

Constitution and Bylaws of the  
Pennsylvania Dental Association

Adopted by the 2014 House of Delegates  
April 26, 2014

Amended by Board of Trustees  
July 22, 2022

## CONTENTS

<b>Articles of Incorporation .....</b>	<b>2</b>
<b>Constitution of Pennsylvania Dental Association.....</b>	<b>3</b>
Name – Article I.....	3
Purposes – Article II .....	3
Organization – Article III .....	4
Government – Article IV .....	4
Officers – Article V.....	4
Sessions – Article VI .....	4
Principles of Ethics – Article VII.....	5
Amendments – Article VIII.....	5
<b>Bylaws of Pennsylvania Dental Association .....</b>	<b>6</b>
Article 1.0 – Membership.....	6
Article 2.0 – Annual Dues and Special Assessments .....	8
Article 3.0 – Component Societies .....	10
Article 4.0 – Membership Meetings .....	12
Article 5.0 – Delegates to the ADA House of Delegates.....	13
Article 6.0 – Trustees .....	14
Article 7.0 – Officers .....	15
Article 8.0 – Board.....	18
Article 9.0 – Committees and Advisory Groups.....	20
Article 10.0 – Conflict of Interest.....	26
Article 11.0 – Indemnification .....	27
Article 12.0 – Member and Leadership Disciplinary Procedure .....	29
Article 13.0 – Amendments .....	32

**ARTICLES OF  
INCORPORATION OF THE  
PENNSYLVANIA DENTAL ASSOCIATION**

1. The name of the corporation is "Pennsylvania Dental Association," which name has been duly registered with the Department of State of the Commonwealth of Pennsylvania.
2. The location and post office address of the registered office of the corporation is Harrisburg, Dauphin County, Pennsylvania.
3. The corporation does not contemplate pecuniary gain or profit incidental or otherwise to its members. The purposes for which it is formed are: To improve oral and dental health services to the public by cultivating and promoting the art and science of dentistry; by encouraging and providing for dental research; by disseminating among the profession advanced scientific knowledge; by elevating and sustaining the education of dentists in formal institutions of learning, and by establishing devices that provide opportunities for continuing education after graduation; by promoting the enactment and enforcement of just dental laws, designed to serve the health interests of the people; by enlightening public opinion with respect to the prevention of oral diseases and the care of oral health, as it relates to general health; by directing the procedures and energies of the members of the profession in the interests of public health and welfare.
4. The corporation shall exist perpetually, or until lawfully dissolved.
5. The corporation is to be organized upon a non-stock basis.

WHEREFORE, petitioner respectfully requests your Honorable Court to order and decree that the Articles of Amendment of the said corporation restating the Articles of Incorporation in their entirety as hereinbefore set forth be approved.

**PENNSYLVANIA DENTAL ASSOCIATION**

**ATTEST:**

**/Sgd/ Charles F. McDermott, President**

**/Sgd/ Isaac Sissman, Secretary**

**DECREE**

**July 11, 1962**

That the articles as amended are approved and upon recording of the articles as amended and this Decree in the Office of the Recorder of Deeds in and for the County of Dauphin, which is hereby ordered, the Articles as amended shall become the Articles of Incorporation of the Pennsylvania Dental Association.

**BY THE COURT**

**/Sgd/Homer L. Kreider**

Recorded in the Office of Recorder of Deeds, in and for the County of Dauphin in Charter Book B Vol. 2, Page 469.

---

**CONSTITUTION  
OF THE PENNSYLVANIA  
DENTAL ASSOCIATION**

**ARTICLE I - NAME**

The Pennsylvania Dental Association will hereafter be referred to as "PDA."

**ARTICLE II - PURPOSES**

The purposes of PDA are: to improve oral and dental health services to the public by cultivating and promoting the art and science of dentistry; by encouraging and providing for dental research; by disseminating among the profession advanced scientific knowledge; by elevating and sustaining the education of dentists in formal institutions of learning, and by establishing devices that provide opportunities for continuing education after graduation; by promoting the enactment and enforcement of just dental laws, designed to serve the health interests of the people; by enlightening public opinion with respect to the prevention of oral diseases and the care of oral health, as it relates to general health; by directing the procedures and energies of the members of the profession in the interests of public health and welfare; by providing services for the advancement of the profession of dentistry.

### **ARTICLE III - ORGANIZATION**

**Section 10. INCORPORATION:** PDA is a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members but, after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for dental research in such manner as the then governing body of PDA may determine.

**Section 20. AFFILIATION:** PDA is a constituent of the American Dental Association (ADA) within the tripartite structure as outlined in the ADA Bylaws.

**Section 30. CENTRAL OFFICE:** The registered office of PDA shall be known as the Central Office, the location of the Central Office will be determined by the Board of Trustees.

**Section 40. MEMBERSHIP:** The membership of PDA shall consist of dentists and other persons whose qualifications and classifications shall be as established in the Bylaws.

**Section 50. COMPONENT SOCIETIES:** PDA shall have component societies which shall be organized into ten (10) districts and their respective local societies chartered in conformity with the Bylaws.

### **ARTICLE IV - GOVERNMENT**

**Section 10. GOVERNING BODY:** The legislative, administrative and governing body of PDA shall be a Board of Trustees, which may be referred to as the "Board", as provided in the Bylaws.

### **ARTICLE V - OFFICERS**

**Section 10. ELECTIVE OFFICERS:** The elective Officers of PDA shall be: President, President-Elect, Secretary and Treasurer.

**Section 20. APPOINTIVE OFFICERS:** The appointive officers of PDA shall be Editor and Associate Editor, each of whom shall be appointed by the Board as provided in the Bylaws.

### **ARTICLE VI - SESSIONS**

**Section 10. BUSINESS SESSIONS:** Business sessions of PDA shall be conducted annually by the President.

**ARTICLE VII - PRINCIPLES OF ETHICS AND CODE OF PROFESSIONAL CONDUCT**

PDA shall follow the ADA Principles of Ethics and Code of Professional Conduct.

**ARTICLE VIII - AMENDMENTS**

This Constitution may be amended by a three-fourths (3/4) affirmative vote of the members of the Board.

**BYLAWS OF THE  
PENNSYLVANIA DENTAL ASSOCIATION**

1 **ARTICLE 1.0 MEMBERSHIP:** The membership of PDA shall be composed of Active  
2 Members, Honorary Members, Life Members, Retired Members, Affiliate Members,  
3 Associate Members and Student Members. All members are entitled to attend the annual  
4 meeting of the PDA. All active, life and retired members in good standing as well as each  
5 American Student Dental Association chapter in Pennsylvania are entitled to cast a ballot  
6 for the offices of President Elect and Treasurer, ADA Trustee nominee and ADA  
7 delegates/alternates in accordance with the approved PDA election procedures.  
8

9 1.1 IN GOOD STANDING

10  
11 1.1.1 A member shall be considered in good standing whose dues and special  
12 assessments for the current calendar year have been paid by the last business day  
13 of January, or who is participating in the monthly electronic dues payment program,  
14 and who has not been determined to be ineligible for membership pursuant to  
15 procedures in the PDA Bylaws.  
16

17 1.1.2 An active member whose dues for the current year have not been paid by March 31  
18 of the current year, except those members participating in the monthly electronic  
19 dues payment program whose dues must be paid by December 15 of the current  
20 year, shall cease to be a member.  
21

22 1.1.3 A member of PDA, while receiving assistance from the PDA relief fund, shall be  
23 exempt from the payment of dues and shall be considered to be in good standing  
24 during the period of such assistance.  
25

26 1.1.4 An active member of PDA who qualifies for exemption of dues under the waiver  
27 provision of the ADA Bylaws, Chapter 1, Section 30, shall automatically be exempt  
28 from PDA dues for the same period of time, and shall be considered to be in good  
29 standing during the period of such assistance.  
30

31 1.2 ACTIVE MEMBER

32  
33 1.2.1 Active members shall be dentists who reside within Pennsylvania or are employed  
34 in or practice within Pennsylvania, under circumstances legally permitted under the  
35 Dental Practice Act. Active members shall be eligible for membership in PDA, its  
36 component societies and the local societies and membership shall originate in any  
37 local society in which the member resides, is employed or practices.  
38

39 1.2.2 Any dental officer while serving in an active duty status in any of the armed forces  
40 of the United States who has had a professional address in Pennsylvania or  
41 declares a Pennsylvania address on being separated from the service may become

42 an active member of PDA while on active duty for a period of time not to exceed  
43 three years.

