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Resolution Number	Submitted By	Page	Board Recommendation
Resolution 1-25	Board of Trustees	1	Vote Yes
Resolution 2-25	Board of Trustees	2	Vote Yes
Resolution 3-25	Board of Trustees	5	Vote Yes
Resolution 4-25	Board of Trustees	7	Vote Yes
Resolution 5-25	Board of Trustees	12	Vote Yes
Resolution 6-25	Board of Trustees	13	Vote Yes
Resolution 7-25	Board of Trustees	19	Vote Yes
Resolution 8-25	Board of Trustees	21	Vote No
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June 2025-H

Approval of the MDS Operating Budget for Fiscal Year 2025-2026

Resolution No. 1

Submitted by: MDS Board of Trustees

Financial Implication: See Budget

Background: The Budget and Fiscal Planning Committee and the Board of Trustees have prepared a proposed budget for Fiscal Year 2025-2026. The detailed budget for the 12-month period from July 1, 2025 – June 30, 2026, is posted on the MDS website House of Delegates page.

Therefore, be it

1-25 Resolved, that the 2025-2026 MDS Annual Budget be approved.

Board Recommendation: Vote yes.

June 2025-H

Amendment to the *Constitution and Bylaws* changing number and the term of At-Large Trustees.

Resolution No. 2

Submitted by: The Board of Trustees

Financial Implication: \$4,000

Background: The current term of the At-Large Trustee is one year, with a maximum of two terms. It is the consensus that this is not enough time to gain the experience and knowledge to become a constructive member of the Board of Trustees.

The recent re-governance of the Massachusetts Dental Society cut the size of the Board of Trustees and House of Delegates by more than half. At the 2024 House of Delegates, the Delegates responded to the reduction in the numbers of delegates by modestly expanding the size of that governance body.

An increase to the Board of Trustees by one qualified member not bound by any geographic, demographic, or other limitation would benefit the Massachusetts Dental Society by allowing the Trustee Selection and Nominations Committee to complement the Board of Trustees with an individual deemed an asset in any given year.

Therefore, be it

2-25

Resolved, that the Board of Trustees and House of Delegates increase its number of At-Large Trustees from one to two, each being appointed in alternating years; and be it further

Resolved, that the term of At-Large Trustees be the same as the Regional Trustees.

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 Trustees; 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.

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 Trustees.
- H. It shall have the power to suspend or to remove an elected Officer consistent with the provisions of these *Bylaws*.

CHAPTER IV • BOARD OF TRUSTEES

Section 10. Composition

The Board of Trustees shall be composed of the elective Officers, six Regional Trustees, and ~~one~~ **two** At-Large Trustees. **The two At-Large Trustees shall be selected on alternating years. The first two-year At Large Trustee shall commence their term on July 1, 2026, and the second two-year At Large Trustee shall commence their term on July 1, 2027.** 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 Houser 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 **an** At-Large Trustee shall be ~~one~~ **two-years** and no At-Large Trustee may serve for more than **1 two-year terms** ~~and a cumulative total of three years.~~ **The At-Large Trustee cannot have previously served on the Board of Trustees in any capacity except as a Guest Board Member.**

Section 90. Board Stipend

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

Board Recommendation: Vote yes.

June 2025-H

Amendment to the *Constitution and Bylaws* changing the term of the members of the Trustee Selection and Nominations Committee and clarifying the role of the Speaker of the House

Resolution No. 3

Submitted by: The Board of Trustees

Financial Implication: None

Background: The current term of one year for a member of the Trustee Selection and Nomination Committee does not necessarily allow all members to gain experience with the function and responsibility of the committee.

Requests have also been made to eliminate any perceived ambiguity regarding the role of the Speaker of the House within the Committee.

Therefore, be it

3-25 Resolved, that the term of the members of the Trustee Selection and Nominations Committee be extended from one year to two, with a maximum of two terms; and be it further

Resolved, that the bylaws be amended to include the duty of the Speaker of the House after election of a chair.

