board shall constitute a quorum** for the transaction of any and all business, other than by-laws amendments. A Board member may designate any active member of the Association, by written proxy, to represent him at each regular or special meeting of the Association. Special meetings of the NDA Board may be called by the President, or at the request of three (3) Board members. The NDA Board may, at its pleasure, restrict attendance at any of these meetings.

The NDA Board, by a majority vote, refers any question to the Association for final action. It may authorize or instruct committees or officers or Board members on specific matters and duties.

The NDA Board shall examine moral and professional standing of all applicants for membership and report upon the same. It shall confer life membership on all eligible members. It shall approve or disapprove all nominations to committees and temporary appointments made by the chair.

The NDA Board shall act as a tribunal in all matters pertaining to alleged charges of malpractice, unprofessional conduct, violation of the Code of Ethics, or violations of the bylaws. The NDA Board shall study and render a decision on any problem of ethics brought to its attention.

**Section 3- LDA District Director/Representative to the Louisiana Dental Association Board of Directors** - The Association shall be represented on the Board of Directors of the Louisiana Dental Association by a member elected to this position. He/she shall be elected to a 3 year term according to the bylaws in Article VII. The **District Directors** primary role is communication between the association and the LDA Board. **The District Director** shall not serve as a delegate in the House of Delegates of the Louisiana Dental Association., but shall be seated with the delegates to serve as a resource and have the privilege of the floor without voting privileges. Business attire is required.

**Section 4- Representatives to the Louisiana Dental Association House of Delegates** - The Association shall elect from active and life members. The delegates to represent the Association at all regular and special sessions of the House of Delegates of the Louisiana Dental Association. The President, President-Elect, Immediate Past President, Secretary, Treasurer and 3 Board of Governors or association member(s)-at-large shall serve as delegates: and shall serve each year they hold these offices, as delegates to the Louisiana Dental Association. Any remaining vacancies for delegates shall be filled by the President. The President or acting President shall appoint alternate delegates as necessary. Business attire is required.

#### **Section 5- Executive Director**

The board has the right to retain independent contract services, receiving annual 1099 IRS form, for the position of **Executive Director**, a non voting Board Member, whose contract service fees are paid quarterly and whose duties include, but not limited to the following:

- (a) Electronic meeting notices fourteen (14) days before general membership meetings, including the names of the Nominating Committee members.
- (b) Electronic meeting notices two (2) days before Board meetings
- (c) Maintain and update NDA website [www.northlakeda.com](http://www.northlakeda.com)
- (d) Post meeting notices in LDA Journal, LDA Website, ADA Journal and ADA Website
- (e) Implement NDA's programs/plan under the guidance of the board of directors
- (f) Promote interest and active participation in the association and its activities among member and non-member dentists; direct membership retention and recruitment.
- (g) Facilitate effective communication, cooperation and representation with the American Dental Association, Louisiana Dental Association and in-state local dental societies.
- (h) Oversee administration of the budget and assure that all funds, physical assets and other property of the association are appropriately safeguarded and administered.

- (i) Effectively and efficiently manage the operation of the association's virtual-office, including oversight of:
  - Proper maintenance of bylaws, policy manuals, minutes and other official records.
  - Purchasing, maintenance and security of necessary IT.
  - Planning, promotion, logistical support, and administration of all meetings/conferences.
- (j) Serve as chief administrator for all association-related activities, programs and events.

## Article VI - The Nominating Committee and its Duties

Each election year the NDA Board shall name a nominating committee, consisting of the President-elect (Chair) and the Past-President and **three (3) non-Board members** nominated by the President whose duty it shall be, upon all occasions requiring an election, to nominate at least one (1) candidate for each office to be balloted on every 2 years.

At the General Membership meeting, the Chair will call for written nominations from the floor. After all nominations for office have been received by the Chair, during or before the beginning of the nomination-election meeting, nominations shall be closed by the Chair. All nominations shall be announced by the Chair. Discussion will be allowed, upon request of a member and an election for office shall be held immediately.

