

June 2024-H *Approved*

Approval of the MDS Operating Budget for Fiscal Year 2024-2025

Resolution No. 1-24

Submitted by: MDS Board of Trustees

Financial Implication: See Budget

1-24 Resolved, that the 2024-2025 MDS Annual Budget be approved.

June2024-H *Not Approved*

Amendment to the *Constitution and Bylaws* changing the structure of ascension to MDS President

Resolution No. 2-24

Submitted by: Board of Trustees

Financial Implication: None

2-24 Resolved, that beginning on July 1, 2025, 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. To transition to this, the individual elected in 2025 will serve a two-year term as President-Elect followed by a one-year term as President, and a one-year term as Immediate Past President; and be it further,

Resolved, that the *Constitution and Bylaws* be modified as follows to reflect that change.

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~~ 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

It shall be the duty of the President-Elect:

- 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.

June 2024-H *Not Approved*

Amendment to the *Constitution and Bylaws* Changing the eligibility requirements for Serving as Secretary Treasurer, and Speaker of the House on the MDS Board of Trustees

Resolution No. 3-24

Submitted by: Board of Trustees

Financial Implication: None

3-24 Resolved, that to be eligible to apply for the positions of Secretary, Treasurer, or Speaker of the House a candidate must have served on the Board of Trustees for a minimum of two years. Exceptions may be made by the Trustee Selection and Nominations Committee for applicants who show comparable involvement within the Society, or in similar outside organizations. This change will be effective July 1, 2025; and be it further,

Resolved, that the *Constitution and Bylaws* be modified as follows to reflect that change.

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, Treasurer, or Speaker of the House, a candidate must have served on the MDS Board of Trustees for a minimum of two years. Exceptions may be made by the Trustee Selection and Nominations Committee (TSNC) for applicants who show comparable involvement within the Society or in similar outside organizations.

June 2024-H *Not Approved*

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

Resolution No. 4-24RC

Submitted by: Board of Trustees

Financial Implication: None

4-24RC Resolved, that to be eligible to apply to the position of Vice President (President-Elect pending passage of Resolution 2-24), a candidate must have served on the Board of Trustees for a minimum of two years, within ~~four~~ eight years of the application. Exceptions may be made by the Trustee Selection and Nominations Committee (TSNC) for applicants who show comparable involvement within the Society or in similar outside organizations. This change will be effective July 1, 2025; and be it further,

Resolved, that the *Constitution and Bylaws* be modified as follows to reflect that change.

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 two years, within ~~four~~ eight years of the application. Exceptions may be made by the Trustee Selection and Nominations Committee (TSNC) for applicants who show comparable involvement within the Society or in similar outside organizations.

June 2024-H *Approved*

Amendment to the *Constitution and Bylaws* changing the deadline for the submission of nominees for positions on the MDS Board of Trustees.

Resolution No. 5-24H

Submitted by: Board of Trustees

Financial Implication: None

- 5-24 **Resolved**, that the Massachusetts Dental Society *Constitution and Bylaws* be revised to modify the deadline which currently states that applicants for positions on the MDS Board of Trustees must be submitted by September 30 of each year to 90 days prior to the House of Delegates.

CHAPTER II • COMPONENT SOCIETIES

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 ~~September 30~~ 90 days prior to the House of Delegates ~~of~~ every odd year. Each of the Districts in Regions 1, 4, and 6 shall submit the name of its nominee for Regional Trustee no later than ~~September 30~~ 90 days prior to the House of Delegates ~~of~~ every even 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.

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 ~~September 30~~ 90 days prior to the House of Delegates ~~of~~ 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.

June 2024-H *Approved*

Revised Contested Election Guidelines

Resolution No. 6-24H

Submitted by: Board of Trustees

Financial Implication: None

6-24 Resolved, that the Contested Election Guidelines as currently stated in the MDS Manual of the House of Delegates be changed for the revised guidelines below.

Contested Election Guidelines

The following Contested Election Guidelines were developed using the *ADA Bylaws* as a reference to assist in matters of a contested election.

Only candidates who acknowledge and agree to the terms of this document by personal signature will appear on the ballot.

Election Commission Composition and Responsibilities

The Election Commission shall be comprised of 3 members: The Massachusetts Dental Society Speaker of the House who shall be Chair; the current or a past Chair of the MDS Ethics Committee, as selected by the President; and a third member who shall not be a current member of the Board of Trustees, as selected by the President.