CHAPTER VI • 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 **of their first year on this committee 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~~ as Chair until the election of a Chair. The Speaker shall then serve as an ex-officio non-voting member as reference on procedure. In the event the Speaker is unable to fulfill their duties to this Committee, the Secretary temporarily fills in as needed.

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~~ two-year term and may serve no more than ~~three~~ two terms, coinciding with the Regional Trustee terms.

Board recommendations: Vote yes.

June 2025-H

Amendment to the *Constitution and Bylaws* changing the charges of the Trustee Selection and Nominations Committee and its name to the Trustee Selection and Vetting Committee.

Resolution No. 4

Submitted by: The Board of Trustees

Financial Implication: None

Background: At the time of the re-governance of the Massachusetts Dental Society, the formation of a Trustee Selection and Nominations Committee was established to select Trustees and nominate a slate of elective officers from the pool of applicants. It was determined by the Board of Trustees that the current method of selecting Trustees is working well. However, the nomination of officers often does not align with the result of the will of the House of Delegates.

By modifying the mission of the Committee to a vetting process rather than a nomination process, the House of Delegates will be presented with a roster of all candidates for a contested election that have been deemed by the committee to meet the criteria as determined by the Board of Trustees, without a specific nominee.

Therefore, be it

4-25 Resolved, that the Trustee Selection and Nominations Committee evaluate the qualifications and eligibility of candidates for elective office of the Massachusetts Dental Society; and be it further

Resolved, that the Trustee Selection and Nominations Committee be changed to the Trustee Selection and Vetting Committee.

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~~ **Vetting** 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~~ **Vetting** 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~~ **Vetting** 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*.

CHAPTER III • 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~~ **Vetting** 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~~ **Vetting** 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~~ **Vetting** 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~~ **Vetting** Committee no later than 90 days prior to the Houser of Delegates each year. The At-Large Trustee shall be selected by the MDS Trustee Selection and ~~Nominations~~ **Vetting** 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 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~~ **Vetting** Committee shall review previously nominated candidates and select an At-Large Trustee to fulfill the remainder of the term.

CHAPTER V • ELECTIVE OFFICERS

Section 30. Nominations

~~Nominations~~ A list of eligible candidates shall be presented by the MDS Trustee Selection and ~~Nominations~~ **Vetting** Committee as provided in Chapter VI.

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~~ **Vetting** 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.

CHAPTER VI • COMMITTEES

*Section 80. MDS Trustee Selection and ~~Nominations~~ **Vetting** Committee*

- A. **Composition:** The MDS Trustee Selection and ~~Nominations~~ **Vetting** 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~~ **Vetting** 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~~ **Vetting** 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~~ **Vetting** 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~~ **Vetting** 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~~ **Vetting** 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 **process** and ~~nomination process~~ **assessment of eligibility**.
 - 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~~ **vetting** 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 ~~state of~~ **list of eligible** 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~~ **Vetting** 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~~ **deemed to be eligible** to be an Elective Officer shall have failed to pay their dues and special assessments by December 31, the Trustee Selection and ~~Nominations~~ **Vetting** Committee shall rescind such selection or ~~nomination~~ **eligibility** and shall immediately reconvene to select **a substitute** or ~~nominate a substitute~~ **confirm the ineligibility of an** individual, as applicable. The Trustee Selection and ~~Nominations~~ **Vetting** Committee shall immediately report to the House of Delegates such substitute selection or ~~nomination~~ **ineligibility**.

Board recommendations: Vote yes.

June 2025-H

Amendment to the *Constitution and Bylaws* Clarifying Voting Procedures

Resolution No. 5

Submitted by: The Board of Trustees

Financial Implication: None

Background: When voting is done by paper ballot, ample time needs to be allotted to allow for the mechanics of delegates to file in and out of the poll room and for the counting of the ballots. With electronic voting, the process and results are immediate, and it is not necessary to require polls to be open for at least one hour.