44  
45 1.2.3 An active member in good standing shall receive annually a certification of  
46 membership, the *Pennsylvania Dental Journal*, and receive other PDA member  
47 benefits and services.

48  
49 1.2.4 An active member in good standing shall be eligible for election or appointment to  
50 any office, committee, advisory group, board or similar position in PDA.

51  
52 1.3 LIFE MEMBER

53  
54 1.3.1 An active member of PDA, upon being qualified for Life Membership by ADA, shall  
55 automatically become a life member of PDA.

56  
57 1.3.2 A life member in good standing shall receive annually a certification of life  
58 membership and the *Pennsylvania Dental Journal*, and receive other PDA member  
59 benefits and services.

60  
61 1.3.3 A life member in good standing shall be eligible for election or appointment to any  
62 office, committee, advisory group, board or similar position in PDA.

63  
64 1.4 RETIRED MEMBER

65  
66 1.4.1 An active member of PDA upon being qualified for Retired Membership by ADA,  
67 shall automatically become a retired member of PDA.

68  
69 1.4.2 A retired member in good standing shall receive annually a certification of life  
70 membership and the *Pennsylvania Dental Journal*, and receive other PDA member  
71 benefits and services.

72  
73 1.4.3 A retired member in good standing shall be eligible for election or appointment to  
74 any office, committee, advisory group, board or similar position in PDA.

75  
76 1.5 STUDENT MEMBER

77  
78 1.5.1 American Student Dental Association members who are not licensed to practice  
79 dentistry and who are engaged in full time pre-doctoral or post-doctoral study in  
80 accredited dental educational institutions in the Commonwealth of Pennsylvania  
81 shall automatically be student members.

82  
83 1.5.2 A student member shall be entitled to receive other PDA member benefits and  
84 services as the Board may determine.

85  
86 1.6 HONORARY MEMBER

87



88 1.6.1 Honorary members shall be individuals who have made an outstanding contribution  
89 to the advancement of the art and science of dentistry. They shall be elected by a  
90  $\frac{3}{4}$  vote of the Board, provided their nomination has been initiated by the written  
91 request of ten active members of PDA.

92  
93 1.6.2 An honorary member shall receive a certificate of honorary membership, the  
94 *Pennsylvania Dental Journal*, and receive other PDA member benefits and services  
95 as the Board may determine.

96  
97 1.7 ASSOCIATE MEMBER

98  
99 1.7.1 A person, not eligible for any other type of membership in PDA, who contributes to  
100 the advancement of PDA and has not met the educational requirements for  
101 licensure as a dentist anywhere in the United States, upon application to and  
102 approval by the Board, shall be classified as an associate member of PDA.

103  
104 1.7.2 An associate member in good standing shall receive annually a certification of  
105 associate membership and the *Pennsylvania Dental Journal*.

106  
107 1.8 AFFILIATE MEMBER

108  
109 1.8.1 An ADA member dentist in good standing who practices outside the  
110 Commonwealth of PA, upon application and payment of appropriate dues shall  
111 be classified as a PDA affiliate member.

112  
113 1.8.2 An affiliate member in good standing shall receive annually a certification of affiliate  
114 membership, the *Pennsylvania Dental Journal*, and receive other PDA member  
115 benefits and services as the Board may determine.

116  
117  
118 **ARTICLE 2.0 ANNUAL DUES AND SPECIAL ASSESSMENTS**

119  
120 2.1 Dues and special assessments shall be determined by the Board.

121  
122 2.1.1 Except as otherwise determined by the board any discounts/reductions to the dues  
123 will reflect the ADA dues structure.

124  
125 2.2 Dues and special assessments will be payable by January first of each year.

126  
127 2.3 Passage of dues and special assessments will require a two-thirds (2/3) majority  
128 vote.

129  
130 2.4 SPECIAL ASSESSMENTS

131  
132 2.4.1 The Board may levy a special assessment for the purpose of funding a specific  
133 project of limited duration.

134

135 2.4.2 Such assessment shall be for a specific project to be funded by the proposed  
136 assessment, the time frame of the project, and the amount and duration of the  
137 proposed assessment shall be clearly presented in giving notice to the members  
138 at the annual meeting.

139  
140 2.4.3 The Board may consider only one (1) specific project to be funded by a proposed  
141 assessment per association year; however, two (2) or more special  
142 assessments, adopted in different years, may be in force at the same time.  
143

144  
145 **ARTICLE 3.0 COMPONENT SOCIETIES**

146  
147 3.1 DISTRICT SOCIETIES

148  
149 3.1.1 District societies shall be organized geographically within the Commonwealth of  
150 Pennsylvania and shall be chartered by PDA to provide for the representation of the  
151 members of the component societies to PDA.  
152

153 3.1.2 The districts shall be organized by counties as follows:  
154

155 **DISTRICT 1:** Philadelphia

156  
157 **DISTRICT 2:** Bucks, Chester, Delaware, Lehigh, Montgomery and Northampton

158  
159 **DISTRICT 3:** Carbon, Columbia, Lackawanna, Luzerne, Monroe, Pike, Susquehanna,  
160 Wayne and Wyoming and the area of Schuylkill County which is east of  
161 Route 309 between McAdoo and Tamaqua and north of Route 443 between  
162 south Tamaqua and the Carbon County border.  
163

164 **DISTRICT 4:** Berks, Lebanon and Schuylkill except that area of Schuylkill County which is  
165 east of Route 309 between McAdoo and south Tamaqua and north of Route  
166 443 between Tamaqua and the Carbon County border.  
167

168 **DISTRICT 5:** Adams, Cumberland, Dauphin, Franklin, Fulton, Juniata, Lancaster, Mifflin,  
169 Perry and York  
170

171 **DISTRICT 6:** Bradford, Clinton, Lycoming, Montour, Northumberland, Snyder, Sullivan,  
172 Tioga and Union  
173

174 **DISTRICT 7:** Bedford, Blair, Cambria, Centre, Clearfield, Huntingdon and Somerset  
175

176 **DISTRICT 8:** Cameron, Clarion, Elk, Forest, Jefferson, McKean, Potter and Warren  
177

178 **DISTRICT 9:** Crawford, Erie, Lawrence, Mercer and Venango  
179

180 **DISTRICT 10:** Allegheny, Armstrong, Beaver, Butler, Fayette, Greene, Indiana,  
181 Washington and Westmoreland

182  
183 3.1.3 POWERS AND DUTIES

184  
185 3.1.3.1 Each district society shall elect its officers.

186  
187 3.1.3.2 Each district society shall adopt and maintain a constitution and bylaws, which  
188 shall not be in conflict with the Constitution and Bylaws of PDA and shall file a  
189 copy thereof and any subsequent changes with PDA.

190  
191 3.1.3.3 Each district society may organize its members into local societies within the limits  
192 imposed by the Bylaws.

193  
194 3.1.3.4 Each district society shall provide for its financial support.

195  
196 3.1.3.5 Each district society shall have the power to initiate disciplinary proceedings as  
197 provided by the Bylaws in Article 12.

198  
199 3.1.4 MEMBERSHIP

200  
201 3.1.4.1 Members shall be dentists practicing or residing within the district, dentists  
202 engaged in education or research or other activities furthering the purpose of PDA,  
203 retired dentists who reside in the district and federal dental officers. Retired  
204 dentists who no longer reside in Pennsylvania may retain membership in the district  
205 in which they maintained membership prior to retirement. A member of a trustee  
206 district must also be a member of a local society.

207  
208 3.1.4.2 Any member may petition the PDA Board to be considered for membership in a  
209 district other than as authorized in Article 3.1.4.1.

210  
211 3.1.5 RESOLUTION OF DISPUTES: Disputes arising between component societies  
212 may be referred to the PDA Board for hearing and decision, whose decision shall  
213 be final.

214  
215 3.2 LOCAL SOCIETIES

216  
217 3.2.1 Local societies shall be organized within each district in conformity with a plan  
218 approved by the district society of which they shall be recognized entities.

219  
220 3.2.2 POWERS AND DUTIES

221  
222 3.2.2.1 Each local society shall elect officers.

