



CONSTITUTION AND BYLAWS OF THE MASSACHUSETTS DENTAL SOCIETY

**Constituent of the
American Dental Association**

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CONTENTS

Bylaws of the Massachusetts Dental Society

Membership, Chapter I	3
Component Societies, Chapter II	5
Regions, Chapter II A1	9
House of Delegates, Chapter III.....	9
Board of Trustees, Chapter IV	13
Elective Officers, Chapter V	15
Appointed Officers, Chapter V A1	17
Executive Director, Chapter V A2	18
Committees, Chapter VI	18
Professional Conduct, Disciplinary Action, Appeals, Chapter VII.....	19
Finances, Chapter VIII.....	21
Auxiliary (Spouses), Chapter IX.....	22
Indemnification, Chapter X	22
Amendments, Chapter XI	24
Organization, Chapter XII	24
Conflict of Interest XIII	25
Appendix.....	29

BYLAWS

of the Massachusetts Dental Society

CHAPTER I • MEMBERSHIP

Section 10. Classifications

The members of this Society shall be classified as follows:

- A. Active Members
- B. Associate Members
- C. Life Members
- D. Retired Members
- E. Honorary Members
- F. Student Members
- G. Nonresident Members
- H. Allied Dental Health Professional Members
- I. Community Health Members
- J. Full-Time Dental School Faculty Members

Section 20. Qualifications

- A. **Active Members:** A dentist who is licensed to practice in the Commonwealth of Massachusetts and who is accepted for membership in a component of this Society.
- B. **Associate Members:** An individual not eligible for any other type of membership in this Society, who contributes to the advancement of the objectives of this Society and has not met the educational requirements for licensure as a dentist anywhere in the United States, upon approval by a component of this Society.
- C. **Life Members:** A dentist who has been a member for 30 consecutive years or a total of 40 years in this and other constituent societies of the American Dental Association. Life membership shall be effective the calendar year following the year in which the requirements are fulfilled.
- D. **Retired Members:** A dentist no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of dentistry, upon completion of an affidavit attesting to their retirement through a component of this Society.
- E. **Honorary Members:** An individual who has made outstanding contributions to the advancement of the art and science of dentistry, upon nomination by the Board of Trustees and election by the House of Delegates.
- F. **Student Members:** A predoctoral student of a dental school accredited by the Commission on Accreditation of the American Dental Association or any dentist eligible for membership who is engaged full-time in (i) an advanced training course of not less than one academic year's duration in an accredited school or (ii) a residency program approved by the Commission of Accreditation of the American Dental Association upon approval of the Society.
- G. **Nonresident Members:** A dentist who (i) does not practice dentistry in the Commonwealth of Massachusetts, (ii) is not eligible for any other classification of membership in this Society (other than as an associate member), and (iii) holds membership in good standing in another constituent society upon approval of the Society.
- H. **Allied Dental Health Professional Members:** A hygienist, dental assistant, front office staff, technician, or other personnel working in the field of dentistry in Massachusetts upon the approval of the Society.
- I. **Community Health Members:** A dentist employed full-time by a Massachusetts community health center may be classified as a community health member upon presenting their employment status to the Society, once their status has been verified by the Society.
- J. **Full-Time Dental School Faculty:** A dentist employed full-time for a Massachusetts Dental School may be classified as a Full-Time Dental School Faculty Member upon presenting their employment status to the Society and their status verified by the Society.
- K. **Election to Membership:** For election to active, life, and retired membership, refer to Chapter II, *Section 50A*.

Section 30. Definition of “In Good Standing”

A member of this Society shall be in good standing only when (i) all dues and any special assessments for the current year have been paid, (ii) the member abides by the requests and final determinations of peer review bodies, if the member has agreed to enter into the peer review process, and (iii) the member cooperates with this Society’s ethics committees and abides by their findings.

Section 40. Privileges

A. Active Members:

1. An active member in good standing shall receive services and publications as provided by this Society as determined by the House of Delegates and the Board of Trustees.
2. An active member in good standing shall be eligible to serve as a Delegate or Alternate Delegate to the House of Delegates of this Society or to the American Dental Association and for election or appointment to any office or agency of this Society or the American Dental Association, except as otherwise provided in these *Bylaws*.
3. An active member under disciplinary sentence of suspension of the Society shall not hold office, either elective or appointive, including either Delegate or Alternate Delegate, or vote on any matter at all levels of the tripartite.

B. **Life Members:** A life member in good standing shall be entitled to all rights and privileges of an active member.

C. **Retired Members:** A retired member in good standing shall be entitled to all rights and privileges of an active member.

D. **Associate Members:** An associate member in good standing shall be entitled to all rights and privileges of an active member, but is not eligible to serve in any elective office of the tripartite, or to serve as a Delegate or Alternate Delegate to the House of Delegates of the Massachusetts Dental Society or of the House of Delegates of the American Dental Association.

E. **Honorary Members:** An honorary member in good standing shall be entitled to all rights and privileges of an active member, except to serve in any elective office of the tripartite, or as a Delegate or Alternate Delegate to the House of Delegates of the American Dental Association.

F. **Student Members:** A student member in good standing shall be entitled to all rights and privileges of an active member, except to serve as a delegate or alternate delegate to the House of Delegates of the American Dental Association.

G. **Allied Dental Health Professional Members:** An allied dental health professional member in good standing shall receive the *Journal of the Massachusetts Dental Society*, the subscription price of which shall be included in their annual dues. Allied dental health professional members shall be represented through the Dental Practice Committee.

H. **Nonresident Members:** A nonresident member in good standing shall be entitled to all rights and privileges of an active member, except to serve as a Delegate or Alternate Delegate to the House of Delegates of the Massachusetts Dental Society or of the House of Delegates of the American Dental Association.

I. **Community Health Members:** A community health member in good standing shall be entitled to all rights and privileges of an active member.

J. **Full-Time Dental School Faculty Members:** A full-time dental school faculty member in good standing shall be entitled to all rights and privileges of an active member.

Section 50. Resignation

Any member may resign upon forwarding a written statement of resignation to the Secretary of the District Society involved. The resignation from the District Society shall constitute resignation from this Society and the American Dental Association.

Section 60. Dues

Except as otherwise provided in these *Bylaws*, the dues and any special assessment for each category of membership shall be established annually by the House of Delegates in accordance with the procedures set forth in Chapter III of these *Bylaws*, and shall be payable by January 1 of each year.

A. **Active Members:** The dues structure of the Massachusetts Dental Society shall reflect any changes voted by the American Dental Association House of Delegates for any particular membership category.

B. Life Members:

1. **Active Life:** The dues of life members who are not eligible to be retired members shall be 75% of active member dues.
2. **Retired Life:** Life members who are retired members shall be exempt from the payment of dues.

C. Retired Members: The dues of retired members who are not life members shall be 25% of active member dues.

D. Associate Members: The dues of associate members shall be \$40.

E. Honorary Members: Honorary members shall be exempt from payment of dues.

F. Student Members: The dues of student members shall be \$5. Student membership terminates on December 31 after graduation or, if sooner, on completion of a residency or graduate work.

G. New Dentists: The dues for the first four calendar years immediately following graduation from dental school or completion of an advanced training course of not less than one academic year's duration or of a residency program which was commenced upon immediate graduation from dental school shall be as follows: exempt from dues for the first year, 25% of active member dues for the second year, 50% of active member dues for the third year, 75% of active member dues for the fourth year, and 100% of active member dues for the following years.

H. Allied Dental Health Professional Members: The dues of allied dental health professional members shall be \$35. Dues shall be waived for auxiliaries who (i) apply for ADHP membership and who (ii) are employed by an MDS member dentist.

I. Nonresident Members: Nonresident members shall pay \$50 annually for membership in this Society, plus whatever dues as may be determined by a District Society if similar membership is held in a District Society.

J. Community Health Members: The dues for community health dentists shall be 50% of the active member dues.

K. Full-Time Dental School Faculty Members: The dues for full-time dental school faculty members shall be 50% of the active member dues.

L. Members Elected After July 1 and October 1: Active members elected to active membership in this Society for the first time, and who are elected after July 1, shall pay 50% of the current year's dues; those who are elected after October 1 shall pay 25% of the current year's dues; except that a student member, upon their classification as an active member shall pay no further dues for the remainder of the calendar year in which they were entitled to the benefits of student membership.

M. Loss of Membership and Reinstatement:

1. An active or student member whose dues have not been paid in full by March 31 of the current year or has failed to remain current with the 12-month dues authorization agreement shall cease to be a member in good standing of this Society.
2. Reinstatement of membership may be granted on the payment of all unpaid dues and assessments of the current year and on compliance with the pertinent bylaws and regulations of the District Society involved.

N. Waiver of Dues: The Board of Trustees may excuse the payment of 25%, 50%, 75%, or all of the current year's constituent dues for any member of this Society who has suffered financial hardship.

O. Relief Fund Assistance: A member of this Society receiving assistance from the American Dental Association Relief Fund shall be exempt from payment of dues during the time period that such member is receiving such assistance.

CHAPTER II • COMPONENT SOCIETIES

Section 10. Organization

Component societies shall be organized in conformity with a plan approved by this Society of which they shall be recognized divisions of the Massachusetts Dental Society, provided, however, that the active, life, and retired members of each component shall consist of dentists who are members in good standing of this Society and of the American Dental Association.

Section 20. Geographical

The following societies have been organized as component societies of this Society and shall bear the name of the District: Berkshire, Boston, Cape Cod, East Middlesex, Merrimack Valley, Metropolitan, Middlesex, North

Metropolitan, North Shore, South Shore, Southeastern, Valley, Wachusett, and Worcester. For a complete list of cities and towns, see the appendix.

Section 30. Redistricting

In addition to the procedures set forth in Chapter XI, any alteration or amendment of the above division of the Commonwealth shall have been evaluated by the Board of Trustees and its recommendations regarding such alteration or amendment shall be submitted to the House of Delegates.

Section 40. District Meetings

Each District Dental Society shall hold at least two meetings in each year, one of which shall be the Annual Meeting. Other meetings may be held at the discretion of the District Dental Society. Each District Dental Society must forward a list of its elected Officers, Trustee, and Delegates, to the Society's central office no later than March 1 of every year. It shall include a list of at least one nominee for each elective office.

