

# Bylaws of the National Denturist Association

*Proposed Changes – August 2020*

Additions are underlined, Deletions have a ~~strikethrough~~

## Article 1 – Membership

- 1.1 Becoming a member: a person, firm, or corporation may become a member by written application and payment of first year's dues. Final granting of membership shall be determined based on criteria set by Board policy which the Board may change at its discretion. The Board of Directors shall create policies that relate to state association dues submission for new and renewing members.
- 1.2 Classification and Qualification: The Association shall have six classes of members: The dues and benefits ~~cost~~ of each ~~class of~~ membership category is to be set by the Board of Directors.
  - A. Active Denturist Members: Active Members are current on their dues, ~~with~~ shall have full-voting rights and access to all membership privileges of the association as determined by the Board of directors.
  - B. Associate Member: Associate Members may include sales ~~reps~~ representatives of vendors to the denturist profession, spouses of active members, and other persons whom do not fall into qualify in any other classification of membership. Associate Members will receive membership benefits as determined by the Board of Directors. ~~are entitled to an associate member certificate, newsletter subscription, members only rates for meetings, and CE credits for attendance of educational lectures at meetings.~~ Associate members are non-voting and may not hold a board position and will not receive a business listing in the association directory. .
  - C. Student membership: Must be a current student of a denturist college recognized for licensure by The National Board of Denturists. Student members may attend spring and Fall meetings and CE courses at these meetings, although no CE credits will be issued. Student members may not be licensed in The United States, or in any other country. Student members are non-voting, and will receive membership benefits as determined by the Board of Directors. Student members are not eligible to serve on the Board of Directors. ~~are not entitled to a membership certificate or newsletter, and do not have access to the malpractice insurance available to active members. There is no cost for current students for the student membership.~~

- D. Honorary membership: An honorary membership may be bestowed upon an individual, who is a current or past member, by a majority vote of the board of directors, on a case-by-case basis. Nominees for honorary membership must be proposed to the board by a current member. This classification is reserved for truly exceptional circumstances. Honorary members are non-voting and may not hold ~~officer~~ a position on the Board of Directors.
- E. Retired members: Individuals who are retired from the practice of denturism, and are not engaged in any significant financial endeavor allied to denturism. Retired members must have been an active, dues-paying member for at least 10 years. Retired members will receive membership benefits as determined by the Board of Directors. ~~shall receive a newsletter, be able to attend meetings at active member rates, earn CE credits for attended courses, and will receive a membership certificate.~~ Retired members are non-voting and may not hold a ~~board~~ position on the Board of Directors and will not receive a business listing in the association directory. ~~The cost of membership in the retired member category is to be set by the Board of Directors.~~
- F. Vendor/ Corporate member: Vendor/Corporate members will receive membership benefits as determined by ~~shall receive a newsletter, and other sponsorship opportunities as might be offered and available, as set forth by~~ the Board of Directors. The cost of a vendor/ corporate sponsorship membership ~~in the retired member category~~ is to be set by the Board of Directors. Vendors/Corporate members are non-voting and may not serve in a board position. ~~Election of Members: A person, firm, or corporation may be accepted upon being proposed for membership by a current member in good standing, by written application to the president, Board of Directors, or Executive Director, and favorably passed on by a majority of members present at a meeting of the Association or at a meeting of the Board of Directors or the executive committee.~~

- 1.3 Resignation: Any member may resign from the Association by filing a written resignation with the secretary, but such resignation shall not relieve the member ~~so~~ resigning of the obligation to pay any dues, assessments or other charges accrued or unpaid.
- 1.4 Suspension: A member may be suspended for a period or expelled for cause such as violation of any of the bylaws, nonpayment of dues, or for conduct prejudicial to the best interest of the Association. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member to his or her last recorded address at least fourteen days before said action is taken; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take

action. The member shall be given an opportunity to appear at the time and place mentioned in such notice.

1.5 Membership Certificates: The Association may issue certificates evidencing membership in the Association. Certificates may be issued to any member who has been a member in good standing for a continuous period of not less than three months. Membership is not transferable or assignable. In the event such certificate is issued, it shall contain a notation that the membership is not transferable or assignable.

