

Northwest Louisiana Dental Association Bylaws
(January 2019)

I. Article I – NAME

The name of this District Association shall be the “Northwest Louisiana Dental Association,” hereinafter referred to as “the association” or “this association”.

II. Article II – OBJECT

The object of this association shall be to encourage the improvement of the health of the public, to protect the health of the public, and to promote the art and science of dentistry.

III. Article III – MEMBERSHIP

A. CLASSIFICATION AND ELECTION

1. SECTION 10: MEMBERSHIP

- i. Membership in this Association shall consist of such classes of membership as may be provided in the bylaws.

2. SECTION 20: CLASSIFICATIONS

- i. The Membership of this Association shall be composed of the following Classifications:
 - 1) Active Members
 - 2) Life Members
 - 3) Graduate Student Members
 - 4) Retired Members
 - 5) Honorary Members
 - 6) Suspended Members

3. Section 30: ACTIVE MEMBER DEFINITION

- i. Dentists who are legally and ethically practicing their profession within the boundaries of the Northwest Louisiana Dental Association shall be eligible for Active Membership in this Association.
- ii. The boundaries of the NWLDA are the following parishes:
 - 1) Caddo
 - 2) Bossier
 - 3) Webster
 - 4) Claiborne
 - 5) Bienville
 - 6) Red River
 - 7) De Soto
- iii. Active membership in this Association, being a component of the Louisiana Dental Association (LDA) and a constituent of the American Dental Association (ADA), makes one a member of the LDA and ADA.

4. Section 40: APPLICATION FOR ACTIVE MEMBERSHIP

- i. Application for Active Membership must be made by application to the LDA.

- ii. The application process for this Association occurs at regular or special meetings on application forms provided and furnished by the LDA. The application must be signed by the applicant and recommended by two (2) members of this Association.
- iii. The application shall thereafter be referred to the Board of Directors for investigation, after which it shall be referred to the association with the board's recommendation for balloting at a subsequent meeting of the Association.
- iv. At the recommendation of the board, the vote shall be held at a subsequent meeting by the Association. The vote may be held by secret ballot if requested. An affirmative seventy-five percent (75%) of the votes cast constitutes election into the Association.
- v. Transfer of membership into this Association shall be accomplished in the above same manner, except that yearly dues will be set by the Board of Directors.

5. Section 50: LIFE MEMBER DEFINITION

- i. Any Active Member of this Association, in good standing, that has been a member for 30 consecutive years and is at least 65 years old is eligible to become a Life Member.
- ii. An Active Member, in good standing, that has had a break in membership may be eligible for Life Membership if he or she has been a member for 40 years total and is at least 65 years old.
- iii. Life Members are eligible to receive a discount on membership dues as per the ADA and LDA bylaws.
- iv. Active Members eligible for Life Membership shall be notified of their eligibility from the ADA by mail.

6. Section 60: GRADUATE STUDENT MEMBER DEFINITION

- i. Any active member of this Association, in good standing, engaged full-time in an advanced training internship or residency program approved by the Council of Dental Education of the ADA may become a Graduate Student Member.
- ii. Application shall be required for classification as a Graduate Student Member.
- iii. This classification shall extend for no more than three (3) years for each individual dentist.
- iv. Graduate Student Members may, upon application and approval, be eligible for election as an Active Member.

7. Section 70: RETIRED MEMBER DEFINITION

- i. Retired Membership may be conferred on members of this Association in good standing who retire from the practice of dentistry.
- ii. The name of the candidate for Retired Membership shall be presented to the Board of Directors by five (5) Active Members. The Board, after satisfying itself that such proposed retired member has the requisite qualifications for election, shall present the application to the membership for a vote.
- iii. An affirmative seventy-five percent (75%) vote of all ballots cast shall be necessary to elect an applicant into this classification.