Section 50. Powers and Duties

- A. A District Dental Society shall elect its members in accordance with Chapter I, *Section 20*, of these *Bylaws*. After receipt of a membership application by the District Secretary, the District shall have 30 days to review the application to determine if the applicant meets the Society's requirements for membership.
- B. It shall discipline any of its members subject to the provisions in Chapter VIII, *Section 20*, of these *Bylaws*.
- C. The District shall comply with the District Bookkeeping Policy. Each District will have control of and decision making authority over its disbursements. The MDS accounting department is responsible for the District bookkeeping and including the financial results for each District in the unified tax filing.

Section 60. District Officers

Each District Society shall elect by ballot the following Officers, whose terms of office shall commence with the close of the Annual Session of this Society: Chair, Chair-elect, Secretary, Treasurer, and such other Officers as the District may determine. The District shall notify the Society of any other Officers who are elected.

Section 70. Committees

Each District Society shall elect the following Committees, whose terms of office shall commence with the close of the Annual Session of this Society:

- A. Ethics Committee as specified in *Section 100* of this Chapter.
- B. Nominations Committee as specified in *Section 110* of this Chapter.
- C. Peer Review Committee as specified in *Section 120* of this Chapter.

Section 80. Nominees and Delegates

- A. Each District may nominate a candidate for Regional Trustee and shall submit the name of such nominee to the MDS Trustee Selection and Nominations Committee. Each of the Districts in Regions 2, 3, and 5 shall submit the name of its nominee for Regional Trustee no later than 90 days prior to the House of Delegates every even year. Each of the Districts in Regions 1, 4, and 6 shall submit the name of its nominee for Regional Trustee no later than 90 days prior to the House of Delegates every odd year. The MDS Trustee Selection and Nominations Committee shall select one Trustee from each Region from among the nominees submitted by the Districts in such Region. A Regional Trustee selected by the MDS Trustee Selection and Nominations Committee shall serve as the Trustee of the Society from such Region.
- B. Each District may elect Delegates and Alternate Delegates to the House of Delegates as provided in Chapter III, *Section 10*, of these *Bylaws*.

Section 90. District Executive Committee

- A. **Composition:** The District Executive Committee shall be composed of the Chair, Chair-elect, Secretary, Treasurer, Trustee, and other members chosen at the discretion of the District.
- B. **Duties:** The duties of the District Executive Committee shall be to conduct the affairs of the District Dental Society, subject to the approval of the District, and to make certain that policies of the District shall not be in conflict with adopted policies of this Society. The District shall notify the Society of the names of all members of the District Executive Committee and shall notify the Society of any changes.

Section 100. Ethics Committee

- A. **Composition:** The Ethics Committee of the District Society shall be composed of at least three members.
- B. **Duties:** The duties of the District Ethics Committee shall be to hold hearings, make written decisions, and transmit such decisions to the Ethics Committee of this Society, all in accordance with the provisions of Chapter VIII of these *Bylaws*.

Section 110. Nominations Committee

- A. **Composition:** The Nominations Committee of the District Society shall be composed of at least three members.
- B. **Duties:** The duties of the Nominations Committee shall be to prepare a list of nominees for District Officer and District Representative positions, which list shall be distributed to the District members at least 30 days prior to the Annual Meeting.

Section 120. Peer Review Committee

- A. **Composition:** The District Peer Review Committees shall be composed of a minimum of seven members. A minimum of six members shall be elected by the District. One of the members shall be designated as the mediator.
- B. **Duties:** The duties of the District Peer Review Committee shall be outlined under current guidelines or manuals of operation and shall at all times conform to Massachusetts Dental Society and American Dental Association policy.

Section 130. Bylaws

Each District Society shall adopt and maintain bylaws which shall not be in conflict with the *Constitution and Bylaws* of this Society or of the American Dental Association. It may also make other rules at its discretion not incompatible with the laws of the Commonwealth of Massachusetts, these *Bylaws*, and standing rules of this Society. A copy of the District *Bylaws* corrected to date shall be filed with the Secretary of this Society.

Section 140. Legal Counsel

All District Society legal matters shall be cleared through the Secretary of this Society before consideration by the Massachusetts Dental Society legal counsel, failing which, the District must assume full financial responsibility.

Section 150. Transfer from One District Society to Another

A member who has changed the location of their practice within the jurisdiction of this Society so that they no longer fulfill the membership requirements of the District Society of which they are a member may maintain active membership in that District Society for the remainder of the calendar year following such change of practice location.

Section 160. Multiple Jurisdictions

A member may hold membership in multiple District Societies with consent of the District Societies involved. A member may be required to maintain component nonresident membership in the District Society in whose jurisdiction the member maintains or uses a secondary or “branch” office. Such member shall pay dues to this Society only through the District Society in whose jurisdiction they conduct the major part of their practice. Such member shall be subject to the bylaws and rules and regulations of each District Society in which the member holds membership. If such a member is accused of unethical conduct and disciplinary proceedings are brought and/or hearings for peer review are necessary, then those proceedings shall be instituted in the District Society where the alleged unethical conduct or alleged peer review problem occurred. A disciplinary ruling affecting membership in one District Society shall affect membership in all District Societies.

Section 170. Privilege of Representation

Each District Society shall be entitled to representation to the Massachusetts Dental Society House of Delegates in accordance with the provisions in Chapter III, *Sections 10* of these *Bylaws*.

Section 180. Relocation from One Jurisdiction to Another

A member who has changed the location of their practice from this Society to another constituent society may maintain active membership in this Society for the calendar year following that of their relocation from this Society. The same privilege shall apply to a member who is separated from a federal dental service and who enters practice in an area under another constituent society or a member who is retired from a federal dental service and who is

serving on a faculty of a dental school, or is receiving compensation as a dental administrator or consultant, or is engaged in any activity in the area under the jurisdiction of a constituent society for which a license to practice dentistry or dental hygiene is required. A dentist who retires from active practice and establishes residence in an area outside of the jurisdiction of this Society shall be permitted to continue their membership in this Society for the period of their retirement.

Section 190. Compliance with the Society's Policies

In addition to the District Bookkeeping Policy, each District shall comply with the Regional District Operating Manual and the other policies of the Society adopted from time to time (the "Policies").

Section 200. Remediation Process for Failure to Comply

In the event of a District's non-compliance with one or more Policies, the Society may institute a probationary period for such District during which time the Society will temporarily manage and oversee the operations of such District.

Prior to the institution of any such probationary period, the following procedures shall be followed:

- A. Notice from Society President or Vice President
 1. If the President or Vice President of the Society determines that a District is not in compliance with one or more Policies, the President or Vice President of the Society shall send a letter to the Officers of such District notifying it of its non-compliance.
 2. If at any time after sending this letter, the President determines that instituting a probationary period for such District may be appropriate to bring such District into compliance, then, as long as such District is still in non-compliance, the President may refer the matter to the Board of Trustees for a preliminary determination of such District's non-compliance.
- B. Preliminary Determination by Board of Trustees
 1. As part of the Board of Trustees's preliminary determination, the Board of Trustees shall decide (i) whether such District is in non-compliance with one or more Policies, and (ii) if determined to be non-compliant, the period of time such District has to remedy such non-compliance, which period shall not exceed 30 days, and the steps that such District must take to remedy such non-compliance. The Officers of such District shall be notified of the Board's preliminary determination.
- C. Cure Period and Hearing with Board of Trustees
 1. Within 14 days of notice of a preliminary determination of non-compliance, such District shall either (i) submit to the Board of Trustees a plan for remediating the non-compliance before the expiration of the cure period that addresses each of the remedial steps identified by the Board of Trustees, or (ii) notify the Board of Trustees of its election to present its case to the Board. If such District provides neither response within 14-day period, it shall be deemed to have waived its right to present its case to the Board of Trustees.
 2. Upon receiving a timely notice of such District's election to present its case, the Board of Trustees shall set a date for such hearing, which date shall be no later than 30 days after the Board's receipt of such notice.
 3. At the hearing with the Board of Trustees, if any, such District, through a designated District Officer, shall have the opportunity to present its case as to why the Board of Trustees should not institute a probationary period for such District. Such District is entitled to present relevant evidence and to have members and non-members testify on its behalf at the hearing. Likewise, the Society, through a designated Officer or representative, is entitled to present evidence and testimony at the hearing.
- D. Final Determination by Board of Trustees
 1. Within 14 days following the end of the cure period or the Board hearing (whichever occurs later), the Board of Trustees shall make a final determination as to whether such District is still in non-compliance and, if so, whether it would be in the best interests of the Society to institute a probationary period for such District. Such determination shall be decided by a two-thirds vote of the membership of the Board of Trustees, which vote may be taken at a regular or special meeting of the Board of Trustees.

2. The Board of Trustee's decision shall be final and non-appealable, and such probationary period shall commence immediately upon the Board of Trustee's determination that it be instituted.

During the probationary period, the powers and responsibilities of such District's Executive Committee and such District's Officers shall be suspended and such powers and responsibilities shall be exercised by the Society's Officers, including but not limited to, controlling such District's accounts, expenditures, and disbursements. All costs and expenses incurred by the Society associated with exercising such powers and taking over such responsibilities for such District shall be reimbursed by such District.

Section 210. Notice to District Members

The Society, at its discretion, may notify the members of such District of any alleged non-compliance by such District and provide updates on the remediation process to such members. The Society shall notify the members of such District upon the institution of a probationary period with respect to such District.

Section 220. End of Probationary Period

The probationary period shall end immediately upon the Board of Trustee's or Society President's subsequent determination that the non-compliance at issue has been remedied and that such District has implemented a mutually acceptable plan or committed to implement a mutually acceptable plan to prevent such non-compliance from occurring again.