Additionally, the Bylaws assume that contested elections will have no more than three candidates. In the event that there are more than three candidates, voting should continue until one candidate achieves a majority vote.

Therefore, be it

5-25 Resolved, that if an election is done electronically, polls do not need to be open for at least one hour, nor is one half hour necessary after the report of the Trustee Selection and Nominations Committee before the opening of the polls; and be it further

Resolved, that contested elections, multiple ballots will proceed by the dropping of the candidates with the fewest number of votes.

CHAPTER III • 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, **unless voting is done electronically.** 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,~~ **candidates with the fewest number of votes shall be dropped. In the event there is a tie in the fewest number of votes, all candidates with the fewest number of votes will be dropped. This process shall be repeated until one candidate has received a majority of the votes.** ~~The report of the Trustee Selection and Nominations Committee shall be given at least one half hour before the opening of the polls~~

Board Recommendation: Vote yes.

June 2025-H

MDS Conflict of Interest Policy

Resolution No. 6

Submitted by: The Board of Trustees

Financial Implication: None

Background: At its 2024 meeting, the House of Delegates referred Resolution 10-24, which was the proposal of a revised Conflict of Interest Policy, back for further review. The Board of Trustees approved a new draft policy consistent with standard policies of other state dental societies, other non-profits, and legal scrutiny at its September meeting.

The Conflict of Interest Policy is currently part of the MDS *Constitution and Bylaws*, and as such needs to be reviewed by the House of Delegates. All other MDS policies are posted individually, making for quick and easy reference by the membership. This policy should also be transferred alongside the other policies.

Therefore, be it

6-25 Resolved, that the House of Delegates consider the new Conflict of Interest Policy; and be it further

Resolved, that the Conflict of Interest Policy be removed from the *Constitution and Bylaws* and be listed with the other MDS policies.

CHAPTER III • CONFLICT OF INTEREST

Section 1. 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, decision, or matter 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. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Constitution and Bylaws of the Society (the “**Bylaws**”).

Section 2. Definitions

A. “Conflict of Interest”: Arises when, in the judgment of the Board of Trustees as determined under the procedures set forth in Section 3B of this Policy:

1. The private or professional interests or activities (such as Covered Interests) of a Covered Person interfere or compete with the Society's interests;
2. 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;
3. A Covered Person has divided loyalties; and/or
4. A Covered Person uses their position with the Society, including, but not limited to, the use of any status or information gained through such position, for personal gain or advantage.

B. "Covered Interest": Exists when a Covered Person has directly, or indirectly through business, investment, or Family:

1. An ownership or investment interest in any Mutual Person;
2. A compensation arrangement with any Mutual Person;
3. A potential ownership or investment interest in, or potential compensation arrangement with, any Mutual Person;
4. 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;
5. An involvement with any dental organization, cause, or movement as an advocate, public representative, or spokesperson, including lobbying on behalf of such organization, cause, or movement; or
6. Any other private or professional relationship, position, interest, or engagement, whether commercial or non-commercial, that may raise a conflict of interest or impair such person's objectivity on matters affecting the Society.

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 Section 3B of this Policy, 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.

C. "Interested Person": Any Covered Person who has a direct or indirect Covered Interest.

D. "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.

E. “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.

Section 3. Procedures

A. 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 and/or Committee Chair, as applicable. The disclosure shall be made as promptly as possible upon such Interested Person’s knowledge of the existence of their Covered Interest, but in no event later than the commencement of any consideration or discussion by the Board of Trustees and/or applicable Committees of any matters giving rise to such Conflict of Interest.

B. 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 any matters if such Interested Person would ordinarily be permitted to participate in such matter 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 Section 5 of this Policy.

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

C. 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 3C:

1. Approving a Transaction or Arrangement Involving a Conflict of Interest

- 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, in their discretion, appoint a disinterested person or committee to investigate potential alternatives to the proposed transaction or arrangement. In the event the President is the Interested Person, the Vice President shall 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 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.

