

MASSACHUSETTS DENTAL SOCIETY

MANUAL OF
OPERATIONS AND RULES

FOR COUNCILS AND COMMITTEES

Adopted by the Board of Trustees
February 2001; edited May, 2009

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THE FOLLOWING RULES SHALL APPLY TO ALL COUNCILS OR
COMMITTEES OF THE MASSACHUSETTS DENTAL SOCIETY.

Manual of Operations and Rules

FOR COUNCILS AND COMMITTEES

MEMBERSHIP

Eligibility

All members of councils shall be active, life or retired members, in good standing, of the Society at the time of their nomination and election and must maintain such membership during the term of their office. No person who is then-serving as an officer or trustee of this Society shall be eligible to serve as a voting member of a council or as a chair of a council, with the exception of the members of the Council on Relief and Disaster Assistance and the secretary who shall serve as the chair of the Council on Nominations until said council elects a chair.

Members of the Council on Dental Care and Benefits, during their terms on the council, shall not serve as officers, trustees, board members or dental consultants for any insurance company, medical or dental service corporation, or other third-party payer.

Members of the Council on Education shall not be a full-time member of a faculty of a school of dentistry or a member of a state board of dental examiners. A person shall be considered a full-time member of a faculty if he or she works for the school of dentistry more than 20 hours per week.

Members of the Council on Government Affairs shall not be in the full-time employ of the Commonwealth, county or city government.

Term and Tenure

The term of office for members of councils shall be three years.

Vacancy

In the event of a vacancy in the membership of any council, the president shall appoint a member of the Society possessing the same qualifications as established in the *Bylaws* for the previous member to fill such vacancy until a successor is elected by the district. In the event such vacancy involved the chair of the council, the president shall have the power to appoint an ad interim chair.

Removal for Cause

The Board of Trustees may remove a council or committee member for any of the following causes:

- continued, gross or willful neglect of the duties of the office;
- failure to disclose real or potential conflict of interest;
- failure or refusal to disclose necessary information on matters of Society business;
- failure to keep confidential any exclusive information protected by secrecy that becomes known to the member by reason of the performance of his or her duties on the council or committee's behalf;
- failure to comply with the Society's policy on sexual harassment;
- unauthorized expenditures or misuse of Society funds;
- unwarranted attacks on the Society, any of its agencies or any person serving the Society in an elected, appointed or employed capacity;
- unwarranted refusal to cooperate with any officer, trustee, or council/committee member or staff;
- misrepresentation of the Society or any person serving the Society in an elected, appointed, or employed capacity to outside persons;
- being found to have engaged in conduct subject to discipline pursuant to Chapter IX of the *Bylaws*; and

- conviction of a felony.

The Board of Trustees shall establish the procedures to be followed in such cases.

ORGANIZATION

Chairs

One member of each council shall be appointed annually by the president to serve as chair, except that the Council on Nominations shall elect its own chair. The chair of a standing committee shall be appointed by the president and approved by the Board of Trustees, and that chair, if not a council member, shall be a consultant to the council. At least one member of the committee must be a council member.

Chair Pro Tem

In the absence of the chair and, if so designated, a council may designate one of its members to serve as chair pro tem for the duration of the meeting from which the council or committee officers are absent.

Staff

The executive director of the Society shall direct council or committee staff. An employee serving as staff for a council or committee shall not have the right to vote.

Other Officers

No council or committee shall elect or appoint any officer without authorization of the Board of Trustees.

Special Committees

A council or committee may on occasion deem it advisable to establish a special committee to assist the council or committee with a specific matter. Councils and committees are permitted to establish such special committees providing budget is available and the need for a special committee has been reviewed and approved by the Board of Trustees, with the understanding that:

1. The advice needed can best be provided by subject matter experts as opposed to council or committee members.
2. As contrasted with a standing committee of a council, the special committee to be established will have a singular purpose and limited duration.
3. The special committee to be established will provide its best advice to the council or committee who will independently consider the advice and provide recommendations to the requesting agency.
4. When the need for a special committee is perceived, the council or committee will provide a request, supported by the specific special committee purpose and the subject matter experts nominated by the council or committee to serve on the special committee.
5. All requests and appointments will be subject to the approval by the president.

Standing Committees

Each council shall ensure that its standing committees, as so noted in the *Bylaws*, will facilitate the conduct of council business by developing expertise and making recommendations within their specific areas for consideration by the entire council. As contrasted with a special committee, standing committees should be ongoing since they help assure that all council duties are addressed thoroughly, so none are diminished in importance.

The council chair shall nominate individuals for such standing committees with appointment by thep.

While standing committees are structured to include council members, they also may include approved consultants to assist in developing a recommendation for full council action. Such consultants will be designated by the Chair as non-voting members of the standing committee.

Consultants

Each council or committee shall have the privilege of nominating consultants for approval by the president when such consultants possess technical qualifications essential to the program of the council. No proposed consultant nominated by a council or committee may be notified regarding approval as a consultant until he/she has been approved by the president. If the nominee is approved as a consultant to the council or committee, he/she shall be notified by the council chair.