## **Article 2 – Dues**

2.1 Amount of Dues: The Board of Directors may determine from time to time the amount of the initiation fees, if any, and annual dues payable to the Association by members in any category. ~~Voting members shall pay higher monthly dues than associate members, with the amount of that difference to be determined by the Board of Directors.~~ Dues shall be payable in advance on the first day of each year.

2.2 Default: When any member shall be in default in the payment of dues for a period of ~~one year~~ six months his or her membership may be suspended or terminated by the Board of Directors.

## **Article 3 – Membership Meetings**

3.1 The Association shall in each year hold a General Membership Meeting as its Annual General Meeting ~~in addition to any other meetings in that year~~, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Membership Meeting of the Association and that of the next. The Association's financial year shall end on thirty-first of December and the Annual General Meetings shall be held at such times and places as the Board of Directors shall see fit.

3.2 All General Membership Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

3.3 Notice: Written or printed notice stating the place, day and hour of the annual meeting shall be delivered not less than twenty-one days before the date of the meeting, either personally, electronically, by mail, by or at the direction of the president, or the secretary, ~~or the persons~~ calling the meeting to each voting member entitled to vote at such meeting. If notice is mailed, it will be considered delivered when deposited in the United States mail, with postage fully prepaid addressed to the member at their most recent address as it appears on the records of the Association.

3.4 Voting: Each voting member shall have one vote on each matter submitted to a vote of the voting members. Each associate member shall be entitled to notice of and to participate in each annual meeting of members. Every ~~Active-Denturist~~ Member in good standing shall have one vote.

3.5 No Member shall be entitled to be present or to vote at any General Meeting unless they are in good standing.

3.6 No business shall be transacted unless ~~a quorum~~ at least fifteen percent of members in good standing are present at the time when the meeting proceeds to business.

3.7 If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting shall be rescheduled to a day, time and place which the president of the meeting will decide.

3.8 The President of the Board of Directors shall preside at every General Meeting of the Association, but if there is no such President, or if they are not present within a half hour of the time appointed for holding the meeting, or the president is unwilling to preside, the Vice-President of the Board of Directors shall preside. However, if there is no Vice-President, or they are not present within half an hour of the time appointed for holding the meeting, or the vice president is unwilling to preside the Directors present shall choose one of their number to be President for the purposes of the meeting.

3.9 Notice need not be given of any adjourned meeting if the meeting is reconvened within seven days of the adjournment.

~~3.10.1~~ At any General Membership Meeting a resolution put to the vote shall be decided ~~on a show of hands~~ by a majority of the voting Members of the Association ~~present in person and entitled to vote.~~ The process for voting determined by the board of directors shall be the most effective and timely method given the type and nature of the meeting and the subject matter being considered.

~~3.1.2 If any votes shall be counted which should not to have been counted, or might have been rejected, the error shall not nullify the resolution unless it is pointed out at the same meeting, or at an adjournment and not in that case unless it shall in the opinion of the President be of sufficient magnitude to nullify the resolution.~~

#### **Article 4 -- Board of Directors**

4.1 The Board of Directors shall consist of Eleven Staggered Termed Elected Members who will be Directors of the Association.

4.2 Meetings: Regular meetings of the Board of Directors will be held at a time and place of the Directors determination, ~~either without notice other than the resolution fixing the time and place of the regular meetings,~~ Mmeetings of the Board of Directors shall be held whenever called by or at the request of the president, or any three Directors, ~~or the executive committee.~~ The meetings shall be held at a time and place as designated by the initiator of the meeting.

4.3 Notice: Notice of any special meeting of the Board of Directors shall be given at least 48-hours in advance by either telephone or electronically to each director. Attendance of a director at any meeting shall constitute a waiver of the notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.4 Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these bylaws.

4.5 Vacancies: ~~Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of the majority of the remaining Directors through less than a quorum of the Board of Directors.~~ A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

4.6 Removal: ~~Any number of Directors may be removed, with or without cause, at a meeting of the members expressly called for that purpose by a vote of the majority of the members entitled to vote at an election of Directors.~~ A director may be removed from office. Removal from office can occur based on general misconduct, neglect, refusal to perform duties, prejudice to good order, or abusing authority beyond what is delegated by the bylaws, policies or IRS duty of care regulations for not for profit organization. The vote of the Board shall be written ballot, whether it occurs at an in-person meeting or by electronic ballot. The individual in question shall be afforded an opportunity to present a statement "in defense" depending on the format in which the vote is taken. A majority vote of the Board will determine if such statement can occur in person or in writing, or both. If the Board votes to remove a director, it is effective immediately.