- iv. A member in good standing who is totally disabled for a period of one (1) year and is unable to engage in the duties of the dental profession shall be eligible for Retired Membership for the period of such disability.
 - v. Retired Members shall be eligible for reinstatement as an Active Member.
8. Section 80: HONORARY MEMBER DEFINITION
- i. Honorary Membership may be conferred on persons who have done any one or more of the following:
 - 1) Made valuable contribution to the arts and sciences pertaining to dentistry.
 - 2) Have rendered important services pertaining to dentistry.
 - 3) Have rendered important services to the dental profession.
 - ii. The name of a candidate for honorary membership shall be presented to the Board of Directors by five (5) Active Members.
 - iii. The Board, after satisfying itself that such proposed Honorary Member has the qualifications as prescribed above, shall refer the candidate to the Association for election.
 - iv. An affirmative seventy-five percent (75%) of all ballots cast shall be necessary to elect an applicant into this classification.
9. Section 90: SUSPENDED MEMBER DEFINITION
- i. Suspended membership may be imposed on those members that have undergone disciplinary action by the NWLDA as found in Article XII.
 - ii. Suspended Members shall be stripped of their allowance to vote or hold office in this Association until reinstated in accordance with these bylaws.
10. Section 100: RIGHTS OF MEMBERSHIP
- i. All voting power, privilege of holding office, and property rights of the membership of this Association shall be vested in Active and Life Members, completely excluding of all other classifications and / or types of membership in this Association.
 - ii. Honorary Members and Graduate Student Members have the privilege of the floor.
 - iii. No suspended Member shall be allowed to vote or hold office in this Association until reinstated in accordance with these bylaws.
 - iv. Any Member of any classification may resign from this Association by so notifying the Secretary in writing, provided his or her dues and assessments are paid for the year during which his resignation is received.

IV. ARTICLE IV – DUES AND REINSTATEMENT

A. Section 10:

- 1. Annual dues shall be paid to the Treasurer of the LDA, and shall be in the amount currently stipulated by a vote of the membership, plus currently stipulated dues of the LDA and the ADA.
- 2. Annual dues are payable on the first day of January.
- 3. Immediately on receipt of a Member's dues, the Treasurer of the LDA shall remit to this Association their portion and the ADA their portion.

B. Section 20:

1. There shall be no annual dues collected for this Association from those dentists who become Members in the year of their graduation or on completion of advanced training as specified in Article III, Section 60.
 2. For the following year they shall pay only the amount of dues or assessment levied by the ADA and this Association. No LDA dues are required.
 3. This exemption may be granted to a Member only once.
- C. Section 30:
1. A Member whose dues have not been received by the Treasurer of the Association by March 31st of the current year shall cease to be a member of this Association.
- D. Section 40:
1. A Member who has been dropped from the rolls for non-payment of dues may be reinstated within one year without re-application, subject to the approval of the Board of Directors.
 2. After one year, the applicant must follow application procedures found in Article III, Section 40.
- E. Section 50:
1. A Member of this Association, while receiving assistance from the Relief Fund of this Association, shall be exempt from payment of dues and shall be considered to be in good standing during the period of such assistance.
- F. Section 60:
1. A Member of this Association who is totally disabled for a period of one (1) year, is unable to engage in the duties of the dental profession, and who is a member in good standing at the time total disability was incurred, shall be exempt from the payment of dues.
 2. In order to receive entitlement to dues exemption, a Member shall submit a medical certificate attesting total disability to the Association.
- G. Section 70:
1. Any member of this Association engaged in Active Service in the Armed Forces of the United States shall be relieved of the payment of dues to this Association.
 2. This suspension of dues shall not constitute a lapse in membership in any respect, and shall only apply to those members in Active Service, not including a period of Voluntary Extended Service.
- H. Section 80:
1. Life Members shall be exempt from all dues other than those that may be levied by the ADA and the LDA.
 2. Graduate Student Members, Honorary Members, and Retired members shall be exempt from all dues and assessments of this Association.
- V. ARTICLE IV – PRIVILEGES
- A. Section 10:
1. Active Members in good standing shall be entitled to all privileges and services provided by the Association, the right to vote at annual or special sessions of the General Assembly, and shall be eligible for election or appointment to any office, committee, council, board, or similar position in the Association, except as hereinafter provided.