2. Resolving Other Conflicts of Interest. For all other Conflicts of Interest:

- The Interested Person shall not be present at any Board of Trustees or Committee meeting, as applicable, or any portion of any such meeting, during which the matter giving rise to the Conflict of Interest is being discussed, deliberated, and/or voted upon, nor shall the Board of Trustees or Committee Chair, as applicable, permit the Interested Person to vote on such matter.
- The Interested Person shall not attempt to intervene with or improperly influence any discussions, deliberations, or voting on the matter giving rise to the Conflict of Interest.
- The Interested Person shall not have access to any nonpublic information or materials relating to the matter giving rise to the Conflict of Interest.

- The Board of Trustees may determine, in its reasonable discretion, that the Conflict of Interest rises to a level that necessitates the Interested Person either to resign from their position(s) with the Society or Committee, as applicable, or to withdraw from such involvement, relationship, interest, or engagement that gives rise to the Conflict of Interest. If the Board of Trustees makes this determination, it shall ask the Interested Person to choose between resigning from their position(s) with the Society or Committee, as applicable, or to withdraw from such involvement, relationship, interest, or engagement that gives rise to the Conflict of Interest. If the Interested Person refuses either to resign from their position(s) with the Society or Committee, as applicable, or to withdraw from such involvement, relationship, interest, or engagement that gives rise to the Conflict of Interest, then the Board of Trustees may, in its discretion, undertake disciplinary and corrective action in accordance with the procedures set forth below.

D. Violations of the Policy

If the Board of Trustees has reasonable cause to believe that an Interested Person has (i) failed to disclose actual or possible Conflicts of Interest or (ii) violated any other terms of this Policy, including failure to abide by any procedures or remedies established by the Board of Trustees to address any Conflict of Interest, the Board of Trustees shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain their alleged failure.

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 (i) failed to disclose an actual or possible Conflict of Interest or (ii) violated any other terms of this Policy, the Board of Trustees shall take appropriate disciplinary and corrective action, including precluding the Interested Person from participating in the decision affected by the Conflict of Interest by majority vote of the Board of Trustees or by the Committee, as applicable, and as further provided in Section 4 below.

Section 4. Disciplinary and Corrective Action

If the Board of Trustees determines that an Interested Person has violated this Policy (including refusing to resign or withdraw as set forth above), the Board of Trustees may impose or initiate disciplinary and corrective actions in accordance with the procedures set forth in Chapter IV covering Trustees, Chapter V covering Elective Officers, and Chapter VII concerning Members.

Section 5. 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,

- the names of the persons who were present for discussions and/or votes relating to the transaction, arrangement, decision, or matter, the content of the discussion, including any alternatives to a proposed transaction or arrangement, and a record of any votes taken in connection therewith, and
- any disciplinary or corrective actions taken or proposed to be taken, and the names of the persons against whom such actions were or may be taken, to resolve any violation of the Policy.

Section 6. 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.

Section 7. 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 disclosed any Covered Interests,
- 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.

Section 8. Replacement of Existing Conflict of Interest Policy

This Policy is intended to serve as the governing Conflict of Interest Policy in accordance with the Board's power to establish rules and regulations to govern its organization and procedure. The Board, in accordance with the procedures and requirements of Chapter XI of the Bylaws, reserves the right to propose this Policy as an amendment to Chapter XIII of the Bylaws.

Board recommendation: Vote yes.

June 2025-H

Amendment to the *Constitution and Bylaws* Modifying the Appointment of Committee Assignments.

Resolution No. 7

Submitted by: The Board of Trustees

Financial Implication: None

Background: At the 2024 House of Delegates, the Board of Trustees had presented a resolution to enhance the committee appointment process by establishing a collaborative effort among the Board and the President. Debate surrounding the formation of a subcommittee to make the appointments resulted in a failure to modify the current process by falling one vote short of a 2/3 majority of the House of Delegates. The Board of Trustees recognizes and respects the passionate debate during the previous House of Delegates. That is why the Board is presenting a new resolution that should be consistent with the discussion at the House of Delegates.