4.7 Diversity and Inclusion: It is the intent of the Board of Directors to be representative of the profession and its membership as possible. Through the nominations process, the board will seek to be made up of a diverse set of individuals with respect to age, gender, race, ethnicity and geographic representation.

4.8 Rules of Order: Except as otherwise provided in these Bylaws, all proceedings of the membership, Board and Committees shall be governed by the most recent edition of Robert's Rules of Order. Such rules can only be suspended by a two-thirds majority of those qualified to vote.

4.9 Operations: The Board of Directors shall employ or contract with staff that are necessary to assist with carrying out the mission of the association. The term and conditions of staff operations shall be executed through agreement as agreed to by the Board of Directors. Employed or contracted staff shall be responsible for daily operations and management of the association and carrying out directives of the Board. Hiring, firing of employed or contracted staff shall be conducted by a majority vote of the Board.

## **Article 5 – Officers**

5.1 Enumeration: The officers of the association shall be a president, vice-president, a secretary and a treasurer. The Board of Directors may appoint such other officers as it shall deem necessary. ~~Such officers to~~ shall have the authority to perform duties prescribed by the Board of Directors. Any two ~~or more~~ offices may be held by the same person, except the offices of president and secretary.

5.2 Election and Term of Office: The officers of the Association shall be elected at the annual meeting. Names for nomination must be submitted to the Board of Directors twenty-four hours prior to the meeting, and voted upon by The Board of Directors. If the election of officers shall not be held at such meetings, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been elected and qualified.

~~5.3 Removal of Officers: Removal of Directors and officers must be decided by a vote of the membership provided that a quorum is present.~~

~~5.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.~~

5.5 4 President: The president shall be the principal volunteer executive officer of the Association and shall supervise ~~and control~~ all of the business and affairs of the Association. Eligibility for President must be determined by the requirement of a minimum of one year at state or national level participation in either a committee or general membership, and must hold either an active or retiree Denturist Licensure and must be an active member in good standing. They shall preside at all meetings of the members and of the Board of Directors. They may sign, with the secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. They shall perform all duties incidental to the office of president and such other duties as may be prescribed by the Board of Directors.

5.6 5 Vice-President: In the absence of the President or in the event of their inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the president. Any vice-president shall perform such other duties as may be assigned to them by the president or by the Board of Directors.

5.7 6 Secretary: The secretary shall keep the minutes of the meetings of the members and of the Board of Directors, ~~oversee all functions and duties of the executive director, and shall be responsible for hiring, firing, oversight of all executive director functions and duties, as directed by the board and president,~~ and, in general, shall perform all duties incidental to the office of secretary and such other duties as from time to time may be assigned to them by the president or the Board of Directors.

5.8 7 Treasurer: The Treasurer shall have ~~the charge and custody of and~~ be responsible for the accountability of funds and assets. The Treasurer will be responsible for all projected income needs, and fundraising necessary to maintain the funds for operation.

#### **Article 6 — Miscellaneous Article 6 Amendments**

~~6.1 The Board of Directors may terminate the membership of any member but the requirements of a fair hearing shall be respected and the member shall be entitled to be heard in the member's own defense by the Board of Directors. Membership may be terminated for the following;~~

- ~~— A. breach of the Association's Code of Conduct or Patient Charter;~~
- ~~— B. failure to maintain subscriptions to the Association;~~
- ~~— C. gross professional misconduct;~~

- ~~—D. bringing the Association into disrepute;~~
- ~~—E. becoming of unsound mind;~~
- ~~—F. failure to comply with the Bylaws;~~

6.2 1Amendments: These bylaws may be amended or repealed, or new bylaws may be adopted, by a majority vote of the Association's General Membership Denturist members present at any meeting, provided that notice of such proposal is given within 30 days' advance notice of the general meeting.