223

224 3.2.2.2 Each local society shall adopt and maintain a constitution and bylaws, which shall  
225 not be in conflict with the Constitution and Bylaws of PDA and shall file a copy  
226 thereof and any subsequent changes with PDA.

227  
228 3.2.2.3 Each local society shall review applications for membership from dentists  
229 practicing within its jurisdiction and forward any comments to the district and PDA.

230  
231 3.2.2.4 Each local society shall provide for its financial support.

232  
233 3.2.2.5 Each local society shall have the power to initiate disciplinary proceedings as  
234 provided by the Bylaws in Article 12.

235  
236 **3.2.3 TRANSFER OF LOCAL SOCIETY**

237  
238 3.2.3.1 Local societies may be transferred from one district to another by filing a written  
239 request with PDA containing signatures of two-thirds ( $\frac{2}{3}$ ) of the members of the  
240 local society. Said request shall contain the reasons supporting the transfer  
241 request.

242  
243 3.2.3.2 The district in which the local society is located must provide written consent to  
244 PDA.

245  
246 3.2.3.3 The district with which the local society desires to affiliate must provide written  
247 consent to PDA.

248  
249 3.2.3.4 The request shall be brought before the Board for approval.

250  
251  
252 **ARTICLE 4.0 MEMBERSHIP MEETINGS**

253  
254 **4.1 ANNUAL MEETINGS**

255  
256 4.1.1 The Board shall convene a meeting of the membership annually.

257  
258 4.1.2 Official notice of the time and place of such business meeting shall be provided to  
259 each PDA member in good standing not less than thirty (30) days before the  
260 opening of such business meeting.

261  
262 **4.2 SPECIAL MEETINGS**

263  
264 4.2.1 A special meeting of the membership shall be called by the president to consider  
265 only such business as shall be mentioned in the call.

266  
267 4.2.2 A special meeting may be called when directed by a resolution adopted by vote of a  
268 majority of the members of the Board present and voting at any meeting of the  
269 Board, or by a majority of the members of the Council of Districts. The time and

270 place of such special session shall be determined by the president, who shall fix a  
271 date not later than forty-five (45) days after the date the vote was taken.

272  
273 4.2.3 Official notice of the time and place of each special meeting shall be sent to each  
274 PDA member in good standing not less than thirty (30) days before the opening of  
275 such meeting.

276  
277 4.2.4 A special meeting called by the Council of Districts to modify the authority of the  
278 Board of Trustees will be comprised of representation by the districts calculated in  
279 the same manner as the last House of Delegates and will have the authority to  
280 modify the Bylaws. The Bylaws can be amended by this group by a two-thirds ( $\frac{2}{3}$ )  
281 majority vote.

282  
283

## 284 **ARTICLE 5.0 DELEGATES TO THE ADA HOUSE OF DELEGATES**

285

286 5.1 The delegates shall be the official PDA representatives in the ADA House of  
287 Delegates.

288

289 5.1.1 The PDA president, president-elect and district trustees shall be delegates to ADA.  
290 The president shall act as chair of the delegation, and report the activities of the  
291 delegation to the Council of Districts within 30 days of the last meeting of the ADA  
292 House of Delegates.

293 Starting in 2023, the PDA president, president-elect and district trustees in years  
294 two and three of their terms shall automatically serve as delegates to ADA. Newly-  
295 elected Trustees shall automatically serve as alternate delegates. The PDA  
296 Treasurer shall also serve automatically as an alternate delegate. The New Dentist  
297 Trustee may serve as a delegate in their second or third year of service. The  
298 president shall act as chair of the delegation, and report the activities of the  
299 delegation to the Council of Districts within 30 days of the last meeting of the ADA  
300 House of Delegates.

301

302 5.1.2 In addition to those individuals named in Article 5.1.1, those eligible to vote as  
303 indicated in Article 1 of these bylaws shall elect by ballot, from among the PDA  
304 membership, any remaining delegates and alternates. Those receiving the  
305 highest number of votes will be elected as delegates. The order of service of  
306 alternate delegates shall be determined by the results of the election.

307

308 5.1.3 Following the election, the President shall announce the delegates and alternate  
309 delegates to serve for the following ADA annual meeting.

310

311 5.1.4 In the event of a vacancy of a PDA trustee serving as ADA delegate, the trustee  
312 district shall select a replacement delegate as permitted by ADA. In the event of  
313 any other vacancy in the PDA delegation to the ADA House of Delegates, the PDA  
314 Board of Trustees may select a replacement who shall serve as the last alternate  
315 delegate(s) as permitted by ADA.

- 316  
317 5.1.5 ADA delegates will be limited to 5 (five) consecutive 1 (one) year terms. Elected  
318 officers may serve additional terms as outlined in these bylaws. No delegate may  
319 serve more than 7 (seven) consecutive 1 (one) year terms.  
320
- 321 5.1.6 Any ADA Delegate may be removed from such position for cause by a vote of at  
322 least a majority of the Trustees then in office who are not the subject of the removal  
323 action at a duly convened meeting of the Board, provided that written notice of the  
324 intention to consider removal of such Delegate has been included in a notice of the  
325 meeting. No Delegate shall be removed without having the opportunity to be heard  
326 at such meeting, but no formal hearing procedure need be followed. The Board  
327 may establish a policy to define "cause" for purposes of this subsection, provided,  
328 however, the intention or failure to vote on any ADA matter is the same manner as  
329 a majority of the delegation shall not constitute cause for removal.  
330
- 331 5.1.7 For purposes of Article 5, the term delegate or ADA delegate shall mean a person  
332 credentialed by the ADA with voting rights for ADA officers.  
333
- 334 5.2 ADA DELEGATION  
335
- 336 5.2.1 The PDA president shall chair the delegation and shall, in advance of the first  
337 called meeting of the ADA House of Delegates, issue a call for a caucus of the  
338 delegation, to consider such matters as may be considered by the ADA House of  
339 Delegates. The PDA delegation shall elect a Secretary from the delegation. In  
340 the absence of the Secretary, the delegation shall elect a clerk as acting  
341 Secretary.  
342
- 343 5.2.2 Should the PDA president be absent from any caucus or meeting of the ADA  
344 House of Delegates; the Secretary shall act as chair. In the absence of the  
345 President and Secretary, the clerk shall act as chair.  
346
- 347 5.2.3 The PDA Board and the delegation shall have the authority to submit resolutions  
348 to the ADA House of Delegates.  
349  
350

## 351 **ARTICLE 6.0 TRUSTEES**

- 352
- 353 6.1 QUALIFICATIONS: A trustee must be an active, retired or life member, in good  
354 standing, and a member of one of the local societies which compose the district the  
355 member is elected to represent. Should the status of any trustee change in regard  
356 to the preceding qualifications during the term of office that office shall be declared  
357 vacant and the president of the district society which the trustee represents shall  
358 determine who shall fill such vacancy as provided in the Bylaws.  
359
- 360 6.2 The term of office of a trustee shall be three (3) years.  
361

- 362 6.2.1 No trustee shall serve consecutive terms.  
363
- 364 6.2.2 No trustee may serve concurrently as a PDA officer except as PDA Secretary.  
365
- 366 6.2.3 A member who has previously served a full term as trustee may serve an additional  
367 term after a hiatus of three years.  
368
- 369 6.2.4 A member who has previously served a full term as trustee may be eligible to fulfill  
370 any unexpired term.  
371
- 372 6.2.5 A member who has fulfilled an unexpired term shall be eligible to serve a full term  
373 as trustee.  
374
- 375 6.2.6 Past PDA Presidents shall not serve as trustee.  
376
- 377 6.3 ELECTIONS: Each trustee shall be elected by the trustee district immediately  
378 preceding the expiration of the term of office of the predecessor. Each district shall  
379 certify that this election was held in accordance with these provisions, and shall  
380 forward this certification in writing to the PDA secretary prior to the opening of the  
381 PDA annual meeting.  
382
- 383 6.4 VACANCY  
384
- 385 6.4.1 In the event of a vacancy in the office of a trustee, the president of the district from  
386 which the vacancy occurs shall appoint a member in good standing from that  
387 district to fill such office until a successor is elected by that district for the remainder  
388 of the unexpired term. Such appointed replacement trustee shall not be able to vote  
389 unless he or she has previously served in the capacity of trustee or until such time  
390 as he or she has completed the board orientation.  
391
- 392 6.4.2 In the event that a district will not be represented for an entire regular or special  
393 meeting of the Board, the district president shall appoint an active, retired or life  
394 member in good standing from that trustee district as the trustee to serve until the  
395 final adjournment of the regular or special meeting (the "Proxy Trustee"). PDA  
396 officers, except the president, may serve in this limited capacity. The Proxy Trustee  
397 shall not be able to cast a vote at a meeting unless he or she has previously served  
398 in the capacity of trustee or until such time as he or she has completed the board  
399 orientation.  
400