CHAPTER II A1 • REGIONS

Section 10. Regional Composition:

Each Region shall be composed as follows:

- Region 1: Valley District Dental Society and Berkshire District Dental Society
- Region 2: Worcester District Dental Society and Wachusett District Dental Society
- Region 3: South Shore District Dental Society, Southeastern District Dental Society, and Cape Cod District Dental Society
- Region 4: Metropolitan District Dental Society and Middlesex District Dental Society
- Region 5: Boston District Dental Society and North Metropolitan District Dental Society
- Region 6: North Shore District Dental Society, Merrimack Valley District Dental Society, and East Middlesex District Dental Society

CHAPTER III • HOUSE OF DELEGATES

Section 10. Composition

The House of Delegates shall be composed of the Delegates elected by each District Society. The House of Delegates shall also include as ex-officio members with power to vote the elected Officers of the MDS, Regional Trustees, and the At-Large Trustee, of this Society, and the immediate three Past Presidents. The remaining Past Presidents, Past Speakers, the Editor, and deans of Harvard School of Dental Medicine, Tufts University School of Dental Medicine, Boston University Henry M. Goldman School of Dental Medicine, and the president of the Forsyth Institute shall be ex-officio members of the House of Delegates without power to vote so long as such ex-officio members shall be active, retired, or life members of this Society. Honorary Members of the House of Delegates, without voting powers, may be elected by the House of Delegates.

One Delegate and one Alternate Delegate from each Massachusetts dental school shall represent the dental students who are members of the American Student Dental Association (ASDA) attending the Massachusetts dental schools. These voting Delegates, along with one at-large Delegate, will comprise the student delegation. The school-specific delegates shall be chosen annually by those students from their membership. The at-large Delegate shall be chosen annually by the school-specific Delegates. Each school's first ASDA representative shall transmit the names of their school's representatives to the Secretary of this Society at least 60 days before the Annual Meeting.

Each District component shall be represented by at least 4 Delegates. In addition, for every 100 active members in good standing exceeding 200 active members in good standing calculated in each District Society, one additional Delegate will be added to that district's Delegation at the House of Delegates. The calculation of active members shall be made as of December 31 of the previous calendar year by the Secretary of the Society. Each District Society shall elect Alternate Delegates who may serve in the absence of the duly elected delegates for the year in which the alternate was elected.

If one of the three immediate Past Presidents are unable to attend, any Past President may serve as an alternate.

Section 20. Term of Office

Each Delegate shall be elected for a term of two years. In case of the death, resignation, or disqualification of a Delegate, a new Delegate shall be elected at a meeting of the District to fill the unexpired term. The Alternate Delegate shall serve in their stead until a new Delegate has been duly elected to fill the unexpired term. In the event a District Society does not have its full complement of elected Delegates and Alternate Delegates at any meeting of the House of Delegates, the District Executive Committee members present may appoint members of the respective District to fill its quota for that meeting.

Section 30. Certification of Delegates and Alternate Delegates

The Secretary of each District Society shall file with the Secretary of this Society, at least 60 days prior to the commencement of the Annual Session of the House of Delegates, the names of Delegates and Alternate Delegates designated by their District Society. In the event of a contest over the credentials of any Delegate or Alternate delegate, the Secretary of this Society shall thereupon hold a hearing and report their findings and recommendations to the House of Delegates for final action.

Section 40. Powers

- A. The House of Delegates shall be the supreme authoritative body of this Society except as may otherwise expressly be granted herein to members of the Society (including, but not limited to, as set forth in Chapter I of these *Bylaws*). For the purposes of Chapter 180 of the Massachusetts General Laws ("Chapter 180") and for no other purpose, the House of Delegates shall continue to be deemed to be the "members" of the "corporation" as those terms are defined in Chapter 180, and all the rights granted to "members" as provided in Chapter 180 shall continue to be exercised by said House of Delegates.
- B. It shall have the power to ratify all policies, which shall govern this Society in all of its activities.
- C. It shall have the power to enact, amend, and repeal the *Constitution and Bylaws* of this Society.
- D. It shall have the power to elect honorary members of this Society and honorary members of the House of Delegates.
- E. It shall have the power to approve resolutions in the name of this Society.
- F. It shall have the power to authorize any special assessments and to adjust the annual dues of this Society as calculated pursuant to the Dues Stabilization Policy.
- G. It shall have the power to determine the amount of the stipends to be received by the Elective Officers, the Regional Trustees, and At-Large Trustee.
- H. It shall have the power to suspend or to remove an elected Officer consistent with the provisions of these *Bylaws*.

Section 50. Duties

It shall be the duty of the House of Delegates:

- A. To elect the elective Officers.
- B. To receive and act upon the report of Officers and Committee Chairs.
- C. To adopt an annual budget. The proposed annual budget that is submitted to the House of Delegates shall include a statement of the budgeted compensation proposed for the Executive Director.
- D. To establish a Board of Appeals when necessary to hold hearings and render a decision in disputes between the District Societies.
- E. To transact such other business as may legally come before it.

Section 60. Sessions

- A. **Annual:** There shall be an annual session of the House of Delegates held each year at such date, time, and place, as provided for in Chapter IV, *Section 40G*, of these *Bylaws* and shall hereafter be referred to as the Annual Session of the House of Delegates of this Society.
- B. **Special:** Special sessions of the House of Delegates may be called by the President upon written request of ten percent (10%) of the membership of the House of Delegates or at the discretion of the Board of Trustees.

Section 70. Official Call

- A. **Annual Sessions:** The Secretary of this Society shall cause to be published in the newsletter, or other Society publications, notice of the time and place of the regular session and shall send to each member of the House of Delegates and all Alternate Delegates notice of the time and place of the regular session at least 30 days before the opening of the session.
- B. **Special Session:** The Secretary of this Society shall send notice of the time, place, and purpose of each special session and a statement of the business to be considered to each member of the House of Delegates and all Alternate Delegates at least seven days previous to the date for which the special meeting was called. Only such matters as shall be specified in the notice of the meeting shall be considered at a special meeting.
- C. **Quorum:** Fifty percent (50%) plus one delegate of the House of Delegates must be present and voting to constitute a quorum for the transaction of business at any meeting.
- D. **Proxy:** Members of the House of Delegates may not vote by proxy.

Section 80. Officers

- A. **Speaker of the House of Delegates and Secretary:** The Officers of the House of Delegates shall be the Speaker of the House of Delegates and the Secretary of the House of Delegates. The Secretary of the Massachusetts Dental Society shall serve as the Secretary of the House of Delegates.

In the absence of the Speaker, the President shall serve as Speaker. In the absence of the Secretary of the House of Delegates, the office shall be filled by the Vice President of the Society, who shall serve as Secretary of the House. The Officers of the House of Delegates shall jointly determine the date(s), time(s), and place of any meeting, subject to the approval of the Board of Trustees and in accordance with Chapter IV, *Section 40G*.

- B. **Duties:**
 - 1. **Speaker of the House of Delegates**
The Speaker of the House shall preside at all meetings of the House of Delegates, and together with the Secretary, they shall determine the order of business for all meetings of the House of Delegates subject to the approval of the House of Delegates. The Speaker shall appoint Reference Committees of the House of Delegates in accordance with *Bylaws* Chapter III, *Section 100A.1*. The Speaker shall appoint tellers to assist them in determining any action taken by ballot vote. They shall also perform such other duties as custom and parliamentary usage require. They may appoint special Committees of the House for the purpose of expediting the business of the House. The Speaker shall cast the deciding vote when the vote will affect the result.
 - 2. **Secretary**
The Secretary shall serve as the recording officer of the House and the custodian of its records and shall cause a record of the proceedings of the House to be kept. The Secretary shall establish and maintain a Manual of Operations for annual distribution to all members of the House of Delegates.

Section 90. Rules of Order

- A. **Standing Rules and Reports:**
 - 1. **Reports and Resolutions**
All reports of elective Officers, Board of Trustees, and Committees, except supplemental reports, and all resolutions shall be sent to each House member and Alternate Delegate at least 14 days in advance of the opening of the session. Any resolution submitted on behalf of a component society shall be accompanied by a certification from the component society's Secretary or Assistant Secretary of the minutes of the Executive Committee of such component society at which such resolution was approved, that proper notice was given of such meeting, and that at such meeting there was a quorum present and voting on such resolution. All reports and resolutions submitted

to the House of Delegates less than 15 days prior to the opening session must be submitted by the Board of Trustees, the Executive Committee of a component society, or a Committee of this Society, and must be accompanied by 200 copies presented to the Secretary of this Society for distribution to the House of Delegates.

2. **Approval of Annual Budget**

The proposed annual budget shall be submitted by the Board of Trustees to the members of the House of Delegates at least 14 days prior to the opening meeting of the Annual Session. It shall be referred to a Reference Committee and shall be considered for approval as a special order of business at the Annual Session.

3. **Introduction of New Business**

No new business shall be introduced into the House of Delegates less than 15 days prior to the opening of each session, unless submitted by the Board of Trustees, the Executive Committee of a District Society, or a Committee of this Society. No new business shall be introduced into the House of Delegates at the last meeting of a session except by unanimous consent; approval of such new business shall require a majority vote. Reference Committee recommendations shall not be deemed new business.

4. **Rules**

Each House of Delegates may adopt standing rules in the form of a Manual of the House of Delegates, not inconsistent with these *Bylaws*, by a majority vote and may abolish or amend such rules by a two-thirds vote.

- 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 House of Delegates in all cases in which they are applicable and not in conflict with the standing rules or these *Bylaws*.

Section 100. Committees

The House of Delegates may utilize Reference Committees to assist in the timely conduct of its business and to obtain input from members of the House of Delegates on the matters that the House is to consider:

A. **Reference Committees:**

1. **Composition**

Reference Committees, consisting of five officially certified Delegates, shall be appointed at least 30 days in advance of each session of the House by the Speaker of the House of Delegates in consultation with the Secretary of the Society. The Speaker, in consultation with the Secretary, will designate one of the Committee members as the Chair.

2. **Duties**

It shall be the duty of a Reference Committee to consider reports and resolutions referred to it, to conduct open hearings, and to report its recommendations to the House of Delegates.

Section 110. Election Procedures

Elective Officers shall be elected by the House of Delegates, except as otherwise provided in these *Bylaws*. Voting shall be by ballot except that when there is only one candidate for office such candidate may be declared elected by the Speaker of the House of Delegates. The Secretary shall provide facilities for ballot voting and the polls shall be open for at least one hour. The majority of the legal ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the greatest number of votes shall be balloted once again. The report of the Trustee Selection and Nominations Committee shall be given at least one half hour before the opening of the polls.