2. Life Members in good standing shall be entitled to all rights and privileges of an Active Member.
3. Graduate Student Members, Retired Members, and Honorary Members shall be entitled to all privileges and services provided by the Association except the right to vote or election to any office.
4. Suspended Members are not entitled to any privileges and services provided by the Association, nor are they eligible for election or appointment to any office.

VI. ARTICLE IV – BOARD OF DIRECTORS

A. Section 10:

1. The Board of Directors shall consist of:

- i. The officers of this Association including:
 - 1) President
 - 2) President-Elect
 - 3) Treasurer
 - 4) Secretary
- ii. The Immediate Past President of this Association
- iii. One elected Active Member of this Association
- iv. The Active Member elected to the Board of Directors of the LDA
- v. The Active Member elected to the Board of Directors of the LDA's Alternate

B. Section 20:

1. The Board of Directors shall meet at the call of the President of the Association.
2. The President shall call a special meeting at the written request of three (3) members of the Board of Directors.

C. Section 30:

1. If fifty percent (50%) or the Members of the Board of Directors are present at a meeting, it shall constitute a Quorum. A majority of those present shall be required for any election.

D. Section 40:

1. The Board of Directors need not physically meet, but may act and vote by mail, e-mail, telephone, text, or other method as the Board may deem satisfactory.
2. In the event that the Board does not physically meet, a majority vote of the entire Board must be obtained to deem alternative communication acceptable.

E. Section 50:

1. The Board of Directors shall transact all business of this Association.
2. At any session, the General Assembly may instruct the Board on any specific matters.
3. At special sessions, the General Assembly may instruct the Board with regard to matters for which the meeting was called.
4. The Board of Directors shall pass on all expenditures of all moneys belonging to this Association.
5. The Board of Directors may authorize certain officers or committees to expend money for specific purposes and the routine expense of this Association.
6. The Board of Directors shall have full control of all trust funds of this Association. Investment of trust funds shall only be made in such securities as are acceptable to trust estates and savings banks under the laws of the State of Louisiana.

7. The Board of Directors shall act as an appeal tribunal in all matters pertaining to discipline of members by the Ethics Committee.
8. The Board of Directors shall examine into the moral and professional standing of all applicants for membership and report upon the same. It shall approve and recommend Life Membership on all eligible Members to the Board of Directors of the LDA.
9. The Board of Directors shall approve or disapprove of all nominations to committees and temporary appointments made by the chair.

VII. ARTICLE VII – OFFICERS AND THEIR DUTIES

A. Section 10:

1. The President shall preside at all meetings of this Association and of the Board of Directors, and shall perform all the duties usually devolving on a presiding officer.
2. He or she shall be an ex-officio member of all committees.
3. The President shall not vote except in case of a tie.

B. Section 20:

1. The President-Elect shall serve as a member on the Board of Directors.
2. He or she shall assume the duties of the President, and shall act for and in place of the President in the event of his or her death, resignation, absence, or inability to act.