Therefore, be it

7-25 Resolved, that the *Constitution and Bylaws* be amended to add the Board of Trustees approval to the committee appointment process

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, as needed, all Committees, Task Forces, and other work groups **with the approval of the Board of Trustees**, 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.

Board Recommendation: Vote yes.

June 2025-A

Resolution Name: Establishment of MDS Current Policies Manual

Resolution No. 8

Submitted by: Dental Practice Benefits Committee

Financial Implication: Under \$1000

Background: The ADA House of Delegates lays out various ADA national policy goals using the ADA Current Policies Manual. It is a tool for the ADA. If the Massachusetts Dental Society mimics the ADA by creating an MDS Current Policies Manual, it could be used to show legislators, insurers, and state officers what the Society supports and does not support. The manual would also communicate the voice of members (represented by HOD delegates) to guide the MDS staff and Board of Trustees in its strategic planning and policies.

Therefore be it,

8-25 Resolved, that an MDS Current Policies Manual is hereby created, and all future HOD approved policies will be incorporated or removed only by HOD majority vote; and be it further

Resolved, that the following modifications will be made to the MDS Constitution & Bylaws.

CHAPTER III • HOUSE OF DELEGATES

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 **establish, edit, and remove MDS Current Policies (to be kept in the MDS Current Policies Manual), and the power to** ratify, edit or remove all **BOT** 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*.

CHAPTER IV • BOARD OF TRUSTEES

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 **not inconsistent with the MDS Current Policies Manual**, 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~~ **the MDS Current Policies Manual** 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.
- N. To support and comply with the MDS Current Policies Manual.

Board Recommendation: Vote No.

Record of MDS Board of Trustees Roll Call Votes Resolutions to the 2025 House of Delegates

Note from the MDS Secretary: At its March 14, 2025, meeting the MDS Board of Trustees voted that Resolutions two and four* would be submitted to the House of Delegates with a recommendation to vote yes.

At its May 23, 2025, meeting, the Board of Trustees voted that all resolutions reviewed by the Board from this meeting forward would have a roll call vote provided. Resolutions one, three, and five – eight were considered after that Board action and the roll call votes of the Board for those resolutions are listed below.

Position	Full Name	Resolution 1
President	Dr. Abe Abdulwaheed	Votes only in event of a tie.
Vice President	Dr. Steve Spitz	Yes
Secretary	Dr. Maritza Morell	Was Not Present.
Speaker of the House	Dr. David Samuels	Without power to vote.
Treasurer	Dr. Jennifer R. Korzeb	Without power to vote.
Executive Director	Kevin Monteiro	Without power to vote.
Region 1 Trustee	Dr. Colleen Chambers	Yes
Region 2 Trustee	Dr. Brian McDowell	Yes
Region 3 Trustee	Dr. Jeffrey R. Karen	Yes
Region 4 Trustee	Dr. Mary C. DeMello	Yes
Region 5 Trustee	Dr. Dylan Weber	Yes
Region 6 Trustee	Dr. Albert Sandler	Yes
At-Large Trustee	Dr. Todd Belfbecker	Yes

Position	Full Name	Resolution 3
President	Dr. Abe Abdulwaheed	Votes only in event of a tie.
Vice President	Dr. Steve Spitz	Yes
Secretary	Dr. Maritza Morell	Was Not Present.
Speaker of the House	Dr. David Samuels	Without power to vote.
Treasurer	Dr. Jennifer R. Korzeb	Without power to vote.
Executive Director	Kevin Monteiro	Without power to vote.
Region 1 Trustee	Dr. Colleen Chambers	Yes
Region 2 Trustee	Dr. Brian McDowell	Yes
Region 3 Trustee	Dr. Jeffrey R. Karen	Yes
Region 4 Trustee	Dr. Mary C. DeMello	Yes
Region 5 Trustee	Dr. Dylan Weber	Yes
Region 6 Trustee	Dr. Albert Sandler	Yes
At-Large Trustee	Dr. Todd Belfbecker	Yes