### **Article 7 – Accounts and Audit**

7.1 The Board of Directors shall cause proper books of account to be kept in accordance with respect to;

- A. All sums of money received and expended by the Association and the matters in respect of which receipt and expenditure takes place;
- B. All sales and purchases of goods by the Association;
- ~~C. All assets and liabilities of the Association~~
- ~~D. Managed by the finance committee~~

7.2 Every year the Directors will ~~be~~ prepare for all reporting to the members profit and loss accounts, balance sheets, and group account reports as required by the Board of Directors.

~~7.3 Fiscal Year. The fiscal year of the Association shall be set each year on the first day of such month as the Board of Directors shall determine and shall end on the last of the 12th month thereafter.~~

7.4 3Books and Records: The association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors.

~~7.5 4~~Once at least every year the accounts of the Association shall be examined and review all accounting documents by one or more accountants appointed by the Board of Directors in the General Meeting. The Board of Directors shall have authority to determine the type and frequency of external accounting inspection of association books. This may include contracting with a third party CPA firm for an accounting review, accounting compilation, accounting audit or other related process.

### **Article 8 – Conflict of Interest Policy**

**(This would become a policy APPENDIX, not part of the bylaws)**

8.1 Conflict of Interest: Exists when a Board member, staff member or employee:

- 1) Has an outside interest that materially encroaches on the time, resources, or attention which should be devoted to the duties within the Board member's fiduciary responsibility to the association, the staff member's affiliation with a business or the employee's job description;
- 2) Has a direct or an indirect interest to relationships with an outside person, company, or organization that would:
  - a) Make possible personal gain due to the Board member's, staff members or employee's ability to influence dealings;
  - b) Render the Board member, staff member or employee partial toward the outsider for personal reasons, or otherwise inhibit the impartiality of the Board member, staff member or employee's business judgment;
  - c) Place the association in an embarrassing or ethically questionable position;
  - d) Or reflect negatively on the integrity of the association.
- 3) Conflicts of interest do not include philosophical or professional differences of opinion.
- 4) Directors who believe a conflict may exist have a duty to disclose such real or perceived conflict. Even when a conflict may exist, the Board can determine any action(s) that should take place given the nature of the issue before the Board.

**Article 8 9 -- Committees**

9.1 The Board may create committees as needed. The committees will consist of NDA members appointed by the board. The committees ~~also~~ also consist of members from different regions of the USA as the board feels is necessary. Each committee chair must be a member of the NDA, USA, Board unless a majority of the Board feels a NDA USA member will be sufficient. The duties of the committees will be determined by the Board and each committee will report to the Board. Sub committees may be created only if a Board member serves as the Committee's Chair. All committees and sub committees must have a mission statement or charge.

9.2 A Nominating Committee as appointed by the President shall be comprised of the President, the Immediate Past President and at least one other active member, which may include another member of the board, as long as such other director, is not for up for election. The Nominating Committee shall put forth a call for Nominees at least 90

days ahead of the Annual Meeting. The Nominating Committee shall make a report to the Board of Directors at least 45 days ahead of the Annual Meeting.

### **Article 9 – Indemnification**

The Association shall indemnify and hold harmless any person serving as an Officer, Director, Committee Member, or employee or contracted staff for actions taken within the scope and authority of his or her duties, up to the full extent permitted by law. Directors and Officers insurance will be maintained to fulfill this obligation.

### **Article 10 - - Dissolution**

In the event of the dissolution of the Association, any monies remaining after payment of all debts and liabilities shall be distributed to an organization(s), consistent with the association's tax exempt purpose, as selected by the Board of Directors.

## **Appendix A – Code of Conduct**

The National Denturist Association, USA wishes to bring to the notice of all members that in its view, failure to observe the rules of conduct set out below would be taken as infamous conduct in a professional respect.