Nominations from the floor for any vacant Officer position may be made only if the individual being nominated has notified the Speaker or the Chair of the Trustee Selection and Nominations Committee of their interest in being considered for such vacancy, such notice has been given at least 60 days prior to the Annual Session of the House of Delegates, and such individual has been interviewed by the Trustee Selection and Nominations Committee. Such notice of interest shall be accompanied by evidence of the support of the Executive Committee of the candidate's District for their candidacy.

CHAPTER IV • BOARD OF TRUSTEES

Section 10. Composition

The Board of Trustees shall be composed of the elective Officers, six Regional Trustees, and one At-Large Trustee. Each District may submit the name of its nominee for At-Large Trustee to the MDS Trustee Selection and Nominations Committee no later than 90 days prior to the House of Delegates each year. The At-Large Trustee shall be selected by the MDS Trustee Selection and Nominations Committee. The Speaker of the House of Delegates, the Treasurer, and the Executive Director shall each serve as a member of the Board of Trustees, without the power to vote.

Section 20. Term of Office/Term Limits

The term of a Regional Trustee shall be for a period of two years. No Regional Trustee may serve for more than 2 two-year terms and a cumulative total of five years as a Regional Trustee. The term of the At-Large Trustee shall be one-year and no At-Large Trustee may serve for more than 2 one-year terms.

Section 30. Powers

- A. The Board of Trustees shall be the managing body of the Society vested with full power to conduct all business of the Society subject to the laws of the Commonwealth of Massachusetts, the *Articles of Incorporation*, the *Constitution and Bylaws*, and resolutions adopted by the House of Delegates.
- B. It shall have the power to establish rules and regulations not inconsistent with these *Bylaws* to govern its organization and procedure.
- C. It shall have the power to establish policies, and all such policies shall be reported at the next session of the House of Delegates.
- D. It shall have the power to direct the President to call a special session of the House of Delegates, as provided in Chapter III, *Section 60B*.
- E. It shall have the power to fill any vacancy in any office elected by the House of Delegates occurring after the adjournment of the Annual Session except as hereinafter provided.
- F. It shall have the power to suspend Officers elected by the House of Delegates, consistent with the provisions of these *Bylaws*.
- G. It shall have the power to suspend or remove any Officer appointed by it, consistent with any provisions of these *Bylaws*.
- H. It shall have the power to supervise, monitor, and guide the activities of all Committees of the Society and to make recommendations concerning such activities to the House of Delegates.
- I. It shall have the power to remit the annual dues of any member of this Society.
- J. The powers of the Board of Trustees shall include but not be limited to endorsement of insurance, retirement planning, and investment trust programs.
- K. It shall have the power to take all actions on behalf of the Society as a Class B member of EDIC, and all such actions shall be reported to the next session of the House of Delegates.

Section 40. Duties

It shall be the duty of the Board of Trustees:

- A. To employ an Executive Director as hereinafter provided and described and to approve the employment agreement for the Executive Director's services and any amendments thereto.
- B. To cause to be bonded by a reliable surety company all appointed or elected Officers or employees of the Society entrusted with Society funds, for whatever amount deemed necessary.
- C. To cause to be audited by a reputable auditor all accounts of the Society annually.
- D. To receive and act upon a budget prepared by the Budget and Fiscal Planning Committee for carrying on the activities of the Society for each ensuing year subject to approval by the House of Delegates.
- E. To cause to be published in a publication of the Society all policies adopted by the House of Delegates and to make certain that these policies become the policies of the District components of the Society.
- F. To elect nonresident members of this Society.
- G. To determine the date, time, and place for convening the Annual Session of the House of Delegates.
- H. To submit a written report of each regular meeting of the Board of Trustees to the House of Delegates.

- I. To nominate honorary members of this Society to the House of Delegates.
- J. To perform such other duties as are provided in these *Bylaws*.
- K. To appoint Special Committees of this Society.
- L. To receive the reports of the Committees of the Society and to take action regarding the same.
- M. To comply with the Code of Ethics and Conduct for Board Members.

Section 50. Meetings

- A. **Regular:** The Board of Trustees shall hold its first meeting at the call of the President within 60 days of the start of the governance year. It shall meet thereafter at least three times during the governance year, as determined by the President.
- B. **Special:** Special meetings of the Board of Trustees may be called at any time by the President. The President or the Secretary shall also call special meetings on request of five voting members of the Board, provided at least seven days notice is given to each member in advance of the meeting. No business shall be considered except that provided in the call unless by unanimous consent of the members present and voting.
- C. **Special Meetings Using Electronic Communications:** The members of the Board of Trustees may participate in and act at a meeting of the Board of Trustees through the use of conferences via the telephone and other electronic communications. These conferences are considered as meetings, which shall be made part of the minutes and actions of the Board of Trustees.
- D. **Proxy:** Board members may not vote by proxy.

Section 60. Quorum

Six (6) voting members of the Board of Trustees shall be required to form a quorum for the transaction of business.

Section 70. Suspension

A Trustee may be suspended by a majority vote of the membership of the Board of Trustees upon a determination by the Board that it would be in the best interest of the Society. Such a vote may be taken at a regular or special meeting of the Board of Trustees. No suspension shall exceed a period of 120 days. The suspended Trustee shall vacate the Board immediately upon such suspension. The Board of Trustees shall immediately notify the District of any such suspension, and the Board of Trustees may include in such notice any recommendation relative to the removal of such suspended Trustee.

Section 80. Removal

If a District has a concern with the Trustee representing its region, the District may, with a two-thirds vote of its Executive Board, submit that concern in writing to the MDS Secretary for the Board to review.

A, Regional, or At-Large Trustee may be removed from office by a two-thirds vote of the membership of the Board of Trustees, if the Trustee has been determined by the Board to be grossly or willfully in neglect of their duties, presents an undisclosed conflict of interest, discloses confidential information of the Society, conducts unwarranted or unauthorized activities on behalf of the Society, fails to comply with Society policies, or is convicted of a felony. Such a vote may be taken at a regular or special meeting of the Board of Trustees. A Trustee who is to be removed shall have an opportunity to be heard and shall be provided with a statement of the proposed reasons for removal not less than thirty 30 days in advance of the session at which the Board is to determine whether the Trustee acted in any of the aforesaid manners. All decisions of the Board of Trustees shall be final. A Trustee who has been removed shall not be eligible to serve as a Trustee, as an Officer, or as a Chair of a Committee. In the case of a Regional Trustee, the Districts within that region will have an opportunity to submit new candidates to fulfill the vacancy. In the case of an At-Large Trustee, the Trustee Selection and Nominations Committee shall review previously nominated candidates and select an At-Large Trustee to fulfill the remainder of the term.

Section 90. Board Stipend

The President, Vice President, Secretary, Treasurer, Speaker of the House, Immediate Past President, Regional Trustees, and At-Large Trustee shall receive annual stipends. The amount of the stipends will be specified in the annual budget as approved by the House of Delegates.

CHAPTER V • ELECTIVE OFFICERS

Section 10. Title

The elective Officers of this Society shall be the President, Vice President, Speaker of the House, Secretary, Treasurer, and Immediate Past President.

Section 20. Eligibility

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

Section 30. Nominations

Nominations shall be presented by the MDS Trustee Selection and Nominations Committee as provided in Chapter VI.

Section 40. Election

The House of Delegates shall at the Annual Session choose by ballot the following: Vice President, Speaker of the House of Delegates, Secretary, and Treasurer.

Section 50. Term of Office/Term Limits

The President and Vice President shall each serve a maximum of one 2-year term. The Secretary, Treasurer, and Speaker of the House shall each serve a maximum of two 2-year terms. The Immediate Past President shall serve a maximum of one 1-year term, which shall be served in the governance year immediately following their term as President.

Section 60. Installation/Assumption of Duties

The elective Officers shall take the oath of office for their term at the last meeting of the Annual Session of the House of Delegates and assume their duties at the beginning of the governance year, which runs July 1 through June 30.

Section 70. Vacancies

In the event the office of President becomes vacant, the Vice President shall assume the title and office and perform all the duties of the President for the remainder of the President's term. In the event of a vacancy in the office of the Vice President, Secretary, Treasurer, or any other elected Officer, the Board of Trustees shall appoint an eligible person to fill each such vacant position for the remainder of the term of office. The period of time served in any office as a result of such vacancy appointment by the Board shall be exempt from and not counted against the limitation on the term of office set forth in Chapter V, *Section 50*. The terms "vacant" or "vacancy" when used in any Section of these *Bylaws* shall include disqualification, removal, and resignation.

Section 80. Suspension

Any Officer elected by the House of Delegates may be suspended by a two-thirds vote of the membership of the Board of Trustees. Such a vote may be taken at a regular or special meeting of the Board of Trustees. The suspended Officer shall vacate the office immediately upon such suspension. Such suspension shall be subject to ratification by a two-thirds vote of the next House of Delegates. The Board of Trustees may provide to the House of Delegates a motion containing recommendations with respect to such suspension, including but not limited to any recommendation relative to continued suspension (which shall include a recommendation as to the duration thereof) or removal. If the House of Delegates does not ratify such suspension at its next meeting, the suspended Officer shall continue to succeed to the offices provided for in these *Bylaws*.

Any Officer appointed by the Board of Trustees pursuant to Chapter IV, *Section 30*, Chapter V, *Section 70*, or Chapter V A1 may be suspended or removed from office by a two-thirds vote of the membership of the Board of Trustees, in its sole discretion, and such decision of the Board shall be final.

Section 90. Removal

Any Officer elected by the House of Delegates may be removed from office by a two-thirds vote of the House of Delegates present and voting whenever, in its judgment, the best interest of the Society would be served thereby. A vote to remove an Officer may be taken at the Annual Session or a special session of the House of Delegates. If such action is to be taken by the House of Delegates at a special session, the special session shall occur within 45 days

after (i) 10% of the membership of the House of Delegates requests a special session or (ii) the Board of Trustees, in its discretion, determines a special session shall be called. The Officer to be removed and all members of the House of Delegates shall be provided with a copy of a statement of reasons for removal not less than 30 days in advance of such Annual Session or special session. The Officer to be removed shall have an opportunity to be heard by the House of Delegates and to be represented by counsel or other representative at the Officer's expense. In all such actions, the decision of the House of Delegates shall be final.