Position	Full Name	Resolution 5
President	Dr. Abe Abdulwaheed	Votes only in event of a tie.
Vice President	Dr. Steve Spitz	Yes
Secretary	Dr. Maritza Morell	Was Not Present.
Speaker of the House	Dr. David Samuels	Without power to vote.
Treasurer	Dr. Jennifer R. Korzeb	Without power to vote.
Executive Director	Kevin Monteiro	Without power to vote.
Region 1 Trustee	Dr. Colleen Chambers	Yes
Region 2 Trustee	Dr. Brian McDowell	Yes
Region 3 Trustee	Dr. Jeffrey R. Karen	Yes
Region 4 Trustee	Dr. Mary C. DeMello	Yes
Region 5 Trustee	Dr. Dylan Weber	Yes
Region 6 Trustee	Dr. Albert Sandler	Yes
At-Large Trustee	Dr. Todd Belfbecker	Yes

Position	Full Name	Resolution 6
President	Dr. Abe Abdulwaheed	Votes only in event of a tie.
Vice President	Dr. Steve Spitz	Yes
Secretary	Dr. Maritza Morell	Was Not Present.
Speaker of the House	Dr. David Samuels	Without power to vote.
Treasurer	Dr. Jennifer R. Korzeb	Without power to vote.
Executive Director	Kevin Monteiro	Without power to vote.
Region 1 Trustee	Dr. Colleen Chambers	Yes
Region 2 Trustee	Dr. Brian McDowell	Yes
Region 3 Trustee	Dr. Jeffrey R. Karen	Yes
Region 4 Trustee	Dr. Mary C. DeMello	Yes
Region 5 Trustee	Dr. Dylan Weber	Yes
Region 6 Trustee	Dr. Albert Sandler	Yes
At-Large Trustee	Dr. Todd Belfbecker	Yes

Position	Full Name	Resolution 7
President	Dr. Abe Abdulwaheed	Votes only in event of a tie.
Vice President	Dr. Steve Spitz	No
Secretary	Dr. Maritza Morell	Was Not Present.
Speaker of the House	Dr. David Samuels	Without power to vote.
Treasurer	Dr. Jennifer R. Korzeb	Without power to vote.
Executive Director	Kevin Monteiro	Without power to vote.
Region 1 Trustee	Dr. Colleen Chambers	Yes
Region 2 Trustee	Dr. Brian McDowell	No
Region 3 Trustee	Dr. Jeffrey R. Karen	No
Region 4 Trustee	Dr. Mary C. DeMello	Yes
Region 5 Trustee	Dr. Dylan Weber	Yes
Region 6 Trustee	Dr. Albert Sandler	Yes
At-Large Trustee	Dr. Todd Belfbecker	Yes

Position	Full Name	Resolution 8
President	Dr. Abe Abdulwaheed	Votes only in event of a tie.
Vice President	Dr. Steve Spitz	Yes
Secretary	Dr. Maritza Morell	No
Speaker of the House	Dr. David Samuels	Without power to vote.
Treasurer	Dr. Jennifer R. Korzeb	Without power to vote.
Executive Director	Kevin Monteiro	Without power to vote.
Region 1 Trustee	Dr. Colleen Chambers	No
Region 2 Trustee	Dr. Brian McDowell	No
Region 3 Trustee	Dr. Jeffrey R. Karen	Yes
Region 4 Trustee	Dr. Mary C. DeMello	No
Region 5 Trustee	Dr. Dylan Weber	Yes
Region 6 Trustee	Dr. Albert Sandler	No
At-Large Trustee	Dr. Todd Belfbecker	No

*Resolution numbers were populated after all resolutions had been reviewed by the Board.