1. No registered denturist should by any act or omission do anything or cause anything to be done which the practitioner has reasonable grounds for believing is likely to endanger or affect adversely in a substantial way the health or safety of a patient or patients.
2. Advertising by denturists in respect of professional services and activities shall be accurate. Advertising, whether written or audio-visual, should not be misleading, deceptive, unfair, false or fraudulent. Claims should not be made in respect of superiority of personal skills, equipment or facilities.
3. A denturist shall have due regard to current regulations regarding Health & Safety, cross infection control and liability to employees and members of the public. The Practitioner should maintain the premises in good condition and maintain high standards of personal hygiene and appearance.
4. A denturist shall at all times observe the laws and regulations pertaining to their profession, uphold the honor and dignity of the profession and not engage in any activity which may bring the profession into disrepute.
5. A denturist's prime concern should be to serve the best interests and needs of their patients.
6. A denturist shall keep full records of their patients and any work they perform for or on them. Records shall be kept in accordance with current regulations with particular reference to confidentiality.
7. ~~It will be a requirement for those wishing to use the Association logo in their advertising to submit their proposed advertisement to the Executive Director for consideration. The company in requesting advertisement must be in good member standing with the Association at the time of consideration.~~

## **Appendix B – Patient Charter**

This charter is issued by The National Denturist Association, USA and is a statement of our intention to ensure that members of the Association provide a flexible, cost effective and quality driven service to the public.

If you, the patient, is in any way dissatisfied with the service you receive from a member, the following statements will help you to arrive at a satisfactory conclusion to any dispute which may arise.

It is our member's intention to provide a first class, professional and efficient service to patients. The Member therefore guarantees the following obligations to their patients;

1. Bound by a Code of Conduct, the denturist will care for all patients in complete confidence and will always put the best interests of patients first.
2. Denturists have a duty of care to their patients including after care and continuing treatment.
3. To provide, whenever possible, domiciliary care and emergency cover outside normal hours.
4. A duty to ensure that patients are provided with full information enabling them to understand the treatment to be carried out and the nature of the contract with the denturist.
5. To listen and take note of the patients requirements which includes a treatment plan, in writing, with an estimate as to the likely cost of treatment. Any alterations to this plan, especially those related to costs, will be discussed and agreed with the patient.
6. Not to provide unnecessary treatment.
7. To provide the patient with their dental appliance using a proper degree of technical and clinical skill.
8. With constant development in clinical, technical and professional requirements, the denturist will be required to attend regular, certified postgraduate courses so that they may continually update and enhance the services and care they provide.
9. In the event of preparatory medical or dental treatment being required before work can commence, the patient will be referred to an appropriate practitioner. In such circumstances denturist will be obliged to refuse continuation of treatment until the preparatory work has been completed and an indication has been received that the patient is sufficiently fit to continue treatment.

## **Appendix C – Logo Usage**

### **NDA Logo and Usage Policy**

The NDA Staff will assist by providing NDA Members in good standing with camera-ready artwork of the applicable certification trademark. Members are encouraged to incorporate this trademark into their stationary, business cards, published advertising in dental and dental laboratory publications, price lists, flyers and other announcements to the dental profession and the dental laboratory industry. Anyone using NDA logos is urged to use these materials in a manner appropriate for their business and clientele.

The following guidelines are to be followed when using any of the NDA-approved logos:

1. Any reprinting, sublicensing, copying, modifying, publishing, assignment, transfer, sales, or other distribution of the NDA logos is strictly prohibited without the prior written consent of NDA.
2. The user shall not copy, reverse engineer, translate, port, modify or make derivative works of the logos without express written permission from NDA.
3. All NDA logos are to be used "as they appear" and are not to be cut up, rearranged or recreated with other typefaces without express written permission of NDA.
4. Because the size and spatial relationships of the letters in the wordmark are part of the overall design and function as a part of each complete logo, distortion of the logos in any way (outlining, reorienting, stretching or arching) is unacceptable. NDA logos may be resized as needed, but the *ratios* of wordmark to graphic must remain the same.
5. Do not shrink the logos so much that the wordmark becomes illegible.
6. The NDA logos may not appear as part of an integrated design. That is, they may not be partially obscured by or overlapping any other design elements including type and/or graphics.
7. All NDA logos remain the property of NDA. Unauthorized usage of the NDA logos or failure to comply with any of the terms, restrictions, conditions, or limitations herein will result in a denial of future usage.



**Appendix C -- Nomination Form**

**I \_\_\_\_\_ , appoint \_\_\_\_\_ for the Board of Directors  
for the National Denturist Association.**

**On today, \_\_\_\_\_ Signed \_\_\_\_\_**