Section 100. Duties of the President

It shall be the duty of the President:

- A. To deliver an inaugural address at the Annual Session House of Delegates.
- B. To serve as the 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.
- C. To serve as Chair of the Board of Trustees, plan Board meeting agendas, and preside at all sessions of the Board, casting a vote only when their vote will affect the outcome.
- D. To call special sessions of the House of Delegates and Board of Trustees as provided in these *Bylaws*.
- E. To appoint, as needed, all Committees, Task Forces, and other work groups to accomplish the goals and objectives of the Society's Strategic Plan, and the Chairs thereof, except where otherwise stated in these *Bylaws*. The President may remove, subject to approval by the Board of Trustees, any Chair or Committee member whom the President is authorized under this Paragraph E to appoint.
- F. To submit a written and verbal report at each regular session of the House of Delegates.
- G. To be an advisory member of all Committees, Task Forces, and other work groups of the Society, except as otherwise stated in these *Bylaws*.
- H. To perform such other duties as may be provided in these *Bylaws*.
- I. To execute the employment agreement for the Executive Director's services after it has been approved by the Board of Trustees and any amendments thereto.

Section 110. Duties of the Vice President

It shall be the duty of the Vice President:

- A. To assist the President in the performance of their duties as requested.
- B. To perform all duties of the President in their absence in accordance with Chapter V, *Section 70*, of these *Bylaws*.
- C. To be an advisory member of all Committees, Task Forces, and other work groups of the Society, except as otherwise stated in these *Bylaws*.
- D. To succeed to the office of President at the end of the President's term.
- E. To fill any vacancy in the office of President as provided in *Section 70* of this Chapter.
- F. To serve on any investment subcommittee.

Section 120. Duties of the Speaker of the House of Delegates

It shall be the duty of the Speaker of the House of Delegates:

- A. To preside over all sessions of the House of Delegates.
- B. To fulfill all obligations as provided in these *Bylaws* relative to the House of Delegates.
- C. To serve in an advisory capacity as the direct representative of the House of Delegates to the Board of Trustees.
- D. To serve as parliamentarian to the Board of Trustees.
- E. To serve as a Delegate or Alternate Delegate, at the discretion of the Board of Trustees, to the House of Delegates of the American Dental Association.
- F. To chair the *Constitution and Bylaws* Committee.
- G. To convene, appoint, and fill vacancies to the MDS Trustee Selection and Nominations Committee.
- H. To ensure that the official transactions of the House of Delegates and the Board of Trustees, and reports of Officers and Committees, Task Forces, and other work groups are compiled under the direction of the Secretary for appropriate distribution.

Section 130. Duties of the Secretary

It shall be the duty of the Secretary:

- A. To act as Secretary and keep the minutes for all meetings of the House of Delegates and of the Board of Trustees.

- B. To notify all Officers Committees, Task Forces, and other work groups of their election or appointment as applicable.
- C. To be responsible for the review and distribution to all members of the Society the official programs for the business sessions of the Society.
- D. To review all publications.
- E. To have the custody of the Society seal and to certify to all official acts of the Society.
- F. To maintain an updated policy and procedure book of operations for the Board of Trustees, House of Delegates, and Committees of the Society.
- G. To submit a written report at each regular session of the House of Delegates.
- H. To perform such other duties as may be provided in these *Bylaws*.
- I. Except as may otherwise expressly be provided in these *Bylaws*, for purposes of Chapter 180 of the Massachusetts General Laws, the Secretary shall continue to be deemed to be the “clerk” of the “corporation” as those terms are used in Chapter 180 of the Massachusetts General Laws.
- J. To execute the employment agreement for the Executive Director’s services after it has been approved by the Board of Trustees and any amendments thereto.

Section 140. Duties of the Treasurer

It shall be the duty of the Treasurer:

- A. To be the custodian of all monies, securities, and deeds belonging to the Society, and of all valuable papers that may come into their possession, and to hold, invest, and disburse same as provided in these *Bylaws*.
- B. To approve and make authorized expenditures.
- C. To be Chair of the Budget and Fiscal Planning Committee and any investment subcommittee.
- D. To review and recommend action regarding applications for relief.
- E. To submit a written report at each regular session of the House of Delegates.
- F. To perform other such duties as may be provided in these *Bylaws*.

Section 150. Duties of the Immediate Past President

It shall be the duty of the Immediate Past President:

- A. To perform such other duties as may be provided in these *Bylaws*.
- B. To serve on the *Constitution and Bylaws* Committee.

CHAPTER V A1 • APPOINTED OFFICERS

Section 10. Title

The appointed Officers of this Society shall be the Editor and the Assistant Editor.

Section 20. Appointments

Only an active, life, or retired member in good standing of this Society shall be appointed to serve as Editor or Assistant Editor by the Board of Trustees in accordance with its rules and regulations.

Section 30. Term of Office and Salary

The Board of Trustees shall appoint an Editor and an Assistant Editor for periods not to exceed three years. They shall serve without salary, and may be reappointed.

Section 40. Duties

The Editor shall be the Editor-in-Chief of the *Journal of the Massachusetts Dental Society* and shall exercise full editorial control, subject only to policies established by the House of Delegates and these *Bylaws*. The Editor shall perform other duties prescribed by the Board of Trustees and these *Bylaws*. They shall submit an annual budget request to the Budget Committee. The Assistant Editor shall work at the direction of the Editor to assist in carrying out the duties of the Editor.

CHAPTER V A2 • EXECUTIVE DIRECTOR

Section 10.

There shall be employed by the Board of Trustees an Executive Director to manage the administrative functions of the Society. The Executive Director's responsibilities shall be detailed in the job description as approved by the Board of Trustees.

CHAPTER VI • COMMITTEES

Section 10. Name

There shall be a Trustee Selection and Nominations Committee and such additional Committees as the President and/or the Board of Trustees may designate, subject to the approval of the Board of Trustees. Written minutes of all proceedings of any such Committee shall be kept and made available upon the request to each Trustee.

Section 20. Membership and Operation

Except as may otherwise be provided in this Chapter VI, the composition and Chair of each Committee shall be determined by the President. Any vacancies shall be filled by the President. Except as may otherwise be provided in this Chapter VI, the provisions of these *Bylaws* applicable to the Board of Trustees regarding its operation shall also apply to the Committees of this Society.

Section 30. Eligibility

All members of Committees must be active, life or retired members in good standing of this Society. Except as otherwise provided in these *Bylaws*, no person who is then serving as an Officer or Trustee of this Society shall be eligible to serve as a member of a Committee.

Section 40. Term of Office

Except as otherwise provided in these *Bylaws*, the term of office of members of Committees shall be one year and for a maximum of 4 one-year terms.

Section 50. Consultants and Advisors

Each Committee may engage consultants and advisors subject to approval and in conformity with rules and regulations established by the Board of Trustees.

Section 60. Quorum

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

Section 70. Annual Report, Budget, Manual of Operations

- A. **Annual Report:** Each Committee shall submit, through the Secretary, an annual report to the House of Delegates.
- B. **Budget:** Each Committee shall submit to the Board of Trustees a proposed itemized budget for the ensuing fiscal year.
- C. **Manual of Operations:** Each Committee shall be subject to the then-applicable MDS Manual of Operations for Committees.

Section 80. MDS Trustee Selection and Nominations Committee

- A. **Composition:** The MDS Trustee Selection and Nominations Committee shall consist of 14 members, plus the Speaker of the House as provided in this Section. Each District shall appoint one District member to serve on the MDS Trustee Selection and Nominations Committee, who is or who within the previous five years has been a member of such District's Executive Committee. Each District shall notify the Speaker of the House in writing of the name of its appointee on or before the start of the new governance year, which is July 1. Any vacancy on the MDS Trustee Selection and Nominations Committee, including by reason of resignation or a failure to appoint by July 1 or thereafter, shall be filled by the Speaker of the House. The Speaker shall attempt, upon such vacancy, to appoint a person who is or who within the previous five years has been a member of the District Executive Committee from the same District as the Committee member whose seat is vacant. A list of all District members and vacancies on the MDS Trustee Selection and Nominations Committee shall be sent by the Speaker to all Districts no later than July 15.

No Officer or Trustee of the Society shall serve as a member of this Committee, except the Speaker, who shall serve only until the election of a Chair.

Any member of the MDS Trustee Selection and Nominations Committee who wishes to be considered for an Officer or Trustee candidacy shall resign from the Committee immediately, and in any event prior to the Committee's first deliberation regarding that position.

- B. **Terms of Office:** Each member shall serve for a one-year term and may serve no more than three terms.
- C. **Chair:** The Chair shall be determined by a vote of the members of the MDS Trustee Selection and Nominations Committee at the first meeting, which shall be convened by the Speaker of the House each year.
- D. **Duties:**
 - 1. The Committee shall notify members about all open positions in an appropriate time frame.
 - 2. The Committee shall create and maintain the appropriate procedures for candidates to submit applications for open positions.
 - 3. The Committee shall review candidates for all open positions.
 - 4. The Board of Trustees will develop its position criteria and application procedures that the Committee will use in the selection and nomination process.
 - 5. After an application review the Committee will reach a consensus decision to interview candidates if necessary.
 - 6. The Committee shall meet as many times as necessary to fulfill its duty in selection and nominating candidates. The Committee may meet in person or through the use of conferences via telephone and other electronic communications. These conferences are considered as meetings.
 - 7. To submit a slate of candidates for each Officer position to be filled at the Annual Session of the House of Delegates, to the Speaker of the House at least one month prior to such Annual Session.
 - 8. All decisions of the Trustee Selection and Nominations Committee are final. The Chair of the Committee shall communicate to the MDS Board of Trustees through the President and the Speaker of the House the decisions of the Committee and the Committee will inform each candidate of its decisions.
- E. **Payment of Dues:** If prior to the Annual Session, an individual who either has been selected to be a Regional Trustee or the At-Large Trustee and who has not assumed office or has been nominated to be an Elective Officer shall have failed to pay their dues and special assessments by December 31, the Trustee Selection and Nominations Committee shall rescind such selection or nomination and shall immediately reconvene to select or nominate a substitute individual, as applicable. The Trustee Selection and Nominations Committee shall immediately report to the House of Delegates such substitute selection or nomination.