C. Section 30:

1. The Secretary shall perform all duties usually devolving on such an officer.
2. He or she shall make a short report of the deliberations of the Board of Directors at each regular meeting of the Association.
3. He or she shall send to the Secretary of the LDA, within one month after the election of officers, a list of all officers and members of the Board of Directors, designating the Board members who are directors for the LDA.
4. He or she shall notify the Secretary of the LDA and / or the ADA:
 - i. The names of all who become Life Members.
 - ii. Any action taken by this Association that affects an individual's standing in either organization.
5. Within ten (10) days of election, notify applicants of their status by writing.
 - i. Those applicants elected to Active, Life, and Honorary Membership shall be notified and provided a copy of the bylaws of the Association.
 - ii. Those applicants failing election to membership shall be notified of the decision of the General Assembly.
6. He or she shall notify Chairmen and all committees of their appointment to their respective positions within a reasonable time.
7. He or she shall preside over official correspondence for the Association.
8. Upon the date of his or her termination of office, present a written, signed report of all records and other property of the Association in his or her possession. He or she shall have them orderly arranged and turned over to his or her successor or to the Board of Directors. Any digital property, including websites, email addresses, mailing lists, etc. shall not be excluded in relinquishment of possession to his or her successor or the Board of Directors.

D. Section 40:

1. The Treasurer shall perform all duties usually devolving on such an officer.

2. He or she shall keep account books in accordance with the uniform accounting system set up by the LDA.
3. He or she shall notify Members of the time and place for the payment of all dues or assessments, notify those suspended, and those in arrears.
4. He or she shall sign all checks for monies drawn from the Association's treasury upon order of the President.
5. He shall give a bond in an amount required by the Board of Directors and perform such other duties as are prescribed by the Board of Directors of by these bylaws.

VIII. ARTICLE VIII – GENERAL ASSEMBLY

A. Section 10:

1. The General Assembly shall be composed of the general membership of this Association in regular or special sessions.
2. Voting shall be restricted to Active and Life Members of the Association at business meetings of the General Assembly.

B. Section 20:

1. This Association shall meet on the second Tuesday of each month. Changes of date may be authorized by the Board of Directors.
2. The November meeting is hereby designated as the Annual Meeting.

C. Section 30:

1. Special Meetings may be called by the Board of Directors or the President.

D. Section 40:

1. Twelve (12) Members shall be necessary to constitute a Quorum for regular or special meetings of the General Assembly.

E. Section 50:

1. The Order of Business at each General Assembly shall be as follows:
 - i. Meeting call to order by the President.
 - ii. Recognition of guests.
 - iii. Reading and disposal of the minutes of the previous meeting.
 - iv. Communications received and sent by the Secretary.
 - v. Proposals for Membership.
 - vi. Election of Members that have received a recommendation by the Board of Directors.
 - vii. Reports of Officers, Board of Directors, and Committees.
 - viii. Unfinished Business
 - ix. New Business
 - x. Election of Officers and Board Members
 - xi. Installation of Officers and Board Members
 - xii. Scientific Program
 - xiii. Adjournment
2. The Order of Business may be changed by a majority vote.
3. Scientific Meetings
 - i. No clinics shall be permitted in the professional clinic room at any meeting of this Association where the nature of the clinic might be construed as an

advertisement or apparatus or service to dentists in which the clinician has a financial interest.

- ii. Any article shall not be offered for sale.
- iii. Solicitation to purchase shall not be permitted.
- iv. Articles for sale or solicitation may be permitted by a special permission from the Board of Directors.
- v. No person shall be allowed to give a clinic under the auspice of this Association unless he or she is a member of some reputable professional or scientific society, or a person of known scientific ability.

F. Section 60:

1. The General Assembly shall have the power to:

- i. Enact, amend, or repeal the bylaws or Articles of these bylaws as required.
- ii. Adopt and amend the Principles of Ethics for governing the professional conduct of the members of this Association.
- iii. Elect Life, Honorary, and Retired Members of this Association.
- iv. Approve all memorials, resolutions, or opinions in the name of the Northwest LDA.
- v. Instruct the Board of Directors at regular meetings on any specific matter, and instruct the Board of Directors at special meetings with regard to matters for which the meeting was called.
- vi. Elect those officers as are provided for in these bylaws.

G. Section 70:

1. Admission to all business meetings and scientific meetings of the General Assembly shall be limited to Members and such other persons as approved by the Board of Directors.

