

BYLAWS

OF THE

Greater Dane Dental Society

**A COMPONENT OF THE
WISCONSIN DENTAL ASSOCIATION, INC.**

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BYLAWS

Chapter I - Membership

Section 10. Classifications.

Membership classes and the qualifications for each class of Component membership shall be the same as the membership classes and qualifications of the Wisconsin Dental Association, Inc. ("WDA").

Section 20. Good Standing.

Any member who has paid his or her dues and who has not been suspended or expelled from the Component shall be considered in good standing.

Section 30. Disciplinary Proceedings.

Any member who, as the result of disciplinary proceedings before the WDA is suspended, expelled, or otherwise disciplined, shall be similarly sanctioned by the Component. The Principles of Ethics for the WDA (the "Principles") shall be the Principles of Ethics of this Component and shall be used by the Component for the resolution of any matter relating to purported ethical violations.

Chapter II – Relation to Wisconsin Dental Association, Other Components

Section 10. General.

The Greater Dane Dental Society is a component of the WDA. The Component shall comply with the requirements of the WDA and federal, state, and local law. The bylaws of the Component shall in no way conflict with the WDA Bylaws and/or policies and any conflicting bylaws shall be governed by the WDA bylaws.

Section 20. Region.

A member in good standing of this Component will be a member of the Region 5 - Southwest Region. Each Region is entitled to two (2) regional trustees on the WDA Board of Trustees to be elected in accordance with the WDA bylaws ("Regional Trustees").

Section 30. Choice of Component Society.

A dentist shall hold membership in the component society of his or her choice. A dentist will, by default, belong to the component where the member is employed or practices. When a Component member in good standing changes components, the member's name may be transferred without further payment of dues for that particular year to the roster of the transferred component.

Section 40. Membership Roster.

The WDA will supply a current list of component members to each component Board. It is the component's responsibility to update the roster throughout a membership year and keep the WDA advised of changes. An annual report of the roster, according to membership classification, shall be submitted to the Executive Director of the WDA in the fall.

Chapter III – Delegates to the House

Section 10. Composition; Terms.

This Component shall annually certify delegates and alternate delegates to the WDA House of Delegates (the "House") in accordance with such standards and procedures as are prescribed by the WDA. The terms of delegates shall be one (1) year and the number of terms allowed to serve will be set by the Component Board of Directors.

Section 20. Eligibility.

Members currently in good standing in the Component and meeting delegate qualification requirements of the WDA shall be eligible for certification as delegates to the House. No voting member of the WDA Board of Trustees shall be eligible to serve in the House.

Section 30. Representation Rules.

The Component shall file a list of the names of its delegates and alternates with the WDA at least ninety (90) days prior to any meeting of the House.

Section 40. Representation.

This Component shall be entitled to representation at the House of Delegates as set by the WDA Bylaws; Chapter III – House of Delegates, Section 40, Representation.

Section 50. Vacancies.

In the event this Component is unable to fill its delegate allotment, WDA Bylaws state that the seats may be filled by alternate delegates from other component societies within its Region. If all alternate delegates have been assigned and a vacancy still occurs, the Regional Trustees may appoint an active, life or retired member in good standing from any component society within their Region to serve in the House in order to achieve a full delegation. If a component is unable to fill its delegation from within its Region, it may request the House to approve the sitting of members from the student delegation, Region 6, with its delegation.

Chapter IV – Members' Meeting

Section 10. Annual Stakeholders Meeting.

The Annual Stakeholders Meeting of Component members shall be held in October as close to the second Tuesday of the month as possible. Notices of the meeting should be communicated in person, by telephone, facsimile, e-mail or other form of wire or wireless communication at least thirty (30) days before the meeting. The annual meeting shall be for the purpose of electing Directors (trustees) of the Component and for the transaction of such other business as may come before the meeting.

Section 20. Special Meeting.

Special meetings of the Component members may be called by the President of the Component or at least ten percent (10%) of all Voting Member dentists as evidenced by their signing, dating, and delivering to the President one (1) or more petitions describing one (1) or more purposes for which the special meeting is to be held. Notices of the special meeting should be communicated in person, by telephone, facsimile, e-mail or other form of wire or wireless communication at least sixty (60) days before the meeting and shall state the purpose of the special meeting.