All councils or committees of the Society should limit the number of consultants and utilize these consultants only at such time as their counsel and advice is deemed essential to the deliberations. Attendance of consultants during council or committee meetings is discouraged when policy recommendations and official actions are being taken.

The terms of consultants shall expire annually at the adjournment *sine die* of the annual session of the House of Delegates.

Board of Trustee Liaison

Members of the Board of Trustees may be assigned by the president the responsibility for reviewing the programs and activities of a specified Society council or committee. Appointment to a council or committee shall be limited to one officer or trustee who shall attend council/committee meetings as necessary and appropriate but shall not attend standing or subcommittee meetings unless such meetings are held in conjunction with the regularly scheduled meeting of the council or committee. Members of the Board in the accomplishment of this responsibility shall observe the following guidelines:

1. Through consultation with the council chair and staff, the liaison shall become familiar with the existing and proposed activities of the council or committee so as to address such activities during Board review, when needed.
2. The officer or trustee, as the Board liaison, should generally assume the role of an observer for the Board and provider of information to the council or committee. The liaison should avoid dictating council/committee positions and making commitments on behalf of the Board.
3. The liaison should be prepared to provide the Board with a brief report of the council/committee activities when necessary and appropriate.
4. All officers and trustees may seek readily available information from all Society agencies; however, requests requiring staff time and work should be made via the executive director.
5. The liaison shall be responsible for reviewing reports to the House of Delegates and Board of Trustees and, within his/her responsibility as a member of the Board of Trustees, recommend subsequent action relating to these reports.
6. The liaison shall be included in mailings to council/committee members regarding meetings, reports, agenda items and background information.

MEETINGS

Regular Meetings

Each council or committee shall hold as least one meeting annually, if necessary and funds shall be available in the budget for that purpose, unless otherwise directed by the president. In the event that a council or committee does not believe an annual meeting is necessary, the chair should notify the president to this effect citing the reasons why the annual meeting is not necessary.

Special Meetings

Special and other meetings shall be held in accordance with the rule on official call, provided that funds are available in the budget for that purpose.

Official Call

Regular and special meetings shall be held at the call of the chair or on the written request of at least a majority of the members.

Notice of Meeting

Notice of regular or special meetings shall be sent to all members as far in advance as possible by the chair or staff.

Agenda

It shall be the duty of the chair or staff to prepare the agenda for the regular or special meetings and to send copies in advance to all members of the council or committee and the executive director of the Society.

Roll Call

An official roll call shall be taken at each meeting and included as part of the meeting summary minutes.

Quorum

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

Voting

A majority of the members of a council or committee present and voting shall be required for the passage of a motion unless otherwise provide in *Sturgis*. The chair and elected members only shall have the right to vote.

New Business

Items of new business not listed on the agenda mailed in advance may be considered at a regular or special meeting of a council or committee, provided that approval is obtained by two-thirds vote of the council/committee members.

Limitation of Attendance at Council Meetings

In keeping with *Sturgis Standard Code of Parliamentary Procedure*, attendance at council or committee meetings is limited to those members of the council or committee, appropriate members of the Board of Trustees and staff. Attendance of others is at the discretion of the council or committee chair. In extraordinary circumstances, a council may call an executive session to consider very sensitive matters. Executive sessions may be held if agreed upon by a majority vote of those present at the meeting at which the executive session would be held and in the presence of either the executive director or lead staff. The trustee liaison, if present, shall also be permitted to attend any executive sessions. No official action or business may be conducted during the executive session. The council or committee chair shall decide which one or more of the above staff persons shall remain in the room for the executive session.

Minutes

The chair or staff shall prepare and distribute a report of the unofficial minutes of the meeting and to send copies thereof to all members, to the Board of Trustees liaison and to the executive director within 30 days following the last day of the meeting. The minutes shall be approved at the next meeting or by mail vote. Approved minutes shall be distributed to the members of the Board of Trustees via regularly scheduled mailings.

It shall be the duty of the staff to keep a permanent file of all minutes of the council or committee meetings.

BUDGET

Preparation

It shall be the duty of the chair and of each council or committee to submit proposed budget requests in anticipated revenues and expenditures for the ensuing fiscal year. This duty may be done in conjunction with the council or committee staff. Budget requests shall be submitted to the executive director or director of finance of the Society.

Administration

It shall be the duty of the chair of each council to review the development and submission of the budget request. This duty may be done in conjunction with the staff of the council or committee.

Reallocation of Budgeted Funds

A council or committee shall use its funds for the purposes described in the budget. Authority for the reallocation of funds from one project to another may be granted by the Board of Trustees on written request, provided that the total of the authorized budget is not exceeded. If a council or committee desires to solicit corporate financial support for an MDS project or program not previously described in the budget, it shall make a request to the Board of Trustees for approval prior to conducting such solicitation.