CHAPTER VII • PROFESSIONAL CONDUCT, DISCIPLINARY ACTION, APPEALS

Section 10. Professional Conduct of Members

Professional conduct of every member of this Society shall be governed by the *Principles of Ethics and Code of Professional Conduct* of the American Dental Association.

Section 20. Discipline of Members

- A. **Conduct Subject to Discipline:** A member may be disciplined for:
 - 1. Having been found guilty of a felony;
 - 2. Having been found to have violated the statutes of this Commonwealth relative to the practice of dentistry or of any other area controlled by dental laws, including the Rules and Regulations of the Board of Registration in Dentistry of the Commonwealth of Massachusetts; or
 - 3. Violating these Bylaws, or having failed to abide by the recommendation of a Peer Review Committee after having agreed to participate in such process, or the Principles of Ethics and Code of Professional Conduct of the American Dental Association.
- B. **Disciplinary Penalties:** A member may be placed under a sentence of censure, probation, suspension, or expulsion for any of the offenses enumerated in *Section 20A* of this Chapter. Censure is a disciplinary

sentence expressing in writing severe criticism or disapproval of a particular type of conduct or act. Suspension means all membership privileges, except continued entitlement to coverage under insurance programs, are lost during the suspension period. Suspension shall be unconditional and for a specified period at the termination of which full membership privileges shall be automatically restored. Probation shall be imposed for a specified period and without loss of rights and shall be conditioned on good behavior and such other conditions as may be imposed. Expulsion is an absolute discipline and means that all membership privileges are lost.

- C. **Reinstatement:** Any member who has been expelled and wishes to be reinstated as a member of the Society shall apply to the Secretary, who shall cause an investigation to be made of the merits of the application and who shall make a recommendation to the House of Delegates with respect to such application. An expulsion shall remain in effect unless lifted by an action of the House of Delegates.
- D. **Disciplinary Proceedings:** Except as specifically provided, before any disciplinary penalties are invoked against a member, the following procedure shall be followed at the hearings conducted by the District Ethics Committee, the State Ethics Committee, and, to the extent it may conduct any hearing, a Committee appointed by the Board of Trustees.

- 1. **Hearing**

The accused member shall be entitled to a hearing at which such member shall be given the opportunity to present a defense to all charges brought against them. An accused member shall have the right, at the accused member's expense, to be represented by legal counsel or other person of the accused member's choice. The accused member shall have the right to present relevant evidence and to have members and nonmembers testify on their behalf. The accused member shall have the right to be present throughout the proceedings, to confront and cross-examine witnesses against them, and to submit a written statement at the close of the hearing. A written or recorded record shall be kept of all proceedings, and an accused member shall be entitled to a copy of such record promptly upon payment of the charges associated with the preparation of the record. None of the individuals who hear evidence concerning the accused member at a hearing shall be in direct economic competition with the accused member. The right of the accused member to a hearing and all future hearings shall be forfeited if the accused member fails, without good cause, to appear at a hearing.

- 2. **Notice**

The accused member shall be notified of the following in writing: (i) that a disciplinary action has been commenced against the member, (ii) the charges brought against the accused member, (iii) the accused member's rights in connection with the hearing, and (iv) the time, date, and place of the hearing. Said notice shall include a list of the witnesses (if any) expected to testify at the hearing. Any such notice shall be sent by registered or certified mail, addressed to the accused member's last known address, and mailed not less than 30 days prior to the date set for the hearing.

- 3. **Charges**

The written charges shall include an officially certified copy of the alleged conviction or determination of violation, or a specification of the *Bylaws* or ethical provisions alleged to have been violated, as the case may be, and a description of the conduct alleged to constitute each violation.

- 4. **Procedure**

All matters concerning possible disciplinary action against a member shall be referred to the Society's Ethics Committee. Upon receipt by the Society's Ethics Committee of a written complaint against any member of the Society, it shall determine whether the complaint warrants disciplinary action. If the Society's Ethics Committee determines that disciplinary action is warranted, the Chair of the Society's Ethics Committee shall communicate with the Chair of the Ethics Committee of the District of which the accused is a member to arrange for a hearing by the District Ethics Committee.

The District Ethics Committee, following a hearing and by majority vote, shall decide whether the facts warrant the imposition of disciplinary action. The District Ethics Committee shall thereupon immediately forward to the Society's Ethics Committee and to the accused member its written recommendation and the reasons therefore, together with a certified copy of the hearing record. At any time prior to termination of the hearing at the District Ethics Committee, either the District Ethics Committee or the member may waive a hearing at the

District level by signifying such in writing to the Chair of the Society's Ethics Committee, in which case a hearing shall be held by the Society's Ethics Committee.

The Society's Ethics Committee, after reviewing the recommendation and evidence presented before the District Ethics Committee or after the completion of its own investigation and hearing, shall make a written recommendation to the Board of Trustees of the Society that either (a) the accused member be placed under a sentence of (i) censure, (ii) probation, (iii) suspension, or (iv) expulsion, or (b) the charges be dropped.

5. **Decision**

Upon receipt of the recommendation from the State Committee on Ethics, the Board of Trustees may appoint a Committee to make a recommendation to the Board of Trustees. Said Committee shall consist of members of the Board of Trustees, none of whom are in direct economic competition with the member. Said Committee may, if it so chooses, conduct an investigation and hold such hearing as it may deem appropriate, provided any hearings shall be conducted in accordance with *Section 20D.1* and *20D.2* of this Chapter. The Committee's recommendation shall be in writing and shall be delivered to the member and to the Board of Trustees that either (a) the member be placed under a sentence of (i) censure, (ii) probation, (iii) suspension, or (iv) expulsion, or (b) the charges be dropped.

The Board of Trustees shall determine whether (a) the member shall be placed under a sentence of (i) censure, (ii) probation, (iii) suspension, or (iv) expulsion, or (b) the charges be dropped. The decision of the Board of Trustees shall be made in writing and shall include a statement of the basis for its decision. Within 10 days of the date on which the decision of the Board of Trustees is rendered, a copy thereof shall be sent by registered or certified mail to the last known address of each of the following parties: the accused member; the Secretary of the Society; the Secretary of the District of which the accused is a member; the Chair of the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association; and the Executive Director of the American Dental Association. The Secretary of the District of which the accused is a member shall enter upon the District's records a copy of the decision of the Board of Trustees and, in the case of a recommendation of censure, probation, suspension, or expulsion, shall report same at the next meeting of the District Society.

- E. **Appeals:** A member under sentence of censure, probation, suspension, or expulsion for having been found in violation of any of the offenses enumerated in *Section 20A* of this Chapter shall have the right to appeal a decision of the Board of Trustees to the Council on Ethics, Bylaws and Judicial Affairs of the American Dental Association by filing an appeal in affidavit form with the Chair of the said Council of the American Dental Association and in accordance with the rules of the ADA. No appeal from any decision shall be valid unless the notice of the appeal is filed within 30 days after the member has received notice of such decision. No disciplinary decision of the Board of Trustees shall become final and no disciplinary action shall be imposed while an appeal therefrom is pending or until the 30-day period for a filing notice of appeal has elapsed without the filing of an appeal.

Every party to an appeal shall be entitled to submit a brief in support of its position in accordance with the *Bylaws* and other rules of the ADA. Upon notice of an appeal, the Secretary shall furnish to the ADA council that has received the appeal and to the member a transcript, or an officially certified copy, of the minutes of the hearing(s) accorded the member. The transcript or minutes shall be accompanied by certified copies of any affidavits or other documents submitted as evidence to support the charges against the member or submitted by the member as part of their defense.

CHAPTER VIII • FINANCES

Section 10. Reserves Fund

The Society shall maintain a level of monies in reserve to fund expenditures not funded through the operating budget or those that are non-recurring or unusual in nature. The investment of such reserves shall be in accordance with the Society's Investment Policy.

Section 20. Designated Monies

The Society may designate monies for a specific purposes(s) at the direction of the Treasurer and with the approval of the Board of Trustees for activities and programs requiring separate accounting records to meet governmental and administrative requirements. Such designated monies shall be used for defraying all expenses incurred for the specific designated purpose(s).

Section 30. Special Assessments

As provided in these *Bylaws*, in addition to the payment of dues, a special assessment may be levied by the House of Delegates upon active, active life, retired, and associate members of this Society for the purpose of funding a specific project of limited duration. Such an assessment may be levied at any Annual Session or Special Session of the House of Delegates by a majority vote of the Delegates present and voting, provided notice of the proposed assessment has been presented in the written compilation provided to the delegates prior to the first session of the House of Delegates at which it is to be considered. The specific project to be funded by the proposed assessment, the time frame of the project, and the amount and duration of the proposed assessment shall be clearly presented in giving notice to the members of the House. The House of Delegates may approve or reject such proposed special assessment, or may approve a greater or lesser amount. All revenues and expenditures related to such special assessment project shall be designated as restricted and separately accounted for within the Society's accounting records.

CHAPTER IX • AUXILIARY (SPOUSES)

Section 10. Auxiliary to the Massachusetts Dental Society

This Society recognizes the Auxiliary to the Massachusetts Dental Society as an organization of wives, husbands, widows and widowers of active, life, or retired members of this Society.

Section 20. Constitution and Bylaws

No provision in the *Constitution and Bylaws* of the Auxiliary shall be in conflict with the *Constitution and Bylaws* of this Society.

CHAPTER X • INDEMNIFICATION

Section 10.