The Election Commission is charged with:

- a. Overseeing and adjudicating all issues of contested elections for MDS offices
- b. Meeting with all candidates as needed on campaign issues, such as promotional activities, campaign literature, travel, and all communication methods including, but not limited to, hard copy mailings, phone calls, texts, emails and social media postings.
- c. Overseeing any dispute or violation.

Election Commission Contested Election Guidelines Governing the Conduct of Contested Campaigns for All MDS Elective Officers

The following guidelines govern the announcement and conduct of all contested campaigns for MDS Elective Officers. These rules will be distributed annually to all candidates.

Candidates shall not formally or informally announce their intent to run for office before the final day of the Annual Session immediately preceding their candidacy. A formal announcement shall include, at a minimum, the name of the candidate and an identification of the office being sought.

Candidates shall appear on the ballot provided they formally announce their candidacy no later than 90 days prior to the Annual Session Election, have been deemed by the Trustees Selection and Nominations Committee to be eligible to hold the office which is being sought, and have not been subsequently disqualified by the Board of Trustees. Should no qualified candidate declare an intension for a vacant office by that time, the Speaker of the House will have the authority to delay the filing until a future date.

The candidates shall prepare a one-page (double sided) or two-page electronic curriculum vitae (CV) that meets the Trustees Selection and Nominating Committee guidelines, and shall submit the CV to the TSNC for review and approval prior to distribution. Candidates shall use the exact same document at district meetings to which all candidates have been invited to appear, and at which a forum for candidates to address the membership is available. Candidates shall be responsible for the distribution of the document at such meetings.

1. Agreements Between Candidates

Candidates for a contested election will meet either in person or electronically with the Election Commission to review the Guidelines. Candidates may negotiate and enter into any agreement concerning the conduct of a campaign for elective office that does not contravene and is not in conflict with any of the Guideline rules

contained herein. Agreements between candidates that narrow any of the provisions of these guidelines or agreements by which candidates forego any campaign activities are permitted under these guidelines are allowed.

2. Communications and Funding

- a. Candidates shall not use the assets of the MDS or District Society, beyond member contact information, for campaign purposes.
- b. The candidates and their affiliates shall only use personal webpages and personal media profiles for campaign purposes. No such campaigning shall imply or list that the communication is originating from, is on behalf of, or is affiliated with the ADA, MDS, or district dental society.
- c. All candidates' campaign statements and profiles may appear on the MDS website.
- d. Candidates shall be permitted no more than one email or hard copy campaign communication with MDS delegates and alternate delegates. The contact information shall be provided to the candidates by the MDS. Candidates shall be permitted no more than one phone call or text message to the delegates and alternate delegates. Outside of the one permitted communication, the candidates shall not indicate their candidacy on email, hard copy or social media signatures or letterhead.
- e. Candidates shall ensure that any individuals or groups, including districts, district officers, committee chairs or others assisting with the campaign on their behalf adhere to the Election Guidelines.
- f. During the campaign year, dental journals, news articles and social media postings on or interviews with candidates are restricted to include only announcements of the candidate's intent to run for the office and their official duties as an MDS volunteer.
- g. Candidates shall not purchase or distribute promotional literature, apparel or giveaway items.
- h. Neither events nor receptions shall be hosted privately or by a district for delegates or alternate delegates outside of a candidate's district where a candidate is present within 90 days of the Annual Session.

3. Campaign Contributions and Expenditures

Candidates shall not solicit or accept funds for campaign purposes.

4. Travel

- a. The candidates shall limit their campaign travel and electronic appearances to District and Regional meetings. The candidates shall refrain from campaigning at MDS Council, Committee and Task Force meetings.
- b. Candidates shall campaign only at District Society or Regional meetings, upon invitation, and only when a forum is available to address the membership. A candidate may attend specialty dental organization meetings, regional and state and national meetings with the understanding that attendance at these meetings shall be strictly as an individual dental professional and not for the purpose of campaigning.
- c. Candidates shall accept an invitation to a district dental society meeting only if the invitation has been extended to all candidates. While a candidate is making a campaign presentation to the delegation or membership of the district, the other candidate(s) may not be present in the room.
- d. If a candidate has a commitment as a speaker or presenter at a dental meeting, the candidate shall inform the Election Commission of this commitment.

