

January 2023-H

Amendment to the *Constitution and Bylaws Regarding Committee Chairs, Term, and Tenure*

Resolution No. 1-23

Submitted by: Constitution and Bylaws Committee

Financial Implication: None

Background: The Massachusetts Dental Society (MDS) *Constitution and Bylaws* states that it is the responsibility of the MDS President to appoint the chairs and members of each MDS Committees each year, except as otherwise stated in the MDS *Constitution and Bylaws* and *Board of Trustees Organizational and Operating Manual*. It also states that the term of office for members of the MDS Committees is one year with a maximum of four one-year terms. This is also very labor intensive for the MDS President each year.

These parameters have can sometimes result in a lack of consistency within the Committee if members only serve one or two years or a chair is appointed who does not have prior experience on the Committee. This can be disruptive to the Committee's work.

At the American Dental Association (ADA), as stated in their Governance and Organizational Manual, Committee members serve four-year terms with a tenure of one term. The chair of each council and commission are selected annually from among the members of the group. Once selected, the individual serves as vice chair of the council or commission prior to ascending to chair. This helps always ensure familiarity and consistency within each Committee.

The MDS could benefit from instituting Committee terms Chair selection such as the ADA. The one area that the MDS might differ would be the tenure of the committee members. The MDS is a smaller organization than the ADA and would benefit from committee members having the potential to serve for a longer amount of time should they wish.

Therefore, be it

1-23

Resolved, that the members on the MDS Committees serve two-year terms, with a maximum of 4 two-year terms, and that the chairs to the Committees of the Massachusetts Dental Society, except as otherwise stated in the MDS *Constitution and Bylaws* and *Board of Trustees Organizational and Operating Manual*, be elected from within the Committee members; be it further

Resolved, that the following amendments be made to the Massachusetts Dental Society *Constitution and Bylaws* to reflect this change:

CHAPTER V • ELECTIVE OFFICERS

Section 100. Duties of the President

- 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.

CHAPTER VI • COMMITTEES

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. One member of each Committee shall be selected annually by each Committee from among its members to serve as Vice Chair who would then ascend to Chair the following year. 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 40. Term of Office

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

Board Recommendation: Vote Yes

January 2023-H

Amendment to the *Constitution and Bylaws* Changing the Term of Office/Term Limits for Regional Trustees

Resolution No. 2-23

Submitted by: North Metropolitan District

Financial Implication: None

Background: Currently Regional Trustees serve a maximum of two 2-year terms with a cumulative total of five years. To reduce the amount of turnover of members of the Board and increase the amount of institutional knowledge on the Board, we strongly believe that Regional Trustees need to be allowed to serve for a longer period of time.

Therefore, be it

2-23

Resolved, that the term of Regional Trustees increase from two years to three years with a maximum of 2 three-year terms. The following change to the Constitution and Bylaws shall be implemented by the Board of Trustees as they see fit, with a requirement that it be fully implemented within two years.

CHAPTER IV • BOARD OF TRUSTEES

Section 20. Term of Office/Term Limits

The term of a Regional Trustee shall be for a period of ~~two~~ three years. No Regional Trustee may serve for more than 2 ~~two-year~~ three-year terms and a cumulative total of ~~five~~ six 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.

January 2023-H

Amendment to the *Constitution and Bylaws* Changing the Structure of Ascension to MDS President

Resolution No. 3-23

Submitted by: North Metropolitan District

Financial Implication: None

Background: Currently the MDS President will have served for five years, with two years as Vice President, two years as President, and one year as Immediate Past President. We propose reducing the total time served to three years, one as President-Elect, one as President, and one as Immediate Past President. This change will eliminate the title ‘Vice President’ and reinstate the title ‘President-Elect.’ The title change is consistent with other state dental societies across the country.

Therefore, be it

3-23

Resolved, that beginning on July 1, 2023, the position of Vice President will be known as President-Elect, the President’s term shall be for only one year, and the President-elect’s term shall be for only one year.

CHAPTER V • ELECTIVE OFFICERS

Section 10. Title

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

Section 40. Election

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

Section 50. Term of Office/Term Limits

The President and ~~Vice President~~ President-Elect shall each serve a maximum of one ~~2-year~~ 1-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 70. Vacancies

In the event the office of President becomes vacant, the ~~Vice President~~ President-Elect 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~~ President-Elect, 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 110. Duties of the ~~Vice President~~ President-Elect

- A. It shall be the duty of the ~~Vice President~~ President-Elect:
- B. To assist the President in the performance of their duties as requested.
- C. 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.

January 2023-H

Amendment to the *Constitution and Bylaws* Changing the Eligibility Requirements for Serving as Secretary and Treasurer on the MDS Board of Trustees

Resolution No. 4-23

Submitted by: North Metropolitan District

Financial Implication: None

Background: Currently there are minimal eligibility requirements to serve as an officer on the MDS Board of Trustees. We believe that experience and institutional knowledge are requirements to serve as an officer of the Massachusetts Dental Society and we believe that there should be requirements as to how many years have been served before one may apply. This change will greatly benefit the MDS as a whole by ensuring only the most qualified candidates are being selected for these vitally important positions.

Therefore, be it

4-23

Resolved, that to be eligible to apply for the positions of Secretary or Treasurer, a candidate must have served on the Board of Trustees for a minimum of two years, within four years of the application. This change will be effective July 1, 2023.

CHAPTER V • ELECTIVE OFFICERS

Section 20. Eligibility

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

To be eligible to apply for the positions of Secretary or Treasurer, a candidate must have served on the MDS Board of Trustees for a minimum of two years, within four years of the application.

January 2023-H

Amendment to the *Constitution and Bylaws* Changing the eligibility requirements for serving as President-Elect on the MDS Board of Trustees

Resolution No. 5-23

Submitted by: North Metropolitan District

Financial Implication: None

Background: Currently there are minimal eligibility requirements to serve as an officer on the MDS Board of Trustees. We believe that experience and institutional knowledge are requirements to serve as an officer of the Massachusetts Dental Society and we believe that there should be requirements as to how many years have been served before one may apply. This change will greatly benefit the MDS as a whole by ensuring only the most qualified candidates are being selected for this vitally important position.

Therefore, be it

5-23

Resolved, that to be eligible to apply to the position of President-Elect, a candidate must have served on the Board of Trustees for a minimum of four years, within two years of the application. This change will be effective July 1, 2023.

CHAPTER V • ELECTIVE OFFICERS

Section 20. Eligibility

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

To be eligible to apply for the position of President-Elect, a candidate must have served on the MDS Board of Trustees for a minimum of four years, within two years of the application.