## Article VII - Election, Installation and Vacancies of Officers and Board Members

**Section 1 - Election of Officers** - All officers are to be elected every other year at the regular year end nomination-election meeting and shall serve for two (2) years, or as provided by the bylaws, until their successors are duly elected and installed. The office of President shall be automatically filled by the President-Elect, who shall take office at the time of the installation of the other officers, as fixed by the bylaws. In the event of the death or resignation of the President-Elect or his inability to act as President, then both a President and a President-Elect shall be elected at the next annual nomination-election meeting.

**Section 2 - Election of Remaining NDA Board Members** - The **District Director** shall be elected **every three (3) years** for a term of three (3) years to serve on the Board of Directors of the Louisiana Dental Association, not to exceed 6 consecutive years. The District Director or another Board Member appointed by the President shall serve as the **ADA Delegate**. The **ADA Delegate** attends the annual twelfth district caucus meeting and the annual ADA Session, travel expenses reimbursed by the LDA. The ADA Delegate rotates to the ADA House of Delegates Floor for voting per LDA agreement with other components. Upon completion of service as President, the Past-President will be appointed to serve in the position of 2 Year Board Member.

**Section 3 - Installation of Officers and NDA Board** - Elected officers, the District Director and members elected to the NDA Board shall be installed in a ceremony at a general membership meeting by an LDA representative.

**Section 4 - Vacancies in Office**- Vacancies occurring in any elective office during the term shall be filled by temporary appointment by the Chair, unless an election is ordered by the NDA Board.

**Section 5 - Dual Elective Office** - Members may hold dual elective office in this Association and that member shall have a single vote and not two votes.

## Article VIII - Meetings of the Association

**Section 1 - General Membership Meetings** - This Association shall hold **at least four (4)** meetings each year. Changes of date may be authorized by the NDA Board. The year-end meeting is hereby designated as the annual nomination-election meeting.

**Section 2 - Special Meetings** - Special meetings may be called by the NDA Board or the

President.

Section 3 - **Executive Session** – The President has the right to call for executive session where only the voting members may attend.

Section 4 - **Notice of meetings - Electronic notices** shall be sent by the Executive Director to the membership at their last known address, of the time and place of all meetings at least a minimum fourteen (14) days before the date set for the meeting. If the meeting is a special one, the notice shall also state the objects or purpose for which the meeting is called.

Section 5 - **Quorum - Ten (10) members present** at a meeting shall constitute a quorum.

## Article IX - Order of Business

### Section 1 - Meeting Order

- (a) Sign in sheet
- (b) Meeting called to order by the President
- (c) Announcements
- (d) New business may include
  - 1) New Members
  - 2) Election of Officers and Board Members the Nominating and Election of Officers meeting
- (e) Installation of Officers and Board Members at installations
- (f) Scientific Program (if applicable)
- (g) Adjournment

Section 2 - **Change in Meeting Order** - The order of business may be changed by the Chair.

Section 3 - **Reference for Parliamentary Procedure - Sturgis Standard Code** of parliamentary procedure shall govern this Association on all points of parliamentary law not covered by the bylaws.

## Article X - Dues and Assessments (not including meeting registration fees)

Section 1 - **Active member dues** - The dues for active membership in this Association shall be **one hundred sixty (160) dollars** in addition to the dues and assessments of the Louisiana Dental Association and the American Dental Association.

Section 2 - **Life member dues** - Life members shall be **exempt** from all dues except those that may be levied by the Louisiana Dental Association and the American Dental Association.

Section 3 - **Associate member dues** - The dues for associate membership in this Association shall be **two hundred (200) dollars** in addition to the dues and assessments of other local districts, the Louisiana Dental Association and the American Dental Association. Dues do not exempt associate members from program registration fees.

Section 4 - **Retired member dues** - Retired members shall be **exempt** from all dues except those that may be levied by the Louisiana Dental Association and the American Dental Association.

Section 5 - **Honorary member dues** - Honorary members shall be **exempt** from all dues and assessments.

Section 6 - **Disabled members' dues** - Disabled members are allowed to remain in good standing and shall be exempt from all dues and assessments.