5. House of Delegates

Each candidate will be given an opportunity to address the House of Delegates before balloting has begun. Candidate speeches will be given, determined by random lottery during the House of Delegates and managed by the Election Commission, from a podium on the House floor. The speech will be strictly limited to no more than three minutes. There will be no question & answer session.

6. Poll Observers

Each candidate may designate one voting delegate to be present to observe the balloting during the election. This individual shall not be within ten feet of the ballot box, shall not campaign during the election, will not instruct voters on any issue regarding candidates, the election, handling of ballots, or exhibit behavior that could be seen as anything other than observatory.

7. Violations

If violations of the Guidelines are determined to have occurred, then the Election Commission must report those violations to the House of Delegates. The Election Commission shall post a report in the House of Delegates section on the MDS website. Additionally, notification of the violation will be sent to all delegates and alternate delegates with a working email address on file, alerting them that the report has been posted. The Report of the Election Commission will also be given orally by the Chair of the Election Commission at the first meeting of the House of Delegates.

8. Disqualification

A previously qualified candidate may be disqualified from an election if infractions of the guidelines and/or bylaws occur, if serious unethical behavior is exhibited, and/or a candidate does not make good faith efforts to rectify problems identified by the Election Commission. If a majority vote to take such action is attained by the Election Commission, a recommendation will be made to the MDS Board of Trustees to disqualify the candidate from the upcoming election. The candidate and a representative from the Election Commission may appear before the MDS Board to clarify the issues. If a majority of the MDS Board of Trustees upholds the recommendation of the Election Commission, then the candidate will be disqualified from the upcoming election.

9. Notification

Any questions regarding these Contested Election Guidelines shall be directed to the Chair of the Election Commission, or a Commission designate, for clarification.

June 2024-H *Approved*

Amendment to the *Constitution and Bylaws* Changing the date by which the District active member numbers are calculated to determine the District's number of delegates.

Resolution No. 7-24H

Submitted by: Board of Trustees

Financial Implication: None

- 7-24 **Resolved**, that the Massachusetts Dental Society *Constitution and Bylaws* be revised to modify the date the District active member numbers are calculated to determine the number of delegates from June 30 to December 31.

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. All Past Presidents without the power to vote, 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 will comprise the student delegation and shall be chosen annually by those students from their membership. 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 3 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 ~~June 30 of~~ December 31 of every odd numbered 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.

June 2024-H *Approved as amended on the floor of the House*

Amendment to the *Constitution and Bylaws* giving Past Presidents at total of three votes at the MDS House of Delegates

Resolution No. 8-24H

Submitted by: Board of Trustees

Financial Implication: None

8-24RC Resolved, ~~that all Past Presidents will be able to participate in debate on the floor of the House of Delegates. A total of three delegate votes will be allowed for Past Presidents not already acting as delegates of their districts; and be it further~~

~~That the immediate three Past presidents, the number of which is equal to the minimum number assigned to all districts, shall have the power to vote. Any Past President may serve as an alternate if one of the immediate three Past Presidents is unavailable.~~

Resolved, that the *Constitution and Bylaws* and Manual of the House of Delegates be modified as follows to reflect that change.

Constitution and Bylaws 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 number of which is equal to the minimum number assigned to all districts.~~ The ~~remaining Past Presidents,~~ Past Speakers, the Editor(s), 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 will comprise the student delegation and shall be chosen annually by those students from their membership. 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 3 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 June 30 of every odd numbered 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.

~~The Past Presidents will select up to 3 delegates and 3 alternate delegates whose names will be submitted to the Secretary of the Society with the same deadline as the District Dental Societies. If one of the three immediate Past Presidents are unable to attend, any Past President may serve as an alternate.~~

Manual of the House of Delegates **GENERAL INFORMATION FOR DELEGATES AND ALTERNATES**

Voting Members of the House of Delegates

- 1. Delegates** are elected by their District Component Societies. Each District component shall be represented by at least 3 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 June 30 of the previous calendar year. Each Delegate shall serve for a term of two years.

Each District component shall elect Alternate Delegates who may serve in the absence of a Delegate.

The Secretary of each District Society shall file with the Secretary of this Society, September 30 before the Annual Session of the House, the names of the Delegates and Alternates elected by the District vote.