IX. ARTICLE IX – NOMINATIONS AND ELECTIONS OF OFFICERS AND BOARD MEMBERS

A. Section 10:

1. The Nominating Committee shall consist of:

- i. President
- ii. President-Elect
- iii. Secretary
- iv. One (1) other Active Member
 - 1) This Active Member's duty shall be, upon all occasions requiring an election, to nominate in writing:
 - i. Officers
 - ii. Members of the Board of Directors
 - iii. Members of the Board of Directors of the LDA, who shall have consented to be candidates

2. Nominations for office may be made in writing by five (5) Active Members in good standing. This written nomination must be signed by all five Members.

3. Should all nominees for any one office decline, or if none are made, nominations from the floor may be made at the election meeting.

B. Section 20:

1. All officers are to be elected annually at the Annual meeting, held in November, and shall serve for one year or until their successors are duly elected and installed.
2. One member shall be elected every even numbered year for a term of two (2) years to serve on the Board of Directors of the LDA. An alternate for this position shall also be elected.
3. Election shall be carried by majority vote.
4. Vacancies occurring in any elective office during the year shall be filled by a temporary appointment by the President, unless an election is ordered by the Board of Directors.
5. No member shall hold dual office in this Association.

X. ARTICLE X – COMMITTEES

A. Section 10:

1. The Board of Directors shall establish such committees, along with their duties, as are necessary to the functioning of this Association.

B. Section 20:

1. Except as otherwise provided herein, the President shall appoint to all committees, subject to approval of the Board of Directors.

C. Section 30:

1. The Chairman of each committee shall submit a written annual report to the Board of Directors at the meeting prior to the Annual Meeting or whenever requested by the Board. Copies of all fiscal correspondence shall be sent to the Secretary.

XI. ARTICLE XI – CODE OF ETHICS

A. Section 10:

1. The Code of Ethics of the ADA has been adopted by the Northwest LDA as the Code of Ethics for this Association.

XII. ARTICLE XII – JUDICIAL PROCEDURE, CHARGES, AND APPEALS

A. Section 10:

1. The professional conduct of a member of this Association shall be governed by the Code of Ethics of the ADA.

B. Section 20:

1. A member may be subject to discipline by this Association if his or her conduct fulfills any of the following:

- i. Having been found guilty of a felony.
- ii. Having been found guilty of violating the Dental Practice Act of Louisiana.
- iii. Violating the bylaws of this Association.
- iv. Violating the Code of Ethics of the ADA.

2. Before a disciplinary penalty is invoked against a Member, the following Disciplinary Proceedings shall be followed:

i. CHARGES

- 1) Any persons may bring a charge against a Member of this Association by filing with the Secretary a written statement of the charges, signed by the complainant.
- 2) The Secretary shall refer this statement to the Committee on Ethics and Professional Relations, which shall investigate the charges and report to the Board of Directors in writing, together with their recommendations.

- 3) If the Board of Directors considers the report of the committee, and such evidence as it may wish to consider, sufficient to require disciplinary action, it shall call a special meeting of the Members of this Association to consider the charges.
- ii. NOTICE
- 1) The Board of Directors shall notify the accused Member of the charges brought against him or her and of the time and place of the special meeting.
 - 2) Such notice shall be sent in writing by registered mail, addressed to his or her last known address, and mailed not less than thirty (30) days prior to the date set for the special meeting.
 - 3) The written charges shall include:
 - i. An official certified copy of the alleged felonious conviction or determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been violated.
 - ii. A description of the conduct alleged to constitute such violation.
- iii. HEARING / SPECIAL MEETING
- 1) The Board of Directors shall appoint a Member of this Association to present the evidence at the special meeting of the membership.
 - 2) The accused Member, at his or her own expense, shall be entitled to arrange for the services of a Court Reporter to transcribe the hearing.
- iv. DECISION
- 1) This Association, after hearing the evidence, may render any one of the following decisions:
 - i. Censure
 - ii. Suspension
 - iii. Expel
 - iv. Exonerate
 - 2) A majority vote of those present and eligible for voting at the special meeting is required to censure, suspend, or expel the Member.
 - 3) If the Association fails to act on the evidence submitted or fails to censure, suspend, or expel the accused member, he or she shall stand exonerated.
 - 4) Every decision which shall result in censure, suspension, or expulsion shall be reduced to writing and shall specify:
 - i. The charges made against the member
 - ii. The facts which substantiate any or all of the charges
 - iii. The verdict rendered
 - iv. The penalty imposed
 - 5) The accused Member shall be mailed a notice of the decision as detailed above, as well as notifying the Member of his right to appeal the decision.
 - 6) Within ten (10) days of the date on which the decision is rendered, the Secretary shall send a copy of the decision as detailed above by registered mail to the last known address of each of the following parties:
 - i. The accused Member