## 401 **ARTICLE 7.0 OFFICERS**

- 402 7.1 ELECTIVE OFFICERS: The elective officers of PDA shall be president, president-  
403 elect, secretary and treasurer.  
404  
405  
406

- 407 7.1.1 The President-Elect and Treasurer are elected by the membership in accordance  
408 with the approved PDA election procedures; the Secretary is elected by the Board  
409 from one of the District Trustees.  
410
- 411 7.1.2 Only an active, retired or life member, in good standing, shall be eligible to serve as  
412 elected or appointed officers of the PDA.  
413
- 414 7.1.3 In the event the office of president becomes vacant, the president-elect shall fulfill  
415 the unexpired term. The president-elect shall succeed to the office of president  
416 without other election at the next annual meeting.  
417
- 418 7.1.4 In the event the office of the president-elect becomes vacant, the office of president  
419 for the ensuing year shall be filled at the next annual meeting.  
420
- 421 7.1.5 In the event both the offices of president and president-elect become vacant, the  
422 trustees shall elect from among the trustees and other elective officers a president  
423 to serve the unexpired portion of the term.  
424
- 425 7.1.6 In the event of a vacancy in the office of treasurer the Board shall elect an active,  
426 retired or life member in good standing to fulfill the unexpired portion of the term.  
427
- 428 7.1.7 The president and president-elect shall serve one (1) term. The term of the  
429 treasurer shall be three (3) years. The sitting treasurer can seek election for one  
430 additional consecutive three (3) year term.  
431
- 432 7.2 APPOINTIVE OFFICERS: The appointive officers of PDA shall be editor and  
433 associate editor, each of whom shall be appointed by the Board.  
434
- 435 7.2.1 Only an active, retired or life member, in good standing, shall be eligible to serve as  
436 an appointive officer.  
437
- 438 7.2.2 The editor shall serve an initial term of four (4) years. Thereafter that person shall  
439 be eligible for appointment to not more than four (4) consecutive one (1) year  
440 terms.  
441
- 442 7.2.3 An associate editor may be appointed annually or when necessary.  
443
- 444 7.3 PRESIDENT - DUTIES  
445
- 446 7.3.1 To serve as an official representative of PDA in its contacts with governmental,  
447 civic, business and professional organizations for the purpose of advancing the  
448 objects and policies of PDA.  
449
- 450 7.3.2 To serve as chair and nonvoting member of the Board and to perform such duties  
451 as are provided in the Bylaws.  
452



- 453 7.3.3 To provide the membership with a report of the activities of the office and the  
454 matters which may be deemed important to the public and the dental profession at  
455 the association's annual meeting.  
456
- 457 7.3.4 To call special meetings of the membership and the Board as provided in the  
458 Bylaws.  
459
- 460 7.3.5 To appoint the members of advisory groups, committees, a Board of Elections, and  
461 trustee liaisons unless otherwise provided for in the Bylaws.  
462
- 463 7.3.6 To cast the deciding vote in the case of a tie, as provided in the Bylaws.  
464
- 465 7.3.7 To make provisional decisions in emergency situations, when the Bylaws and  
466 Policy are silent, until the Board can act.  
467
- 468 7.3.8 In the event of a vacancy in the position of ADA Trustee, the PDA President and  
469 the two most recent ADA Trustees will select a substitute trustee for the ADA  
470 Third District and forward the recommendation to the ADA President.  
471
- 472 7.4 PRESIDENT-ELECT - DUTIES  
473
- 474 7.4.1 To assist the president as requested.  
475
- 476 7.4.2 To serve as a nonvoting member of the Board and to perform such duties as are  
477 provided in the Bylaws.  
478
- 479 7.4.3 To succeed to the office of president without other election at the April meeting of  
480 the Board of Trustees.  
481
- 482 7.4.4 To address the membership at the association's annual meeting and propose a  
483 course of action for the coming year.  
484
- 485 7.4.5 To annually compile the Executive Director evaluation and report the results to the  
486 Board.  
487
- 488 7.4.6 To serve as chair of the Council of Districts and as its liaison to the Board.  
489
- 490 7.5 SECRETARY - DUTIES  
491
- 492 7.5.1 Elected for a one year term to serve as a member of the Board and to perform such  
493 duties as are provided in the Bylaws.  
494
- 495 7.5.2 To cause a complete record of all proceedings of PDA to be kept and to cause to  
496 be published the attendance records of all meetings.  
497
- 498 7.5.3 To notify all officers and committees of their election or appointment.

- 499  
500 7.5.4 To keep the seal of PDA and cause it to be affixed to the district society charters,  
501 ADA delegate certificates, and to other official documents after they have been  
502 properly accredited and signed.  
503
- 504 7.5.5 To give a full and detailed report on Board proceedings to the membership during  
505 the annual meeting.  
506
- 507 7.5.6 To cause one issue of each of the unbound volumes of the proceedings of PDA  
508 and of the *Pennsylvania Dental Journal* to be bound and filed with those previously  
509 bound as permanent records of PDA.  
510
- 511 7.5.7 To examine the Constitution and Bylaws and suggest to the Board any changes  
512 that will advance the administrative efficiency of PDA.  
513
- 514 7.5.8 Immediately following the annual advisory from ADA, to compute the ADA district  
515 delegate entitlement and to cause the district secretaries to be advised.  
516
- 517 7.6 TREASURER - DUTIES  
518
- 519 7.6.1 To serve as a nonvoting member of the Board and to perform such duties as are  
520 provided in the Bylaws.  
521
- 522 7.6.2 To cause all funds of PDA to be kept in depositories selected with the approval of  
523 the Board.  
524
- 525 7.6.3 To cause monies to be paid out for all appropriate expenses as outlined in the  
526 annual budget or by direction of the Board.  
527
- 528 7.6.4 To give a bond in an amount as requested by the Board.  
529
- 530 7.6.5 To give a full and detailed report on PDA's financial state to the membership during  
531 the annual business meeting.  
532
- 533 7.7 EDITOR - DUTIES  
534
- 535 7.7.1 To serve as editor of the *Pennsylvania Dental Journal*.  
536
- 537 7.7.2 To perform such other duties as provided in the *PDA Policy Manual* or as directed  
538 by the Board.  
539
- 540 7.8 ASSOCIATE EDITOR - DUTIES  
541
- 542 7.8.1 To serve as associate editor of the *Pennsylvania Dental Journal*.  
543

544 7.8.2 To perform such other duties as provided in the PDA *Policy Manual* or as directed  
545 by the editor.  
546

547

548 **ARTICLE 8.0 BOARD**

549

550 8.1 COMPOSITION

551

552 8.1.1 The Board will consist of one (1) member elected from each of the ten (10) trustee  
553 districts and the New Dentist Committee (trustees), the president, president-elect  
554 and treasurer.  
555

556

556 8.1.2 The eleven (11) elected trustees **will** constitute the voting membership of the Board.  
557

558

558 8.1.3 The president shall cast the deciding vote in the case of a tie.  
559

560

560 8.1.4. The district trustees shall be divided into three (3) groups: Group 1 (Districts 2, 8,  
561 10), Group 2 (Districts 3, 4, 9) and Group 3 (Districts 1, 5, 6, 7). Annually, the  
562 group reaching the end of its term will be replaced by the respective districts.  
563

564

564 8.1.5 A PDA member may not serve simultaneously as a voting member of the Board of  
565 Trustees and on the Council of Districts.  
566

567

567 8.2 POWERS AND DUTIES

568

569 8.2.1 The Board shall be the managing body of PDA, vested with full power to conduct all  
570 business of PDA subject to the laws of the Commonwealth of Pennsylvania, the  
571 Articles of Incorporation, the Constitution and Bylaws.  
572

573

573 8.2.2 It shall have the power to hire an executive director, determine the salary and  
574 tenure of the executive director.  
575