Section 30. Right to Vote.

A "Voting Member" shall mean any person accepted for membership in the Component and in good standing as a member in a membership class eligible to vote at Component meetings. Membership classes eligible to vote shall be member dentists in good standing except affiliate, honorary, associate and dental hygienist members.

Section 40. Quorum and Voting.

- A. Annual Stakeholders Meeting: At the annual meeting of Component members, the number of Voting Members present at such meeting shall be deemed to be a quorum.
- B. Special Meeting. At any special meeting of Component members a quorum shall be deemed present if at least twenty-five percent (25%) of the Component's Member Dentists are in attendance. A special meeting is defined as a meeting called in addition to the Annual Meeting for a specific, significant purpose which would require all of the component's members to be aware and informed.

If a quorum exists, action on a matter, other than the election of directors, is approved if the votes cast favoring the action exceed the votes cast opposing the action. Directors shall be elected by a plurality of the votes cast. "Plurality" means that the individuals with the largest number of votes are elected as directors up to the maximum number of directors to be chosen at the election.

Section 50. Conduct of Meetings.

The President, or in the President's absence the Vice President, or in the Vice President's absence the Secretary, or in their absences any person chosen by the Voting Members present, shall call the meeting of the members to order and shall act as chair of the meeting. The Secretary shall act as Secretary of all meetings of the members but, in the absence of the Secretary, the presiding Officer may appoint any other person to act as Secretary of the meeting.

Chapter V – Board of Directors

Section 10. Powers and Number.

The business affairs of the Component shall be managed by the Board of Directors. Wisconsin law requires non-stock corporations to have a minimum of three (3), but no more than nine (9) directors. The number of directors may be increased or decreased at the discretion of the directors then in office, except that the number of directors shall not be reduced to less than three (3). Terms of the directors should be staggered. The Component duties of collecting, spending, auditing and balancing of Component funds shall not be the responsibility of the same individual but must maintain separation for auditing purposes.

Section 20. Tenure and Qualifications.

Directors shall be elected by the Voting Members at the Annual Meeting of the members held in October. Their term shall begin the following January 1 unless they are filling a vacancy. Each Director shall serve a three (3) year term of office and may serve an unlimited number of terms. Each director shall take office upon election and shall hold office until a successor has been elected or until his or her prior death, resignation or removal. A Director may be removed from office by the members if, at a meeting of members called for that purpose, the number of votes cast to remove the Director exceeds the number of votes cast not to remove him or her. A Director may resign at any time by filing his or her written resignation with the Secretary of the Component. Directors must be classified as active members of the Component.

Qualifications of Directors. A Director shall be qualified by being an active member dentists and shall submit a Curriculum Vitae a minimum of two weeks prior to the Annual Meeting or prior to filling any vacancies being considered by the Board of Directors.

Section 30. Regular Meetings.

A regular meeting of the Board of Directors for the purpose of selecting officers shall be held without other notice than this bylaw immediately after the annual meeting of members and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members.

Section 40. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any two (2) Directors. The President, Vice President, Secretary or Directors calling any special meeting of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

Section 50. Quorum.

A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 60. Manner of Acting.

If a quorum is present or participating when a vote is taken, the affirmative vote of a majority of Directors present or participating is the act of the Board of Directors.

Section 70. Conduct of Meetings.

The President, or in the President's absence the Vice President, or in the Vice President's absence any person chosen by the directors present, shall call the meeting of the directors to order and shall act as chair of the meeting. The Secretary shall act as Secretary of all meetings of the directors, but, in the absence of the Secretary, the presiding Officer may appoint any other person to act as Secretary of the meeting.

Section 80. Vacancies.

Any vacancy occurring in the Board of Directors may be filled until the next succeeding annual election by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors, or by the members; provided, however, that in case of a vacancy created by the removal of a Director by vote of the members, the members shall first have the right to fill such vacancy at the same meeting or any adjournment thereof.

Section 90. Compensation.

The Board of Directors, by affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, may establish reasonable compensation or reimbursement of all Directors for services to or expenses incurred on behalf of the Component.