Section 7 - **Graduate student member dues** - The graduate student members shall be **exempt** from all dues except those that may be levied by the Louisiana Dental Association and the American Dental Association.

Section 8 - **Dues for reinstatement of members** - Any former member desiring reinstatement, who has resigned or who has been dropped for non-payment of dues or assessments, must pay the dues of the current year and must make applications provided for in Article III, Section 3.

Section 9 - **Dues for new members** - Will be determined by the LDA schedule for new graduates.

Section 10 - **Assessments** - Assessments may be levied by affirmative vote of two thirds of the members present at any regular or special meeting, provided that a notice of intention shall have been previously sent to the members to said meeting.

Section 11 - **Failure to pay dues and assessments** - All dues are payable in advance on January first (1st) of each year. Any member who has not paid, **prior to March thirty-first (31<sup>st</sup>)**, the dues for the current year and all assessments levied prior to January first (1st) of that year shall be automatically dropped from membership. Any member failing to pay assessments within ninety (90) days of the date that they are due shall be automatically dropped from membership.

## Article XI - Code of Ethics

Section 1 - The **Code of Ethics of the American Dental Association** and any additional provisions adapted by the Northlake Dental Association is hereby declared to be the **Measure of Conduct and Responsibility** of the members of this Association in the practice of their profession.

Section 2 - **Problems of ethics not covered in the Code of Ethics** - Any decision rendered by the NDA Board on a problem of Ethics not specifically covered in the Code of Ethics, may be incorporated into the Code of Ethics by an affirmative **two-thirds vote** of the members present at any duly convened meeting of the Northlake Dental Association, provided electronic notice thereof has been sent to every member of the Association at least a minimum of thirty (30), and fourteen (14) days before the date set for the meeting.

## Article XII - Right to Discipline Members

Section 1 - **Rights of the Association** - This Association reserves the right to punish any of its members who may be convicted of malpractice, unprofessional conduct, violation of the Code of Ethics, or violation of the By-Laws.

Section 2 - **Format for charges against any member** - Charges against any member shall be made in writing to the NDA Board and signed by three (3) members.

Section 3 - **Notice to member of Board hearing** - The Board shall furnish the accused member with a copy of the charges, giving him at least **thirty (30) days** notice of the time of hearing before the Board, said notice sent to his last known electronic address.

Section 4 - **Investigation and action by the Board** - The Board shall make a thorough investigation of the evidence and if, in the opinion of the majority of the Board, the charges are substantiated; the case shall be **presented to the Association for final action**.

Section 5 - **Notice to member of Association hearing** - The accused member shall be given at least **thirty (30) day's** notice of the hearing before the Association, said notice being sent certified mail to his last known physical address.

Section 6 - **Action by the Association** - The Association may, by a **two-thirds vote**, render any one of the following decisions:

- (a) Exonerate
- (b) Reprimand

- (c) Suspend
- (d) Expel

Section 7 - **Notice of action to other organizations** - The Secretary of the Association shall immediately notify the Secretary of the Louisiana Dental Association and the American Dental Association of such action when the individual's standing in either organization is involved.

### Article XIII - Appeals

Any member who may feel aggrieved by the action of this Association shall have the right to appeal to the Board of Directors of the Louisiana Dental Association.

### Article XIV - Amendments

The By-Laws and the Additional Provisions of the Code of Ethics adopted by this Association may be repealed or amended at any duly convened General Membership meeting of the Association by an affirmative **two-thirds vote** of the members present, provided **a quorum of 10 members are present**.

### Article XV - Continuing Education

To maintain membership, a member must fulfill the minimum continuing education requirements, which shall be thirty (30) hours biannually. Exceptions shall be:

- (a) Active member not engaged in a Dentistry related occupation.
- (b) Active members who are retired or disabled.
- (c) Life members.
- (d) Members in armed forces in active duty.
- (e) Special cases as may be determined by the NDA Board.