576

576 8.2.3 It shall have the power to establish rules and regulations not inconsistent with the  
577 Bylaws to govern its organization, procedure and conduct.  
578

579

579 8.2.4 It shall have the power to direct the president to call a special meeting of the  
580 membership as provided in the Bylaws.  
581

582

582 8.2.5 To provide for the supervision and maintenance of the Central Office and all other  
583 property or offices owned or operated by PDA.  
584

585

585 8.2.6 To appoint members in good standing to the office of editor and associate editor.  
586

587

587 8.2.7 To determine the time and place of each annual meeting within the limits set forth in  
588 these Bylaws.  
589

589

- 590 8.2.8 To cause to be bonded by a reliable surety company any officer or PDA employee  
591 entrusted with PDA funds.  
592
- 593 8.2.9 To cause all PDA accounts to be audited annually by an independent auditor and to  
594 furnish a copy of the audit to the membership at the annual meeting.  
595
- 596 8.2.10 To prepare a budget for the activities of PDA for each fiscal year.  
597
- 598 8.2.11 To provide for the publication and distribution of all official publications of PDA.  
599
- 600 8.2.12 To review the annual reports of all PDA advisory groups and committees.  
601
- 602 8.2.13 To submit an annual report to the membership during the annual meeting  
603 concerning its activities.  
604
- 605 8.2.14 To approve and/or remove advisory group and committee members.  
606
- 607 8.2.15 To select and forward nominee(s) for the PA State Board of Dentistry.  
608
- 609 8.2.16 To review and evaluate, not less than once each five years, every PDA advisory  
610 group and committee (Sunset Review).  
611
- 612 8.2.17 To maintain a relationship with the Alliance of the PDA (APDA).  
613
- 614 8.2.18 To strengthen and maintain relations between PDA and other dental and health  
615 related organizations.  
616
- 617 8.2.19 To present nominee(s) for ADA Trustee for election.  
618
- 619 8.2.20 To adopt the rules and regulations for PDA candidate nominations and elections.  
620
- 621 8.2.21 To perform such other duties as are prescribed by these Bylaws.  
622
- 623 8.3 MEETINGS  
624
- 625 8.3.1 The Board shall hold a minimum of three (3) scheduled meetings each year. The  
626 number of scheduled meetings to be held in excess of three (3) shall be determined  
627 by the Board.  
628
- 629 8.3.2 Special meetings of the Board may be called at any time by the president on  
630 request of three (3) Board members. Notice of any such meeting shall be given to  
631 each Board member at least ten (10) days in advance. No other business shall be  
632 considered except as provided in the notice, unless unanimous consent is obtained  
633 from the members present and voting.  
634

635 8.3.3 Actions of the Trustees may be taken only pursuant to a vote at a meeting of  
636 Trustees at which a quorum is present or by unanimous written consent of the  
637 Trustees. One or more Trustees may participate in a meeting by means of a  
638 conference telephone or other electronic technology by means of which all  
639 persons participating in the meeting can hear each other, which participation  
640 shall constitute presence in person at the meeting.

641  
642 8.3.4 A majority of the voting members of the Board shall constitute a quorum for the  
643 transaction of business at any meeting unless otherwise specified in the bylaws.  
644

645 8.3.5 PDA legal counsel shall handle matters of parliamentary procedure.  
646

#### 647 8.4 OFFICERS 648

649 8.4.1 The PDA president shall be the chair.  
650

651 8.4.2 The chair shall set the agenda for all meetings of the Board.  
652

653 8.4.3 The chair shall cast the deciding vote in the case of a tie.  
654

655 8.4.4 In the absence of the secretary, the chair shall appoint a secretary pro tem.  
656

657 8.4.5 In the absence of the president, the president-elect shall serve as chair. In the  
658 absence of both the president and the president-elect, the treasurer shall serve as  
659 chair pro tem. In the absence of the president, president-elect and treasurer, the  
660 Board shall elect a member as chair pro tem.  
661  
662

### 663 **ARTICLE 9.0 COMMITTEES AND ADVISORY GROUPS** 664

#### 665 9.1 GENERAL RULES 666

667 9.1.1 The purpose of the committee structure is to carry out the policies established by  
668 the Board, to perform the duties as provided in these bylaws, and to advance the  
669 strategic plan of the PDA under the direction of the Board.  
670

671 9.1.2 The purpose of the advisory group structure is to perform the task as defined by the  
672 Board and to assist in advancing the strategic plan of the PDA.  
673

674 9.1.3 Except as provided for in these bylaws, all committees and advisory groups shall be  
675 composed of a minimum of 5 members reflecting the diversity of the membership  
676 with respect to geographic location, gender, age and type of practice.  
677

678 9.1.4 Members of all committees and advisory groups shall be selected based on  
679 experience and interest. Members of committees and advisory groups shall be  
680 appointed by the president after approval by the Board.

- 681  
682 9.1.5 Advisory group members shall be members in good standing in the PDA. Advisory  
683 groups may invite consultants as deemed necessary. Consultants can be persons  
684 who are not dentists as well as dentists who are not PDA members. Only appointed  
685 PDA member dentists of the advisory group shall be entitled to a vote within the  
686 advisory group. All actions and/or decisions of an advisory group shall be managed  
687 by a simple majority of the voting members of that group.  
688
- 689 9.1.6 A committee member shall serve no more than five (5) consecutive one-year terms  
690 and may be reappointed to the same or any other committee after a one (1) year  
691 hiatus.  
692
- 693 9.1.7 A member who initially is appointed to a committee by the Board via an association  
694 midyear appointment shall retain the eligibility to serve the full complement of no  
695 more than five (5) consecutive one-year terms to that committee.  
696
- 697 9.1.8 Advisory group members shall serve up to one-year or until the defined task is  
698 complete, whichever comes first. There shall be no appointment term limits for  
699 advisory group members. Advisory group members may be reappointed to the  
700 same or any other advisory group via the adopted current process as often as  
701 deemed appropriate by the Board to meet the needs of PDA.  
702
- 703 9.1.9 Committee chairs shall be elected by majority vote at the last meeting of each year  
704 for the following year except as otherwise provided in these Bylaws. The term of the  
705 committee chair, as chair, shall be one year; the chair may be reelected for a  
706 maximum of three consecutive one-year terms. Years of service as chair are  
707 included in the term limitation. In the event that the chair can no longer serve, the  
708 committee will elect a chair.  
709
- 710 9.1.10 Advisory group chairs shall be appointed by the President. The term of the advisory  
711 group chair shall be up to one year with a one year extension at the discretion of  
712 the President. In the event that the chair can no longer serve, the advisory group  
713 members will select a new chair in consultation with the President.  
714
- 715 9.1.11 PDA Trustees and PDA Officers shall not serve as advisory group members,  
716 except as otherwise specified in the Bylaws. The PDA President shall assign at  
717 least one Trustee and/or Officer to each advisory group as liaison between the  
718 advisory group and the Board.  
719
- 720 9.1.12 Committees shall outline their annual agenda and submit it to the Board within sixty  
721 (60) days of the completion of the PDA Annual Meeting. Annual agendas shall be  
722 reviewed and/or amended by the Board in order to ensure the activities of  
723 committees are in concert with PDA directives and the strategic plan. Committees  
724 shall report their activities annually to the Board or whenever requested by the  
725 Board.  
726