Section 100. Committees.

The Component may establish such standing and/or special purpose committees as it may deem appropriate. Membership on such committees shall be determined by the Board or by the President.

Section 110. Unanimous Consent Without Meeting.

Any action required or permitted by the Bylaws, or any provision of law to be taken by the Board of Directors at a meeting or by resolution, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors then in office.

Section 120. Meetings by Telephone or by Other Communication Technology.

Meetings of the Board of Directors or committees may be conducted by telephone, e-mail, or by any other communication technology permitted pursuant to Section 181.0820 of the Wisconsin Nonstock Corporations Law (or any successor statutory provision).

Chapter VI - Officers

Section 10. Number.

The principal Officers of the Component shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom the Board of Directors shall determine.

Section 20. Election and Term of Office.

Officers will be elected for a term of one years and shall hold office until his or her successor shall have been duly elected or until his or her prior death, resignation or removal.

Section 30. Removal.

Any Officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Component will be served thereby.

Section 40. Vacancies.

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 50. Duties.

The Officers shall have those duties as prescribed by the Board of Directors.

- A. President: The President shall be the chief executive officer of the Component and, subject to the control of the Board of Trustees, shall in general supervise and control the business and affairs of the Component. In the absence of the Chairman of the Board, or if one is not designated, the President shall preside at all meetings of the members and of the Board of Trustees and shall have authority (subject to such rules as may be prescribed by the Board of Trustees) to appoint such agents and employees of the Component as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He or she shall have authority to sign, execute and acknowledge, on behalf of the Component, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Component's regular business or as may be authorized by the Board of Trustees; and, except as otherwise provided by law or the Board of Trustees, he or she may authorize any Vice President or other Officer or agent of the Component to sign, execute and acknowledge such documents or instruments in his or her place and stead. In general, he or she shall perform all duties incident to the office of chief executive officer and such other duties as may be prescribed by the Board of Trustees from time to time.
- B. Vice President: In the absence of the President or in the event of his or her death, inability, impracticality of taking action, or refusal to act for any reason, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such authority as from time to time may be delegated or assigned by the

- President or by the Board of Trustees. The execution of any instrument of the Component by the Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the President.
- C. The Secretary: The Secretary shall: (i) keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) keep or arrange for the keeping of a register of the post office address of each member which shall be furnished to the Secretary by such member; (v) have general charge of the stock transfer books of the Component; and (vi) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Trustees.
 - D. The Treasurer: The Treasurer shall: (i) have charge and custody of and be responsible for all funds and securities of the Component; (ii) receive and give receipts for monies due and payable to the Component from any source whatsoever, and deposit all such monies in the name of the Component in such banks, trust companies or other depositories as approved by the Board ; and (iii) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Trustees shall determine.
 - E. Other Assistants and Acting Officers: The Board of Trustees shall have the power to appoint any person to act as assistant to any Officer, or as agent for the Component in his or her stead, or to perform the duties of such Officer whenever, for any reason, it is impracticable for such Officer to act personally and such assistant or acting Officer or other agent so appointed by the Board of Trustees shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Trustees.

Chapter VII - Amendments

Section 10. By Members.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the members by the affirmative vote specified in Chapter IV, Section 40 of these Bylaws.

Section 20. By Directors.

These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a two-thirds of the number of Directors present at or participating in any meeting at which a quorum is in attendance; but, no Bylaw adopted by the members shall be amended or repealed by the Board of Directors if the Bylaw so adopted so provides.

Chapter VIII- Finances

Section 10. Membership Dues.

The Component Board of Directors shall establish the amount and date for payment of the annual dues for each Component membership classification. At the option of the Board of Directors, Component dues may be payable directly to the Component Treasurer or the WDA for remission to the Component on the first days of February, May, August and November with any remaining dues collected, remitted prior to the end of the dues paying year.

Section 20. Fiscal Year.

The fiscal year of this Component shall begin January 1 and end December 31.

Section 30. General Fund.

Member dues shall be retained by the Component and used for defraying all expenses incurred by this Component.

Section 40. Tax Requirements.

The Component shall file any and all local state and federal corporate or tax filings as required by law.