REPORTS

Preparation

It shall be the duty of the chair to supervise the preparation and submission of reports to the House of Delegates. This duty may be done in conjunction with staff. It is the duty of council or committee staff to prepare and submit council or committee activity reports to the Board of Trustees.

Submission of Reports

Each council or committee shall submit an annual report to the Board of Trustees and the House of Delegates. Such reports shall be submitted at a time specified by the executive director in order to allow for processing, duplication and distribution of annual session materials.

Resolutions

Reports of councils or committees shall not present resolutions unless such resolutions have been circulated to the members of the council or committee and approved by majority vote.

GENERAL RULES

Employment

No council or committee is authorized to engage any employee except on authorization of the executive director of the Society.

Contracts

No contract involving the Massachusetts Dental Society in any way whatever may be completed by any member of a council or committee. All proposed contracts must be forwarded to the executive director for review and signatory in the usual manner by either the president, secretary or executive director.

Establishment of Policy

All council and committees are charged with recommending policy. No council or committee may initiate or implement a new policy or a major extension or alteration of an existing policy without the prior approval of the Board of Trustees or the House of Delegates.

Public Statements

No member of a council or committee may issue a public statement in the name of that council or committee or in the name of the Society unless (1) authority has been granted by the Board of Trustees or the executive director of the Society and (2) the statement is clearly in accord with the policies of the Society as expressed by the Board of Trustees or the House of Delegates. Members of councils or committees may be asked from time to time to serve as spokespersons for their councils or committees of for the Society on matters within the purviews of the council or committee.

Conflict of Interest/Disclosure

It is the policy of this Society that individuals who serve in elective, appointive or employed offices or positions do so in a representative or fiduciary capacity that requires loyalty to the Society. At all times while serving in such offices or positions, these individuals shall further the interests of the Society as a whole. In addition, they shall avoid:

- a) placing themselves in a position where personal or professional interest may conflict with their duty to the Society.
- b) using information learned through such office or position for personal gain or advantage.
- c) obtaining by a third party an improper gain or advantage.

As a condition for selection, each nominee, candidate and applicant shall disclose any situation which might be construed as placing the individual in a position of having an interest that may conflict with his or her duty to the Society. If an individual believes that he or she may have a conflict of interest, the individual shall promptly and fully disclose the possible conflict and shall refrain from participating in any way in the matter to which the possible conflict relates until any such possible conflict has been satisfactorily resolved.

Resolution 11H from the 2003 MDS House of Delegates requires that members of the Massachusetts Dental Society who serve in any voluntary capacity have an obligation to disclose any personal or business relationship they or a member of their immediate family may have with a company or individual doing business with the Massachusetts Dental Society when such company or individual is being discussed at a meeting. This includes any business or party with which the Society conducts its business or is considering for a business relationship. Having made this disclosure, the member will be allowed to discuss and vote on the issue.

Sexual Harassment

The Society strongly disapproves of any action or conduct by volunteers or employees that could be viewed as sexual harassment, including unwanted sexual advances, requests for sexual acts or favors, and other verbal or physical conduct of a harassing nature. Conduct of this nature can result in an immediate removal for cause.

An employee or volunteer who has a complaint of sexual harassment at the Society by any volunteer or employee must bring the problem to the attention of responsible Society management. Employees may bring their complaint to the executive director.

All complaints will be promptly handled, with special consideration given to concerns about confidentiality. The Society will retain confidential documentation of all allegations and investigations.

Relations with Other Councils

It shall be the duty of the chair or council staff to refer all matters coming to the attention of the council which properly belong in the jurisdiction of another council of the Society back to the president or executive director for evaluation and reassignment.

Relations with Other Organizations and Agencies

No councils or committee is authorized to appoint or designate official representatives of the Society on the request of, or for liaison with, other organizations and agencies. When requests for official representations or liaisons are received, nominations may be forwarded by the council to the Board of Trustees.

Conferences

Councils are authorized to hold conferences and similar events on subjects coming within their purview, provided there is an appropriation of funds for such events in the budget.

Rules of Order

Councils and committees shall be governed by *Sturgis Standard Code of Parliamentary Procedure* in their parliamentary proceedings except in case of a conflict with these rules, the specific rules of the council or committee, the *Organizational and Operating Manual of the Board of Trustees*, or the *Bylaws* of the Society.

Additional Rules for Councils

Councils are privileged to prepare additional rules which may be needed for the conduct of their affairs but such rules shall not be established or amended without approval of the Board of Trustees.

Suspension of Rules

These rules may not be suspended or amended without approval of the Board for Trustees.

General Expenses

The general expenses of council or committee members shall be reimbursed when traveling on Society business (1) when authorized by the chair; (2) when a proper invoice has been submitted; and (3) when provision for payment has been made in the budget. Reimbursement amounts are made in conformance with polices set out in the *Organizational and Operating Manual of the Board of Trustees*.