- 727 9.1.13 Advisory groups shall provide a final report of their activities to the Board.  
728
- 729 9.1.14 Advisory groups and committees shall plan only electronic or telephonic meetings  
730 to achieve their stated purpose. Electronic business conduct shall follow the  
731 adopted format for e-business conduct of PDA committees.  
732
- 733 9.1.15 A member of an advisory group may be removed by a majority vote of the Board at  
734 any time as deemed necessary. Any member removed shall not be eligible to serve  
735 on a PDA advisory group for a period of at least one year.  
736
- 737 9.1.16 A member of an advisory group may resign at any time as deemed necessary. Any  
738 member who resigns shall be immediately eligible to serve on a PDA advisory  
739 group as deemed appropriate by the board.  
740
- 741 9.1.17 Exceptions to 9.1.1 through 9.1.17 may be made by a two-thirds (2/3) vote of the  
742 Board.  
743
- 744 9.2 COMMUNICATIONS AND PUBLIC RELATIONS ADVISORY GROUP - DUTIES  
745
- 746 9.2.1 To promote quality oral care in the Commonwealth of Pennsylvania through  
747 member and public communication initiatives.  
748
- 749 9.2.2 To maintain primary responsibility and to assist in the development of content and  
750 design of the PDA website and the publications of the PDA.  
751
- 752 9.3 DENTAL BENEFITS COMMITTEE  
753
- 754 9.3.1 DUTIES
- 755 9.3.1.1 To act as the liaison between the PDA and/or its individual members and the  
756 insurance companies administering dental insurance plans in the  
757 Commonwealth of Pennsylvania. A-committee member shall act as a liaison to  
758 an insurance carrier as deemed appropriate by the committee chair.
- 759 9.3.1.2 To advocate for PDA on health care related legislative efforts.  
760
- 761 9.4 GOVERNMENT RELATIONS COMMITTEE  
762
- 763 9.4.1 This committee shall be composed of one (1) member from each district and at-  
764 large members selected by the President.  
765
- 766 9.4.2 DUTIES  
767
- 768 9.4.2.1 To encourage the improvement of the health of the citizens of Pennsylvania and  
769 to promote the art and science of dentistry through appropriate legislative or  
770 regulatory activities.  
771

- 772 9.4.2.2 To review legislative proposals, regulatory issues and government agency  
773 programs and to recommend actions to the Board.  
774
- 775 9.4.2.3 To assist individual members, component societies and the PDA lobbyist with  
776 issues that concern dental law and regulation.  
777
- 778 9.4.2.4 To maintain a working relationship with PADPAC, ADPAC and the State Board of  
779 Dentistry.  
780
- 781 9.5 MEMBERSHIP COMMITTEE  
782
- 783 9.5.1 This committee shall be composed of one (1) member from each district and one  
784 (1) member from the New Dentist Committee and at-large members selected by the  
785 President.  
786
- 787 9.5.2 DUTIES  
788
- 789 9.5.2.1 To develop and implement initiatives for membership recruitment and retention.  
790
- 791 9.5.2.2 To improve and communicate membership benefits to members and non-  
792 members.  
793
- 794 9.6 ANNUAL AWARDS COMMITTEE  
795
- 796 9.6.1 This committee shall be composed of the five (5) living immediate past presidents  
797 with the senior in service acting as the chair.  
798
- 799 9.6.2 The duty of this committee shall be to select the recipients of the PDA Annual  
800 Award, the PDA Recognition Award and the PDA Public Service Award.  
801
- 802 9.7 CONCERNED COLLEAGUE ADVISORY GROUP - DUTIES  
803
- 804 9.7.1 To disseminate information, after review and approval by the Board, to dental  
805 professionals, component societies and dental students concerning impairment.  
806
- 807 9.7.2 To offer assistance to impaired members of the dental team.  
808
- 809 9.7.3 To utilize a Health and Well-Being Program to provide monitoring, support and  
810 education as dental professionals re-enter practice and continue to recover from  
811 impairments.  
812
- 813 9.8 NEW DENTIST COMMITTEE  
814
- 815 9.8.1 This committee shall be composed of members representing different districts, if  
816 possible, who meet the requirements of a "New Dentist" as defined by ADA.  
817



818 9.8.2 DUTIES

819

820 9.8.2.1 To recruit and retain new dentists as members.

821

822 9.8.2.2 To identify the needs and concerns of new dentists and make recommendations  
823 to the Board to address those needs and concerns.

824

825 9.8.2.3 To provide information to assist new dentists in establishing a practice.

826

827 9.8.2.4 To support the activities of the American Student Dental Association chapters in  
828 Pennsylvania dental schools.

829

830 9.8.2.5 To communicate the value of organized dentistry to students at the Pennsylvania  
831 dental schools.

832

833 9.8.2.6 To elect, by majority vote, a member of the committee to serve a one (1) year  
834 term, not to exceed three (3) terms, on the Board of Trustees.

835

836 9.9 ENVIRONMENTAL ISSUES ADVISORY GROUP - DUTIES

837

838 9.9.1 To monitor environmental legislation and regulation at all levels and disseminate  
839 information to PDA members and component societies.

840

841 9.9.2 To build and maintain relationships with regulatory agencies involved in  
842 environmental issues.

843

844 9.10 ACCESS TO ORAL HEALTH ADVISORY GROUP - DUTIES

845

846 9.10.1 To identify barriers to accessing dental care in Pennsylvania.

847

848 9.10.2 To offer recommendations to the PDA Board on how PDA may effectively address  
849 access to care issues in Pennsylvania.

850

851 9.10.3 To monitor all access to care-related projects as deemed appropriate by the PDA  
852 Board.

853

854 9.11 SPECIAL COMMITTEES

855

856 9.11.1 Special committees or task forces may be created by the Board, for the purpose of  
857 performing duties not otherwise assigned by these Bylaws. Such special  
858 committees or task forces shall serve until final adjournment of the next annual  
859 meeting unless otherwise specified.

860

861 9.12 COUNCIL OF DISTRICTS

862

- 863 9.12.1 This council is composed of two (2) members from each PDA District: a  
864 representative who is entitled to cast one (1) vote on any matter coming before  
865 the council for a vote and the district president who will be a non-voting member.  
866 The presidents of the local dental societies or their designee are encouraged to  
867 serve as nonvoting participants.  
868
- 869 9.12.1.1 District representatives may not serve more than two (2) consecutive three (3)  
870 year terms, concurrent with the term of their district trustee.  
871
- 872 9.12.1.2 This council shall be chaired by the president-elect.  
873
- 874 9.12.1.3 The president-elect shall cast the deciding vote in the case of a tie.  
875
- 876 9.12.1.4 In the absence of the district representative, the district president will be  
877 entitled to cast a vote for the district.  
878
- 879 9.12.1.5 In the event of a vacancy in the position of district representative, the  
880 president of the district from which the vacancy occurs shall appoint a  
881 member in good standing from that district to fill such office until a successor  
882 is elected by that district for the remainder of the unexpired term.  
883
- 884 9.12.1.6 This council shall plan electronic or telephonic meetings to achieve its stated  
885 purpose, unless as otherwise stated in these bylaws. Electronic business  
886 conduct will follow the adopted PDA e-business protocol.  
887
- 888 9.12.2 DUTIES  
889
- 890 9.12.2.1 To attend the meeting of the Council during the PDA annual meeting and to  
891 conduct their business by actively participating via the Social Network and to  
892 advise the Board of petitions from the membership.  
893
- 894 9.12.2.2 To have the chairperson of the Council of Districts submit an advisory report  
895 to the Board of Trustees two weeks prior to any prescheduled board meeting.  
896
- 897 9.12.2.3 To serve as the Disciplinary Appeals Review board.  
898
- 899 9.12.2.4 To review, vet and refine the issues submitted for Board of Trustees action or  
900 for the PDA annual meeting issues agenda.  
901
- 902 9.12.2.5 To communicate regularly with the presidents of local dental societies within the  
903 district to inform them of board actions during the year.  
904
- 905 9.12.2.6 To communicate information from members and component dental societies in  
906 both a lateral and vertical direction throughout PDA.  
907
- 908 9.12.2.7 To identify and mentor potential new volunteer leaders.

- 909
- 910 9.12.2.8 To attend and participate in the PDA annual meeting.
- 911
- 912 9.13 ELECTION ADVISORY GROUP
- 913
- 914 9.13.1 DUTIES
- 915
- 916 9.13.1.1 Review election procedures and guidelines and offer revisions.
- 917
- 918 9.13.1.2 Develop methods to increase voter response.
- 919
- 920 9.13.1.3 Follow demographic trends in elections.
- 921
- 922 9.13.1.4 Develop candidate profile questions as needed.
- 923
- 924 9.13.1.5 Any other tasks as assigned by the Board of Trustees.
- 925
- 926 9.14 DIVERSTIY, EQUITY, AND INCLUSION COMMMITTEE
- 927
- 928 9.14.1 Committee members must have the knowledge and skills necessary
- 929 to evaluate PDA policies and culture critically.
- 930
- 931 9.14.2 DUTIES
- 932
- 933 9.14.2.1 To promote diversity, equity, and inclusion (DEI) best practices among the
- 934 PDA membership.
- 935
- 936 9.14.2.2 To outline realistic DEI goals and outcomes and provide actionable steps to
- 937 achieve them.
- 938
- 939 9.14.2.3 To assist the Board and staff in institutionalizing policies that support DEI for
- 940 all members.
- 941
- 942 9.14.2.4 To annually evaluate and report to the membership the effectiveness of
- 943 ongoing DEI efforts and adapting as needed.
- 944
- 945
- 946 **ARTICLE 10.0 CONFLICT OF INTEREST**
- 947
- 948 10.1 POLICY
- 949
- 950 10.1.1 Those who serve in elective or appointive offices or positions, including
- 951 delegates and alternate delegates to the ADA House of Delegates, shall do so in
- 952 a representative or fiduciary capacity requiring loyalty to PDA. At all times while
- 953 serving in such offices or positions, these persons shall further the interests of
- 954 PDA as a whole.