- ii. The Secretary-Treasurer of the LDA
- iii. The Chairman of the Judicial Council of the ADA
- iv. The Secretary of the ADA
- v. APPEALS
 - 1) An accused Member under sentence of censure, suspension, expulsion, or rejection of transfer of membership shall have a right to appeal to the Board of Directors of the LDA by filing an appeal in affidavit form with the Secretary-Treasurer of the LDA within thirty (30) days after such sentence has been rendered.
 - 2) Every party to an appeal shall be entitled to submit a brief in support of his, hers, or its position.
 - 3) The accused Member initiating the appeal shall submit his or her brief to the Secretary-Treasurer of the LDA within ninety (90) days from the date upon which the decision appealed from was rendered.
- vi. REINSTATEMENT FROM SUSPENSION
 - 1) A Member may be qualified for reinstatement following suspension from this Association according to the sentence provided by the Association or the LDA, whichever is more severe.
 - 2) If reinstatement terminology is not specified, a Suspended Member may apply for reinstatement by formal request by registered mail to the Secretary- Treasurer 1 year after suspension has occurred.
 - 3) Upon receipt of the request for reinstatement, the Board of Directors shall convene and provide an approval or denial recommendation of the reinstatement within 90 days.
 - 4) If approved, the Board of Directors shall provide their recommendation to the General Assembly at the next available meeting following their recommendation.
 - 5) The General Assembly shall be allowed to consider the application and shall vote at the meeting immediately following that meeting which provided the recommendation from the Board of Directors.

XIII. ARTICLE XIII – INDEMNIFICATION

A. Section 10:

1. The Association shall indemnify and hold harmless each elective office and any responsible representative acting under the direction of the Board of Directors now or hereafter serving the Association from and against any and all claims and liabilities to which he or she may be or become subject by reason of his or her now and hereinafter being or having heretofore been an elective officer or responsible representative of the Association for all legal and other expenses reasonably incurred by him or her in connection with defending against any such claims or liabilities; provided, however, that no elective officer or responsible representative shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his or her own negligence or willful misconduct.
2. The foregoing rights of elective officers or responsible representatives shall not be exclusive of other rights to which they may be entitled lawfully.

XIV. ARTICLE XIV – RULES OF ORDER

A. Section 10:

1. Sturgis' Standard Code of Parliamentary Procedure shall govern this Association on all points of Parliamentary Law not covered by the Article of Incorporation and the bylaws.
2. A copy of said book shall be provided by the Secretary at all meetings of either the Board of Directors or of the Association.

XV. ARTICLE XV – AMENDMENTS

A. Section 10:

1. These bylaws may be repealed or amended at any duly convened session of the Association, by an affirmative two-thirds (2/3) vote of the Members present and eligible for voting.
2. The resolution to repeal or amend must be submitted in writing at the previous session, or written notice thereof mailed to the Members of the Association with the approval of the Board of Directors or by any three (3) Members at their own expense.
3. Any resolution to repeal or amend must be submitted at least ten (10) days prior to the meeting of the Association at which the vote is taken.