The elected Chair of the Component or their designee will serve as the Delegation Chair. [+42]

2. Elective Officers of the Society: [6]

The President, Vice President, Speaker of the House (who shall vote only when the vote makes a difference in the outcome), Secretary, Treasurer, and Immediate Past President.

3. Trustees of the Society. [7]

4. Student members. [3]

5. Past Presidents [3]

Total [+58 61]
[+/-170]

June 2024-H *Not Approved*

Amendment to the *Constitution and Bylaws* Regarding the Appointment of MDS Committees

Resolution No. 9-24RC

Submitted by: The Board of Trustees

Financial Implication: None

9-24RC Resolved, that the duty of making appointments to all MDS Committees shall ~~fall~~ be the responsibility of the President, Vice President and Speaker of the House with the approval of the Board of Trustees; and be it further,

Resolved, that the *Constitution and Bylaws* be modified as follows to reflect that change.

CHAPTER IV • BOARD OF TRUSTEES

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.~~ To appoint, approve, 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 Board of Trustees may remove, subject to approval by the Board of Trustees, any Chair or Committee member whom the Board is authorized under this Paragraph E to appoint.
- 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.

CHAPTER V • ELECTIVE OFFICERS

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 in consultation with the Vice President and the Speaker of the House 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.

June 2024-H *Referred back to the appropriate committee*

Resolution Name: CONFLICT OF INTEREST Resolution

No. 10-24

Submitted by: Ethics Committee

Financial Implication: None Background

10-24 Resolved, that "Chapter XIII - Conflict of Interest" of the Constitution and Bylaws is fully replaced with the attached document:

Section 10. Definitions

- A. **Covered Person:** All MDS Officers, Trustees, Committee members, and key employees (which shall include the Executive Director and all MDS managers/ directors, and assistant managers/ directors) of the Society shall be subject to this Bylaw and are hereby deemed a "Covered Person."
- B. **Conflict of Interest:** Arises when a) the personal, political, financial, or other interests of a Covered Person interfere or compete with the Society's mission statement, Bylaws, or interests, and b) such interest reduces the likelihood that the Covered Person's influence can be exercised impartially in accordance with the mission statement, Bylaws, or interests of the Society.
- C. **Conflicted Person:** The Covered Person that has a Conflict of Interest.

Section 20. Duty to disclose & record-keeping

A Covered Person must disclose the existence of any Conflict of Interest and all material fact, in writing, to the Board of Trustees (BOT) and the Ethics Committee, or recuse themselves prior to any direct or indirect action related to the conflict of interest.

Disclosures shall be sent to the Executive Director, who shall distribute the disclosure to the Board of Trustees and the Ethics Committee.

Disclosures shall be included as an attachment to the BOT and Ethics Committee meeting minutes in which the disclosure occurred. No disclosure may be made in Executive Session.

Section 30. Conflict of Interest Complaint:

Any MDS member may file a Conflict of Interest complaint. All complaints shall go to the Ethics Committee for evaluation and hearing, pursuant to Section VII of these Bylaws.

Section 40. Evaluating Conflict of Interest

The Ethics Committee shall have the duty to review Conflict of Interest disclosures and Conflicts of Interest complaints.

Procedure:

After receiving a written Conflict of Interest disclosure or a Conflict of Interest complaint, the Ethics Committee shall determine if there is a need to interview the Covered Person and/or obtain more information. An Interested Person shall have the right to address the Ethics Committee to address any potential conflict of interest. The Ethics Committee shall thereupon determine whether a Conflict of Interest exists and what limitations/discipline, if any, shall be applied to the Covered Person.

If the Ethics Committee, by majority vote, determines that a Conflict of Interest does not exist (or is insignificant), it shall report a determination that no limitation/ discipline is necessary for the Covered Person in its meeting minutes.

If the Ethics Committee, by majority vote, determines that a Conflict of Interest exists, it shall report a determination of what limitations/discipline, if any, are appropriate for the Covered Person in its meeting minutes. Additionally, a roll call vote shall be reported in the minutes.

Section 50. Imposed Limitations after Conflict of Interest Determination

The Ethics Committee may require the Conflicted Person to:

- A. Recuse themselves from meetings, voting, hiring, and any other appropriate recusal that neutralizes the Conflict of Interest.
- B. Step down from their position until the Conflict of Interest has been neutralized.
- C. Any other legal means of neutralizing the Conflict of Interest.