- 955
- 956 10.1.2 The following situations shall be avoided by those individuals who are covered
- 957 under this policy.
- 958
- 959 10.1.2.1 They shall avoid placing themselves in a position where personal or
- 960 professional interests may conflict with their duty to PDA;
- 961
- 962 10.1.2.2 They shall avoid using information learned through such office or position for
- 963 personal gain or advantage; and
- 964
- 965 10.1.2.3 They shall avoid obtaining by a third party an improper gain or advantage.
- 966
- 967 10.1.3 The Board shall render a final judgment on what constitutes a conflict of interest.
- 968

969 10.2 COMPLIANCE

- 970
- 971 10.2.1 Each nominee, candidate and appointee, including delegates and alternate
- 972 delegates to the ADA House of Delegates, as a condition for selection, shall
- 973 disclose any situation which might be construed as placing that person in a position
- 974 of having a conflict of interest with the individual's duty to PDA.
- 975
- 976 10.2.2 While serving, said individual shall sign and comply with the adopted PDA conflict
- 977 of interest policy applicable to the respective office or position.
- 978
- 979 10.2.3 Any situation in which a potential conflict of interest may arise shall be reported.
- 980
- 981 10.2.4 The Board shall approve the compliance activities to implement the requirements of
- 982 this Article.
- 983

984

985 **ARTICLE 11.0 INDEMNIFICATION**

- 986
- 987 11.1 Personal Liability of Trustees Generally: A PDA trustee shall not be personally
- 988 liable for damages for any action taken or any failure to take any action, except to
- 989 the extent that exemption from liability damages is not allowed under the laws of
- 990 the Commonwealth of Pennsylvania which are now or may hereafter be in effect.
- 991 The provisions of this subsection are intended to exempt the Trustees for
- 992 monetary damage to the maximum extent allowed under the Pennsylvania
- 993 Directors' Liability Act (42 Pa. C.S. § 8361 et seq.) or under any other law now or
- 994 hereafter in effect.
- 995
- 996 11.2 Specific Rule Under the Directors' Liability Act: Without limitation of the above, a
- 997 PDA trustee shall not be personally liable for monetary damages for any action
- 998 taken or any failure to take any action, unless: (i) the trustee has breached or
- 999 failed to perform the duties of this office under Section 8363 of the Trustee's
- 1000 Liability Act, and (ii) the breach or failure to perform constitutes self-dealing,

1001 willful misconduct or recklessness. The provisions of the preceding sentence  
1002 shall not exempt a trustee from: (i) the responsibility or liability of a trustee  
1003 pursuant to any criminal statute; or (ii) the liability of a trustee for the payment of  
1004 taxes pursuant to local, state or federal law.  
1005

1006 11.3 Modification or Repeal: Any of the provisions of this Article may be modified,  
1007 amended or repealed in accordance with the procedures as set forth in this  
1008 Bylaws, provided, however, that any such modifications, amendment or repeal  
1009 shall not have any effect upon the liability of a Trustee relating to any action  
1010 taken, any failure to take any action, or events which occurred prior to the  
1011 effective date of such modification, amendment or repeal.  
1012

1013 11.4 Indemnification Generally: Subject to the limit hereinafter set forth, PDA shall, to  
1014 the fullest extent permitted under the laws of the Commonwealth of Pennsylvania  
1015 as are now or hereafter will be in effect, indemnify any person (including heirs,  
1016 executors and administrators) who was or is a party, witness or other participant  
1017 or is threatened to be made a party, witness or participant to any threatened,  
1018 pending or completed action, suit or proceeding, whether civil, criminal,  
1019 administrative or investigative (including, without limitation, actions by or in the  
1020 right of PDA) by reason of the fact that he is or was serving in a Leadership  
1021 capacity as defined in Article 12.1.1, or as an employee or agent of PDA, or is or  
1022 was serving at the request of PDA as a director, trustee, officer, employee or  
1023 agent of another corporation, partnership, joint venture, trust or other enterprise,  
1024 against all expenses (including attorneys' fees, court costs, transcript costs, fees  
1025 of experts and witnesses, travel expenses and all other similar expenses),  
1026 judgments, fines, penalties and amounts paid in settlement actually and  
1027 reasonably incurred in connection with such action, suit or proceeding. Such  
1028 indemnification, however, shall not be provided in any case where the conduct  
1029 giving rise to the claim for indemnification is determined to constitute willful  
1030 misconduct, recklessness or self-dealing.  
1031

1032 11.5 Advance Payment of Expenses: PDA shall advance all reasonable expenses  
1033 (including attorneys' fees, court costs, transcript costs, fees of experts and  
1034 witnesses, travel expenses and all other similar expenses) reasonably incurred in  
1035 connection with the defense of or other participation in any action, suit or  
1036 proceeding referred to in Article 12.4 above upon receipt of a written undertaking  
1037 by or on behalf of the person seeking the advance to repay all amounts  
1038 advanced if it shall ultimately be determined upon final disposition of such action,  
1039 suit or proceeding that said person is not entitled to be indemnified by PDA  
1040 hereunder.  
1041

1042 11.6 No Duplication of Payments: PDA shall not be liable to make any payment of  
1043 amounts otherwise indemnifiable hereunder if and to the extent that the person  
1044 seeking indemnification has actually received payment therefore under any  
1045 insurance policy, contract, agreement or arrangement. In the event that PDA has  
1046 made payment of expenses to a person, such person shall repay to PDA the

- 1047 amount so advanced, if and to the extent that subsequent payment is received  
1048 therefore under any insurance policy, contract, agreement or arrangement.  
1049
- 1050 11.7 Insurance: PDA, upon direction of the Board, may purchase and maintain at its  
1051 own expense one or more policies of insurance to protect itself and those serving  
1052 in a Leadership capacity, employees or agents of PDA or a director, trustee,  
1053 officer, employee or agent of another corporation, partnership, joint venture, trust  
1054 or other enterprise against any expense, liability or loss which may be incurred  
1055 by such persons in such capacity, whether or not PDA would have the authority  
1056 to indemnify such persons against any such expense, liability or loss under this  
1057 Article or under the then current laws of the Commonwealth of Pennsylvania.  
1058
- 1059 11.8 Indemnification Agreements: PDA Board shall have the authority to enter into an  
1060 Indemnification Agreement with any person who may be indemnified pursuant to  
1061 the provisions of this Article. Any such Indemnification Agreement may contain  
1062 such terms and conditions as the Board shall in the exercise of their discretion  
1063 determine to be necessary or appropriate. Such terms and conditions may  
1064 include provisions for greater or lesser indemnification than provided for in this  
1065 Article, and provisions establishing procedures for the processing or approval of  
1066 indemnification claims. The fact that PDA has not entered into an  
1067 Indemnification Agreement with any person, however, shall not in any way limit  
1068 the indemnification rights of such person.  
1069
- 1070 11.9 Non-Exclusivity: The right to indemnification and to the payment of expenses  
1071 incurred in defending against or otherwise responding to any action, suit or  
1072 proceeding in advance of its final disposition as set forth in this Article shall not  
1073 be exclusive of any other rights which any person may now have or hereafter  
1074 acquire under any agreement, or under any applicable law or under the Articles  
1075 of Incorporation of PDA.  
1076
- 1077 11.10 Survival of Rights: The indemnification rights provided to a person under the  
1078 provisions of this Article shall continue after such person ceases to serve in such  
1079 capacity, as to any action taken, any failure to take action, or any events which  
1080 occurred while such person was so serving.  
1081
- 1082 11.11 Modification or Repeal: The provision of this Article may be modified, amended  
1083 or repealed under the procedures as set forth in these Bylaws; provided,  
1084 however, that any such modification, amendment or repeal shall not have any  
1085 effect upon the indemnification rights of any person as they relate to any action  
1086 taken, any failure to take action, or events which occurred prior to the effective  
1087 date of such modification, amendment or repeal.  
1088