To the extent legally permissible and only to the extent that the status of the Society as an organization exempt under Section 501(c)(6) of the Internal Revenue Code is not affected thereby, the Society shall indemnify each of its Trustees and volunteer Officers and may indemnify other Officers, employees, members, and agents of the Society, including persons who serve as Trustees, Officers, employees, or other agents of the District Societies and Committees of the Society and District Societies, and persons who serve at the Society's or a District Society's request in such a capacity in another organization in which the Society has an interest or in any capacity with respect to any employee benefit plan (in any and all such cases, all of the foregoing individuals hereinafter referred to as "Indemnified Persons") against all liabilities, costs, and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees ("Losses"), reasonably incurred by or imposed upon such Indemnified Person in connection with, arising out of, or as a result of the defense or disposition of any claim, action, suit, or other proceeding (whether brought by or in the right of the Society or such other entity or otherwise), whether civil or criminal (except that, in the case of criminal proceeding, only if such Indemnified Person had no reasonable cause to believe that their conduct was unlawful), or in connection with an appeal relating thereto, in which such person may be or become involved or with which such person may be threatened, as a party or otherwise, by reason of them being or having been such an Indemnified Person or by reason of any alleged act taken or omission made by such person in any such capacity.,

Notwithstanding the foregoing, no indemnification shall be provided for any of the following:

- (a) with respect to any matter as to which the Indemnified Person has been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interest of the Society or such other entity, as the case may be;
- (b) to the extent that such matter relates to service with respect to any employee benefit plan, if such Indemnified Person has been adjudicated in any proceeding with respect to such matter not to have acted in the best interest of the participants or beneficiaries of such employee benefit plan; or
- (c) a proceeding voluntarily initiated by such Indemnified Person, unless they are wholly successful on the merits or such proceeding was authorized by the Society.

In addition, notwithstanding anything contained in, and without limiting the generality of, the foregoing:

- (i) The extent of the rights of indemnification as set forth shall include, without limitation, all Losses in of defending, compromising, or settling any such claim, action, suit, or other proceeding, and the satisfaction of any judgment or decree entered or rendered therein, including the payment of fines or penalties imposed in civil or criminal actions or proceedings.
- (ii) Expenses, including counsel fees, reasonably incurred by any such Indemnified Person in connection with the defense or disposition of any such claim, action, suit, or other proceeding, may be advanced by the Society prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such Indemnified Person to repay such amount if such person shall be adjudicated not to be entitled to indemnification under these Bylaws or Massachusetts General Laws, Chapter 180, Section 6, as now in force or hereafter amended, which undertaking may be accepted without reference to the financial ability of such person to make repayment.
- (iii) The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that such Indemnified Person did not meet the standards of conduct hereinabove set forth.
- (iv) No such Indemnified Person shall be entitled to indemnification as a right in connection with any claim, action, suit, or other proceeding which shall have been compromised or settled, by consent decree or otherwise, unless such compromise or settlement shall first have been approved by a vote of the Board of Trustees, acting by a quorum consisting of Trustees who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or other proceeding.

In all instances in which indemnification is not available as a matter of right, the Society may in its sole discretion make such indemnification if, but only if: (i) the Board of Trustees, acting by a quorum consisting of Trustees who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or proceeding, shall find that such Indemnified Person has met the standards of conduct set forth in this section, or (ii) independent legal counsel shall deliver to the Society their written advice that, in their opinion, such Indemnified Person has met such standards.

Each person who shall at any time serve as an Indemnified Person shall be deemed so to serve in reliance upon the provisions hereinabove set forth, which such provisions shall not be exclusive of any other rights of indemnification to which such person may be entitled pursuant to contract or to valid and applicable law, shall be separable and enforced to the extent permitted by valid and applicable law, and shall inure to the benefit of the legal representatives of such person.

No amendment or repeal of this Chapter shall adversely affect any right or protection of such Indemnified Person existing hereunder at the time of such amendment or repeal.

Section 20.

The Society shall have power to purchase and maintain insurance on behalf of any person who is or was an Indemnified Person against any liability incurred by such person in any such capacity, or arising out of their status as such, whether or not the Society would have the power to indemnify such person against liability under *Section 10* hereinabove.

CHAPTER XI • AMENDMENTS

These *Bylaws* may be amended at any session of the House of Delegates by a two-thirds legal vote of the members present and voting, provided the proposed amendments shall have been presented in writing at a previous session or a previous meeting of the same session. Amendments affecting a change in the dues of members can be included in the written compilation provided to Delegates prior to the meeting and become subject to discussion, further amendment, and action by the House.

CHAPTER XII • ORGANIZATION

Section 10. Name

The name of this Society shall be the Massachusetts Dental Society hereinafter referred to as “the Society” or “this Society.”

Section 20. National Affiliation

The Massachusetts Dental Society is a constituent Society of the American Dental Association as provided by the *Constitution and Bylaws* of that Association, and made effective by vote of this Society.

Section 30. Purpose

To promote and advance the art and science of dentistry and the interests of member dentists relative to the practice of dentistry; to encourage the improvement of the dental health of the public; to encourage and promote sound programs of dental education; to encourage dental research; to evaluate, encourage and assist in the administration of dental care programs; to encourage the highest possible standard of professional ethics relating to the practice of dentistry; to represent its members in relationships with third parties and with agencies of federal, state, and local government in matters relating to the practice of dentistry; and to engage in any activities necessary, convenient, or incidental to the foregoing permitted by the laws of the Commonwealth of Massachusetts to a corporation organized pursuant to Chapter 180 of the General Laws.

Section 40. Tax Matters

Incorporation: This Society is a nonprofit corporation organized under the laws of the Commonwealth of Massachusetts. The Society shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the Society is formed, provided that all such powers shall be subject and subordinate to the requirements of the laws of the Commonwealth of Massachusetts and Section 501(c)(6) of the Internal Revenue Code, as amended, and that no such power, including any described hereinabove, shall be exercised in any manner that is inconsistent with any provision of applicable law or that would deprive the Society of any exemption from taxes under Section 501(c)(6) of the Internal Revenue Code.

No part of the assets or net earnings of the Society, if any, shall be divided among, inure to the benefit of, or be distributable to its members, Trustees, Officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Society as herein set forth. Upon the liquidation or dissolution of the Society, after payment or due provision for payment of all of the liabilities of the Society, all of the assets of the Society shall be disposed of consistent with applicable law, and to the extent permissible shall be used for dental education and dental research as determined by the House of Delegates.

Section 50. Professional Conduct

The Principles of Ethics and Code of Professional Conduct of the American Dental Association shall govern the professional conduct of all members of this Society.

CHAPTER XIII • CONFLICT OF INTEREST

CONFLICT OF INTEREST POLICY

ARTICLE I

PURPOSE

The purpose of this Conflict of Interest Policy (this “**Policy**”) is to protect the interests of the Massachusetts Dental Society (the “**Society**”) when it is considering a transaction, arrangement, or decision that might benefit or compete with the private or professional interest of (i) an officer of the Society, (ii) a member of the Board of Trustees (“**Trustee**”), (iii) a member of any Committee of the Society (“**Committee Member**”), or (iv) a key employee of the Society (the persons in (i)-(iv), collectively, “**Covered Persons**”). This policy is intended to supplement but not replace any applicable state laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

DEFINITIONS

1. “**Conflict of Interest**”: Arises when, in the judgment of the Board of Trustees as determined under the procedures set forth in Article III, Section 2:
 - a) The outside interests or activities (such as Covered Interests) of a Covered Person interfere or compete with the Society’s interests;
 - b) The stake of a Covered Person in a transaction, arrangement, or decision is such that it reduces the likelihood that such person's influence can be exercised impartially in the best interests of the Society; and/or
 - c) A Covered Person has divided loyalties.
2. “**Covered Interest**”: Exists when a Covered Person has directly, or indirectly through business, investment, or Family:
 - a) An ownership or investment interest in any Mutual Person;
 - b) A compensation arrangement with any Mutual Person;
 - c) A potential ownership or investment interest in, or compensation arrangement with, any Mutual Person; or
 - d) A legal commitment or financial interest, including by virtue of a board appointment, employment position, or volunteer arrangement, to act in the interests of any Mutual Person.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Covered Interest is not necessarily a Conflict of Interest. Under Article III, Section 2, a person who has a Covered Interest may have a Conflict of Interest only if the Board of Trustees decides that a Conflict of Interest exists.

3. “**Interested Person**”: Any Covered Person who has a direct or indirect Covered Interest.
4. “**Family**”: An Interested Person’s (i) spouse (or spousal equivalent), (ii) ancestors, (iii) siblings (whether whole or half blood), (iv) children (whether natural or adopted), (v) grandchildren, (vi) great-grandchildren,

and (vii) spouses (or spousal equivalent) of an Interested Person's siblings, children, grandchildren, and great-grandchildren.

5. **"Mutual Person"**: Any entity or individual with which the Society has or is considering or negotiating a transaction or arrangement. A Mutual Person shall also include the Covered Person if such Covered Person proposes to enter into such transaction or arrangement directly with the Society.

ARTICLE III

PROCEDURES

1. Duty to Disclose

In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of their Covered Interest and all material facts to the Board of Trustees considering or discussing any matters relating to the Mutual Person giving rise to such Conflict of Interest, including any proposed transaction, arrangement, or decision with respect to such Mutual Person. The disclosure should be made prior to any consideration or discussion of any such matters by the Board of Trustees, or promptly after such person has knowledge of the relevant facts if they have no actual knowledge prior to the relevant action by the Board of Trustees.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Covered Interest and all material facts, and after any discussion with the Interested Person, such Interested Person shall leave the Board of Trustees meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Trustees shall decide whether a Conflict of Interest exists.

If the remaining Trustees determine by majority vote that no Conflict of Interest exists, (i) no further review by the Board of Trustees of the Covered Interest is required if not ordinarily required in the normal course of business, and (ii) the Interested Person cleared of such Conflict of Interest shall be permitted to participate in any discussion or vote with respect to such matters relating to the Mutual Person if such Interested Person would ordinarily be permitted to participate in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in Article IV below.

The determination that a Conflict of Interest exists shall not preclude the Board of Trustees (other than the conflicted Interested Person(s)) from approving the matter, but such determination shall require the Board of Trustees to follow the procedures outlined in Article III, Section 3 below.