Section 60. Appeal to Board of Trustees

The determination of the Society's Ethics Committee may be appealed by the Conflicted Person to the Board of Trustees only in the event that the Ethics Committee determines (in writing) that the Board of Trustees does not have a Conflict of Interest in hearing the appeal. In the event that the Ethics Committee determines that the Board of Trustees has a Conflict of Interest in hearing the appeal, the Conflicted Person may appeal the determination of the Society's Ethics Committee to the House of Delegates (HOD) at the next meeting (or at a special HOD meeting called by the MDS President).

Section 70. Conflict of Interest Violations

If the Ethics Committee determines that an Interested Person has failed to disclose actual or possible Conflicts of Interest, or has failed to abide by a Conflict of Interest limitation imposed by the Ethics Committee, BOT, or HOD, the Ethics Committee shall follow the procedures outlined in Chapter VII of these Bylaws.

Section 80. Examples of Conflict of Interest:

The examples below represent an incomplete list of conflicts of interest. This list in no way limits the decisions of the Ethics Committee's determination of what a Conflict of Interest is. This list is provided only as a guide for members and Covered Persons.

- A. A Covered Person who receives compensation, directly or indirectly, from the Society is precluded from voting on matters pertaining to their own compensation. Additionally, potential for any indirect payment must be disclosed.
- B. A Covered Person who has had a complaint made against him/her is precluded from voting on matters adjudicating the complaint.
- C. A Covered Person who is empowered by these Bylaws is precluded from voting on interpretations of these Bylaws in a way that affects the powers of that Covered Person.
- D. A Covered Person who has been empowered by these Bylaws is precluded from using that power to enable or pressure any MDS member to participate in a Conflict of Interest.
- E. A Covered Person who has been empowered by these Bylaws is precluded from using that power to hide their own Conflict of Interest or any MDS member's Conflict of Interest.
- F. A Covered Person may not utilize Executive Session (of any committee or board) to hide any illegal act, including slander, unfair business practices, financial advantage, etc. Any such action in Executive Session shall be reported out to the Society's Ethics Committee by confidential letter, the author of which shall remain anonymous.

Section 90. Fiduciary Relationship & Pledge:

Each Covered Person has a fiduciary relationship with the Society, as prescribed by law and referenced in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedures.

The Pledge of each Covered Person shall be:

"In recognition of the privileges and responsibilities of serving as an Officer of the Massachusetts Dental Society; To discharge, to the best of my ability, my duties as described by the Bylaws of the Massachusetts Dental Society; To make decisions that are in the best interest of the public and dental profession; To faithfully represent the dentists of the Commonwealth in Massachusetts; To obey all state regulations pertaining to the practice of dentistry; To observe the Standards of Ethics of this Society."

Section 50. Imposed Limitations after Conflict of Interest Determination

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:

- a. ~~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.~~
- b. ~~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.~~
- c. ~~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.~~
- d. ~~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.~~
 - i. ~~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.~~
 - ii. ~~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

- a. ~~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.~~
- b. ~~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:~~

- c. ~~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~~
- d. ~~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:~~

- e. ~~has received a copy of this Policy;~~

June 2024-H *Approved as amended on the floor of the House*

Amendment to the *Constitution and Bylaws* Changing the Number of Delegates Allocated to Each District Dental Society and Changing the date by which the District active member numbers are calculated to determine the District's number of delegates.

Resolution No. 11-24H

Submitted by: The Board of Trustees

Financial Implication: To be determined

11-24B Resolved, that each District Dental Society be represented by at least 4 Delegates; and be it further

Resolved, that the calculation of active members in each district be made as of ~~June 30~~ December 31 (pending the passage of Resolution 7-24) of every year; and be it further;

Resolved, that one voting at-large student delegate, selected by the voting delegates appointed from each school, will be added to the student delegation to the MDS House of Delegates; and be it further

Resolved, that the *Constitution and Bylaws* be modified to reflect these changes.

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. The 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 will comprise the student delegation and shall be chosen annually by those students from their membership. 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 ~~3~~ 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 ~~June 30~~ December 31 of every odd numbered year the current 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.