1089  
1090 **ARTICLE 12.0 MEMBER AND LEADERSHIP DISCIPLINARY PROCEDURE**  
1091

1092 12.1 DEFINITIONS  
1093

1094 12.1.1 Leadership: For purposes of these Bylaws, leadership shall include elective  
1095 officers, appointive officers, trustees, delegates and alternate delegates to the  
1096 ADA House of Delegates, the trustee from PDA to ADA and any member of a  
1097 PDA advisory group, committee or task force.  
1098

1099 12.1.2 Disciplinary Review Board: Annually, at the first Board meeting following the end  
1100 of the annual meeting, the president shall appoint three (3) trustees to serve as  
1101 the Disciplinary Review Board. It shall be the responsibility of the Disciplinary  
1102 Review Board to make the initial determination of what disciplinary action, if any,  
1103 will be taken against a member.  
1104

1105 12.1.3 Disciplinary Appeal Board: The Council of Districts shall serve as the  
1106 Disciplinary Appeal Board. It shall be the responsibility of the Disciplinary Appeal  
1107 Board to entertain a timely request for review of a decision of the Disciplinary  
1108 Review Board.  
1109

1110 12.2 OFFENSES: A member of PDA or of a component or local society shall be  
1111 subject to discipline by censure, probation, suspension, expulsion, removal from  
1112 a position of Leadership or prevented from holding such a position, upon  
1113 determination of commission of any of the following:  
1114

1115 12.2.1 Final conviction of a felony in any court of law.  
1116

1117 12.2.2 Final determination of any violation of any Dental Practice Act to which the member  
1118 is subject.  
1119

1120 12.2.3 Violation of the Principles of Ethics adopted by PDA or by a component or local  
1121 society of which the accused is a member.  
1122

1123 12.2.4 Violation of the Constitution or Bylaws adopted by ADA, PDA or by a component or  
1124 local society of which the accused is a member.  
1125

1126 12.2.5 A violation of any conflict of interest provision or policy adopted by PDA. This  
1127 subsection shall only be applicable to elective officers, appointive officers, trustees  
1128 and members of any PDA committee or advisory group.  
1129

1130 12.3 REVIEW PROCEDURE  
1131

1132 12.3.1 Any member, any district or any local society can initiate a review of a member  
1133 by filing a signed written complaint with the PDA Executive Director. The name  
1134 of the person making the written complaint shall be confidential and not subject  
1135 to disclosure. The complaint must contain sufficient detail for the accused to  
1136 ascertain the nature of the allegations. A written statement of allegations shall be  
1137 provided to the accused within ten (10) days of receipt by the Executive Director.

1138 Notice of the hearing shall be provided to all interested parties at least twenty  
1139 (20) days prior thereto. A review of the allegations shall be heard by the  
1140 Disciplinary Review Board within ninety (90) days.  
1141

1142 12.3.2 The accused shall have the right to attend the review and be represented by  
1143 counsel. The accused shall have the right to offer testimony, call witnesses  
1144 and/or introduce documentary evidence in defense of the allegations. The  
1145 Disciplinary Review Board shall have the right to have an attorney present for  
1146 consultation during the hearing. The proceedings will not be recorded or  
1147 transcribed. The complainant shall have the right to attend and testify.  
1148

1149 12.3.3 Within thirty (30) days of the review, the Disciplinary Review Board shall render a  
1150 written determination setting forth what disciplinary action, if any, is to be taken  
1151 against the member. The determination shall contain specific numbered findings  
1152 upon which the Review Board relied in rendering the decision. The  
1153 determination shall have attached to it a synopsis of the testimony received  
1154 during the review and any documentary evidence or exhibits provided. For any  
1155 action short of expulsion, the determination must be agreed to by at least two (2)  
1156 out of the three (3) Review Board members. For an expulsion to occur, all three  
1157 (3) Review Board members must agree. The determination shall be signed and  
1158 dated and provided to the accused and the complainant within five (5) days of  
1159 issuance and shall include a copy of Article 12.4. Disciplinary action will take  
1160 effect thirty-five (35) days after the determination is rendered unless an appeal is  
1161 filed.  
1162

#### 1163 12.4 APPEAL 1164

1165 12.4.1 The accused shall have the right to request a review by the Disciplinary Appeal  
1166 Board by submitting a written request to the Executive Director within thirty-five  
1167 (35) days of the date of the determination. No appeal submitted thereafter shall  
1168 be considered. The written request shall specifically identify those findings that  
1169 the accused disputes and the basis for the disagreement.  
1170

1171 12.4.2 The Disciplinary Appeal Board shall hear the appeal within ninety (90) days.  
1172 Notice of the hearing shall be provided to all interested parties at least twenty  
1173 (20) days prior thereto. The accused shall have the right to attend and be  
1174 represented by counsel. The Disciplinary Appeal Board shall have the right to  
1175 have an attorney present for consultation during the hearing. The accused shall  
1176 have the right to offer testimony on his or her own behalf and call witnesses.  
1177 Except for good cause shown, the accused shall not be allowed to introduce new  
1178 documentary evidence unless the same was not available at the time the  
1179 Disciplinary Review Board considered the matter. The complainant who filed the  
1180 initial complaint shall be provided a copy of the request for review and notice of  
1181 the appeal hearing and shall have the right to attend and testify.  
1182



- 1183 12.4.3 The proceedings will not be recorded or transcribed. The Appeal Board shall  
 1184 render a written decision within thirty (30) days. A majority of the members must  
 1185 agree on the decision which can affirm, reverse or modify the decision of the  
 1186 Review Board. Copies of the decision shall be provided to the accused and the  
 1187 complainant within five (5) days of issuance.  
 1188
- 1189 12.4.4 There shall be no further rights of appeal to PDA. The accused shall have the  
 1190 right to appeal from the decision of the PDA Appeal Board to ADA as prescribed  
 1191 in the ADA Bylaws.  
 1192
- 1193 12.5 CONFLICT: If a case presents a conflict to any member of the Review or Appeal  
 1194 Board, as a result of the members' familiarity with the accused, the complainant,  
 1195 or the underlying facts of the situation giving rise to the review, the member shall  
 1196 recuse himself/herself and the president shall appoint a replacement from the  
 1197 remaining ex officio members of the Board.  
 1198
- 1199 12.6 CONDUCTING BUSINESS: Other than the initial hearing or any hearing on the  
 1200 appeal, which shall be conducted in person, any business under this article may  
 1201 be conducted in person, telephonically, by mail, or through any form of electronic  
 1202 communication.  
 1203
- 1204 12.7 REMOVAL FROM LEADERSHIP: For offenses under 12.2.1 and 12.2.2  
 1205 involving a member of Leadership, the person shall immediately be removed  
 1206 from the position of Leadership upon receipt by PDA of certified copies of the  
 1207 final conviction or determination, pending resolution of the review and appeal  
 1208 process.  
 1209
- 1210 12.8 VACANCY: Any vacancy created by removal pursuant to this Article 12.0 shall be  
 1211 filled as otherwise provided in the bylaws: officers (Article 7.0), trustees (Article  
 1212 6.0), ADA delegates (Article 5.0), advisory group and committee members  
 1213 (Article 9.0).  
 1214
- 1215 12.9 REINSTATEMENT TO LEADERSHIP: The Review or Appeal Board may  
 1216 reinstate the accused to leadership as part of its decision.  
 1217
- 1218 12.10 DUES: No member who receives disciplinary action against his or her  
 1219 membership under this Article shall be entitled to any refund of dues and special  
 1220 assessments.  
 1221

1222  
 1223 **ARTICLE 13.0 AMENDMENTS:** These Bylaws may be amended by a two-thirds ( $\frac{2}{3}$ )  
 1224 majority vote of the Board or as otherwise noted in these Bylaws, provided however, no  
 1225 provision of Articles I through IV and Article 13 of these Bylaws may be modified by the  
 1226 Board without the approval of a majority vote of the Council of Districts.