Continuing education hours should be recognized as the following:

- Courses sponsored by accredited dental schools or colleges on the basis of hourly credits granted by the school.
- Scientific sessions, courses, or meeting of the American Dental Association, Academy of General Dentistry, Louisiana Dental Association, constituent and component associations, on the basis of hours physically attended.
- Scientific courses or meetings approved by the Northlake Dental Association on the basis of hours physically attended.

### Article XVI - Committees

Section 1 - **Standing Committees** - Members appointed by the NDA Board for one year terms. The standing committees of this association shall be:

- (a) Budget committee
- (b) Concentrated Continuing Education (CCE) committee
- (c) By-Laws and legislative committee may make recommendations for amendments at any time.
- (d) Public relations/Community Service committee
- (e) Peer review committee
- (f) New member committee

Should the chairman of any committee be unable to perform his/her duties, he/she shall immediately communicate with the president who shall temporarily perform such duties until a new appointment is made.



## Section 2 - **Duties of Standing Committees**

(a) Budget **committee** shall be composed of the President, President-Elect, Secretary, Treasurer, and Executive Director. It shall be the duty of the budget committee to prepare an annual budget showing estimated income and disbursements and present same to the Board for approval at the year-end Board meeting.

(b) CCE **committee** shall provide essayists, and clinicians; and arrange a suitable program for the meetings, within budgetary guidelines. Meeting notices will be sent to all surrounding area components a minimum of sixty (60), thirty (30), and fourteen (14) days. This committee shall be composed of not less than three members.

(c) **By-Laws and legislative committee** shall meet at least every 5 years and shall study all proposed amendments to the By-Laws and report their recommendations to the NDA Board. It should collaborate with the legislative committee of the Louisiana Dental Association and the American Dental Association. This committee shall maintain an authentic, complete and keep the current bylaws on the website [www.northlakeda.com](http://www.northlakeda.com)

(d) **Public relations/Community Service committee** shall consist of three members, one from each parish, and any additional member who, because of their ability or special interest may be considered helpful. The duties of this committee shall be:

(1) Cooperate with the council on Dental Health of the Louisiana Dental Association in all of its activities, and with the Public Health Officials, and Public and Parochial school officials, in the promotion of public health and education throughout the parishes of Washington, Tangipahoa, and St. Tammany.

(2) To handle newspaper releases of all meetings, and clinics, and of those appearing on programs of all meetings of the Dental Association.

(3) To arrange and supervise all radio and TV programs of the Association.

(4) They shall endeavor to have a dental health program introduced and carried on in each parish coming under the jurisdiction of this Association.

(5) The "Russell L. Westfall, DDS Future in Dentistry Scholarship" – annual scholarship to a high school senior in amount for the Board to determine annually in its budget. The Committee is responsible for notification and application process for the Scholarship to be awarded at annual high school awards night based on academic merit in science and in pursuing a career in dentistry.

(e) **Peer review committee** shall arbitrate disagreements or grievances between the public and/or third party insurance carriers; and the Association members. This committee shall review the complaint or incident and make recommendations to the Louisiana Dental Association as provided by the Louisiana Dental Association and American Dental Association guide lines for Per Review. When appropriate, a report may be sent to the Northlake Dental Association NDA Board for review: This committee shall consist of three active members with at least five years experience in active private dental practice.

(f) **New member committee**, chaired by NDA membership committee chair will locate and contact all new dentists living and/or practicing within our district. New area dentists will be informed about our association and encouraged to join NDA. It is the responsibility of the committee to inform the Board of prospective members, and arrange for ballots for general membership approval. New members will be provided a list of NDA Board members, an updated Directory and By-laws, a calendar of events and web address/email contact information for NDA.

## Section 3 - **Duties of Appointees to LDA Committees**

The chair shall appoint one (1) NDA member to represent the association on each LDA committee.

Refer to attached LDA Councils and Committees Descriptions

## **Article XVII- Contract Labor**

### **Section 1 – Independent Contract Services**

The board has the right to retain independent contract services for assistance with association operations, provided contract fees are within budgetary guidelines, NDA will follow IRS regulations regarding reporting guidelines for independent contractors.

### **Section 2 – Executive Director (See Article V, Section 5)**