3. Procedures for Addressing the Conflict of Interest. To address a Conflict of Interest, the Board of Trustees shall follow the procedures described in this Section 3:

- An Interested Person may make a presentation at the Board of Trustees meeting, but after such presentation, they shall leave the meeting during the discussion of, and the vote on, such matter giving rise to the Conflict of Interest.
- The Interested Person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the Conflict of Interest.
- The President of the Society may, at their discretion, appoint a disinterested person or committee to investigate potential alternatives to the proposed transaction or arrangement.
- To the extent applicable, after exercising due diligence, the Board of Trustees shall determine whether the Society can obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.

- If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the Board of Trustees shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is (i) in the Society's best interest, (ii) for its own benefit, and (iii) fair and reasonable to the Society. In conformity with such determination, the Board of Trustees shall make its decision as to whether to enter into such transaction or arrangement.
- If, and to the extent that, the transaction or arrangement decision needs to be further approved or ratified by the House of Delegates pursuant to the Society's Constitution and Bylaws (the "**Bylaws**"), (i) the Conflict of Interest and all material facts related thereto shall be disclosed to the House of Delegates by a designee of the Board of Trustees (other than the Interested Person), and (ii) the transaction or arrangement must be approved by the House of Delegates (excluding the Interested Person) in good faith.

4. Violations of the Conflict of Interest Policy

- If the Board of Trustees has reasonable cause to believe that an Interested Person has failed to disclose actual or possible Conflicts of Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- If, after hearing the response of the Interested Person and making such further investigation as may be warranted under the circumstances, the Board of Trustees determines that the Interested Person has in fact failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

RECORDS OF PROCEEDINGS

The minutes of the Board of Trustees shall contain:

- the names of the persons who disclosed or otherwise were found to have a Covered Interest in connection with an actual or possible Conflict of Interest, the nature of the Covered Interest, any action taken to determine whether a Conflict of Interest was present, and the Board of Trustees' decision as to whether a Conflict of Interest in fact existed, and
- the names of the persons who were present for discussions and votes relating to the transaction, arrangement, or decision, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V

COMPENSATION

A voting Committee Member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI

ANNUAL STATEMENTS

Each Covered Person shall annually sign a statement (attached as Exhibit A) which affirms that such person:

- has received a copy of this Policy;

- has read and understands the Policy,
- has agreed to comply with the Policy, and
- understands that the Society is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE VII

INTERACTION WITH BYLAWS AND DISCLOSURE POLICY

This Policy is intended to supersede and replace the Society’s Disclosure Policy in its entirety.

This Policy is intended to supplement the conflict of interest policy in Section 40 of Chapter VIII of the Bylaws (the “**Bylaws Conflict Policy**”). In the event of a direct conflict between this Policy and the Bylaws Conflict Policy, the Bylaws Conflict Policy shall govern solely with respect to such conflicting matter unless and until this Policy is ratified by the House of Delegates. It is the intent of the Board of Trustees to recommend to the House of Delegates that this Policy be ratified and replace the Bylaws Conflict Policy in its entirety.

The Board of Trustees expressly reserves the right to change, modify, or delete the provisions of this Policy without notice.

APPENDIX

Berkshire

The following cities and towns in *Berkshire County*:

Adams, Alford, Ashley Falls, Becket, Briggsville, Cheshire, Clarksburg, Dalton, Egremont, Florida, Great Barrington, Hancock, Hinsdale, Lanesborough, Lee, Lenox, Mill River, Monterey, Montville, Mount Washington, New Ashford, New Marlborough, North Adams, Otis, Peru, Pittsfield, Richmond, Sandisfield, Savoy, Sheffield, Southfield, Stockbridge, Tyringham, Van Deusenville, Washington, West Stockbridge, Williamstown, and Windsor.

Boston

The following cities and towns in *Suffolk County*:

Allston, Back Bay, Bay Village, Beacon Hill, Brighton, Charlestown, Chinatown, Dorchester, Downtown, Fenway, Hyde Park, Jamaica Plain, Kenmore, Mattapan, Mission Hill, North End, Roslindale, Roxbury, South Boston, South End, West End, and West Roxbury.

Cape Cod

The following cities and towns in *Barnstable County*:

Barnstable, Bourne, Brewster, Chatham, Dennis, Eastham, Falmouth, Harwich, Harwichport, Hyannis, Mashpee, Orleans, Provincetown, Sandwich, South Yarmouth, Truro, Wellfleet, and Yarmouth;

Dukes County:

Chilmark, Edgartown, Gay Head, Gosnold, Oak Bluffs, Tisbury, Vineyard Haven, and West Tisbury;

Nantucket County:

Nantucket.

East Middlesex

The following cities and towns in *Middlesex County*:

Everett, Malden, Medford, Melrose, North Reading, Reading, Stoneham, Wakefield, West Medford, and Woburn.

Merrimack Valley

The following cities and towns in *Essex County*:

Andover, Groveland, Haverhill, Lawrence, Merrimack, Methuen, and North Andover;

Middlesex County:

Billerica, Chelmsford, Dracut, Lowell, Tewksbury, Tyngsborough, and Westford.

Metropolitan

The following cities and towns in *Middlesex County*:

Ashland, Boxborough, Carlisle, Dunstable, Framingham, Holliston, Hopkinton, Littleton, Maynard, Natick, Newton-Auburndale, Newton Centre, Newton Highlands, Newton Upper Falls, Newtonville, Sherborn, Stow, Sudbury, Waban, Wayland, West Newton, and Weston;

Norfolk County:

Bellingham, Brookline, Dedham, Dover, East Walpole, Foxborough, Franklin, Harding, Medfield, Medway, Millis, Needham, Norfolk, Norwood, Plainville, Sharon, Walpole, Wellesley, Wellesley Hills, Westwood, and Wrentham;

Middlesex

The following cities and towns in *Middlesex County*:

Acton, Arlington, Bedford, Belmont, Burlington, Cambridge, Concord, Lexington, Lincoln, Somerville, Waltham, Watertown, Waverly, West Concord, West Somerville, Wilmington, and Winchester.

North Metropolitan

The following cities and towns in *Suffolk County*:

Beachmont, Chelsea, East Boston, Revere, and Winthrop.

North Shore

The following cities and towns in *Essex County*:

Amesbury, Beverly, Beverly Farms, Boxford, Danvers, Essex, Georgetown, Gloucester, Hamilton, Hawthorne, Ipswich, Lynn, Lynnfield, Magnolia, Manchester, Marblehead, Middleton, Nahant, Newbury, Newburyport, Peabody, Rockport, Rowley, Salem, Salisbury, Saugus, Swampscott, Topsfield, Wenham, West Lynn, and West Newbury.

South Shore

The following cities and towns in *Norfolk County*:

Atlantic, Avon, Braintree, Bryantville, Campello, Canton, Carver, Cohasset, East Braintree, East Milton, East Weymouth, Holbrook, Milton, North Quincy, North Weymouth, Quincy, Randolph, South Quincy, South Weymouth, Stoughton, Weymouth, and Wollaston;

Plymouth County:

Abington, Bridgewater, Brockton, Duxbury, East Bridgewater, Halifax, Hanover, Hanson, Hingham, Hull, Kingston, Marshfield, North Abington, Norwell, Pembroke, Plymouth, Rockland, Scituate, West Bridgewater, and Whitman;

Suffolk County:

Neponset;

Bristol County:

Easton.

Southeastern

The following cities and towns in *Bristol County*:

Acushnet, Attleboro, Berkeley, Dartmouth, Dighton, Fairhaven, Fall River, Freetown, Mansfield, New Bedford, North Attleboro, Norton, Raynham, Rehoboth, Seekonk, Somerset, South Attleboro, Swansea, Taunton, and Westport;

Plymouth County:

Lakeville, Marion, Mattapoisett, Middleborough, Onset, Plympton, Rochester, and Wareham.

Valley

The following cities and towns in *Franklin County*:

Ashfield, Bernardston, Buckland, Charlemont, Colrain, Conway, Deerfield, East Northfield, Erving, Gill, Greenfield, Hawley, Heath, Leverett, Leyden, Monroe, Montague, New Salem, Northfield, Orange, Rowe, Shelburne, Shelburne Falls, Shutesbury, Sunderland, Warwick, Wendell, and Whately;

Hampden County:

Agawam, Blandford, Brimfield, Chester, Chicopee, Chicopee Falls, East Longmeadow, Granville, Hampden, Holland, Holyoke, Indian Orchard, Longmeadow, Ludlow, Monson, Montgomery, Palmer, Russell, Southwick, Springfield, Tolland, Turner Falls, Wales, Westfield, West Springfield, and Wilbraham;

Hampshire County:

Amherst, Belchertown, Chesterfield, Cummington, Easthampton, Florence, Goshen, Granby, Hadley, Hadley Falls, Hatfield, Huntington, Middlefield, Northampton, Pelham, Plainfield, South Hadley, South Hampton, Ware, Westhampton, Williamsburg, and Worthington.

Wachusett

The following cities and towns in *Middlesex County*:

Ashby, Ayer, East Pepperell, Groton, Pepperell, Shirley, and Townsend;

Worcester County:

Ashburnham, Athol, Baldwinville, Bolton, Fitchburg, Gardner, Harvard, Hubbardston, Lancaster, Leominster, Lunenburg, Petersham, Phillipston, Princeton, Royalston, Sterling, Templeton, Westminster, and Winchendon.

Worcester

The following cities and towns in *Middlesex County*:

Hudson and Marlborough;

Worcester County:

Auburn, Barre, Berlin, Blackstone, Boylston, Brookfield, Charlton, Clinton, Dana, Douglas, Dudley, East Brookfield, Farnumsville, Grafton, Hardwick, Holden, Hopedale, Leicester, Mendon, Milford, Millbury, Millville, New Braintree, Northborough, North Brookfield, North Grafton, Oakham, Oxford, Paxton, Rutland, Shrewsbury, Southborough, Southbridge, South Grafton, Spencer, Sturbridge, Sutton, Upton, Uxbridge, Warren, Webster, Westborough, West Boylston, West Brookfield, West Upton, West Warren, Whitinsville, and Worcester.