

Constitution and Bylaws of the
Pennsylvania Dental Association

Adopted by the 2014 House of Delegates
April 26, 2014

Amended by Board of Trustees
April 29, 2022

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**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

294 5.1.2 In addition to those individuals named in Article 5.1.1, those eligible to vote as
 295 indicated in Article 1 of these bylaws shall elect by ballot, from among the PDA
 296 membership, any remaining delegates and alternates. Those receiving the
 297 highest number of votes will be elected as delegates. The order of service of
 298 alternate delegates shall be determined by the results of the election.
 299

300 5.1.3 Following the election, the President shall announce the delegates and alternate
 301 delegates to serve for the following ADA annual meeting.
 302

303 5.1.4 In the event of a vacancy of a PDA trustee serving as ADA delegate, the trustee
 304 district shall select a replacement delegate as permitted by ADA. In the event of
 305 any other vacancy in the PDA delegation to the ADA House of Delegates, the PDA
 306 Board of Trustees may select a replacement who shall serve as the last alternate
 307 delegate(s) as permitted by ADA.
 308

309 5.1.5 ADA delegates will be limited to 5 (five) consecutive 1 (one) year terms. Elected
 310 officers may serve additional terms as outlined in these bylaws. No delegate may
 311 serve more than 7 (seven) consecutive 1 (one) year terms.
 312

313 5.1.6 Any ADA Delegate may be removed from such position for cause by a vote of at
 314 least a majority of the Trustees then in office who are not the subject of the removal
 315 action at a duly convened meeting of the Board, provided that written notice of the

316 intention to consider removal of such Delegate has been included in a notice of the
317 meeting. No Delegate shall be removed without having the opportunity to be heard
318 at such meeting, but no formal hearing procedure need be followed. The Board
319 may establish a policy to define "cause" for purposes of this subsection, provided,
320 however, the intention or failure to vote on any ADA matter is the same manner as
321 a majority of the delegation shall not constitute cause for removal.
322

323 5.1.7 For purposes of Article 5, the term delegate or ADA delegate shall mean a person
324 credentialed by the ADA with voting rights for ADA officers.
325

326 5.2 ADA DELEGATION

327
328 5.2.1 The PDA president shall chair the delegation and shall, in advance of the first
329 called meeting of the ADA House of Delegates, issue a call for a caucus of the
330 delegation, to consider such matters as may be considered by the ADA House of
331 Delegates. The PDA delegation shall elect a Secretary from the delegation. In
332 the absence of the Secretary, the delegation shall elect a clerk as acting
333 Secretary.
334

335 5.2.2 Should the PDA president be absent from any caucus or meeting of the ADA
336 House of Delegates; the Secretary shall act as chair. In the absence of the
337 President and Secretary, the clerk shall act as chair.
338

339 5.2.3 The PDA Board and the delegation shall have the authority to submit resolutions
340 to the ADA House of Delegates.
341

342 **ARTICLE 6.0 TRUSTEES**

343
344
345 6.1 QUALIFICATIONS: A trustee must be an active, retired or life member, in good
346 standing, and a member of one of the local societies which compose the district the
347 member is elected to represent. Should the status of any trustee change in regard
348 to the preceding qualifications during the term of office that office shall be declared
349 vacant and the president of the district society which the trustee represents shall
350 determine who shall fill such vacancy as provided in the Bylaws.
351

352 6.2 The term of office of a trustee shall be three (3) years.
353

354 6.2.1 No trustee shall serve consecutive terms.
355

356 6.2.2 No trustee may serve concurrently as a PDA officer except as PDA Secretary.
357

358 6.2.3 A member who has previously served a full term as trustee may serve an additional
359 term after a hiatus of three years.
360

- 361 6.2.4 A member who has previously served a full term as trustee may be eligible to fulfill
362 any unexpired term.
363
- 364 6.2.5 A member who has fulfilled an unexpired term shall be eligible to serve a full term
365 as trustee.
366
- 367 6.2.6 Past PDA Presidents shall not serve as trustee.
368
- 369 6.3 ELECTIONS: Each trustee shall be elected by the trustee district immediately
370 preceding the expiration of the term of office of the predecessor. Each district shall
371 certify that this election was held in accordance with these provisions, and shall
372 forward this certification in writing to the PDA secretary prior to the opening of the
373 PDA annual meeting.
374
- 375 6.4 VACANCY
376
- 377 6.4.1 In the event of a vacancy in the office of a trustee, the president of the district from
378 which the vacancy occurs shall appoint a member in good standing from that
379 district to fill such office until a successor is elected by that district for the remainder
380 of the unexpired term. Such appointed replacement trustee shall not be able to vote
381 unless he or she has previously served in the capacity of trustee or until such time
382 as he or she has completed the board orientation.
383
- 384 6.4.2 In the event that a district will not be represented for an entire regular or special
385 meeting of the Board, the district president shall appoint an active, retired or life
386 member in good standing from that trustee district as the trustee to serve until the
387 final adjournment of the regular or special meeting (the "Proxy Trustee"). PDA
388 officers, except the president, may serve in this limited capacity. The Proxy Trustee
389 shall not be able to cast a vote at a meeting unless he or she has previously served
390 in the capacity of trustee or until such time as he or she has completed the board
391 orientation.
392
393

394 **ARTICLE 7.0 OFFICERS**

- 396 7.1 ELECTIVE OFFICERS: The elective officers of PDA shall be president, president-
397 elect, secretary and treasurer.
398
- 399 7.1.1 The President-Elect and Treasurer are elected by the membership in accordance
400 with the approved PDA election procedures; the Secretary is elected by the Board
401 from one of the District Trustees.
402
- 403 7.1.2 Only an active, retired or life member, in good standing, shall be eligible to serve as
404 elected or appointed officers of the PDA.
405

- 406 7.1.3 In the event the office of president becomes vacant, the president-elect shall fulfill
407 the unexpired term. The president-elect shall succeed to the office of president
408 without other election at the next annual meeting.
409
- 410 7.1.4 In the event the office of the president-elect becomes vacant, the office of president
411 for the ensuing year shall be filled at the next annual meeting.
412
- 413 7.1.5 In the event both the offices of president and president-elect become vacant, the
414 trustees shall elect from among the trustees and other elective officers a president
415 to serve the unexpired portion of the term.
416
- 417 7.1.6 In the event of a vacancy in the office of treasurer the Board shall elect an active,
418 retired or life member in good standing to fulfill the unexpired portion of the term.
419
- 420 7.1.7 The president and president-elect shall serve one (1) term. The term of the
421 treasurer shall be three (3) years. The sitting treasurer can seek election for one
422 additional consecutive three (3) year term.
423
- 424 7.2 APPOINTIVE OFFICERS: The appointive officers of PDA shall be editor and
425 associate editor, each of whom shall be appointed by the Board.
426
- 427 7.2.1 Only an active, retired or life member, in good standing, shall be eligible to serve as
428 an appointive officer.
429
- 430 7.2.2 The editor shall serve an initial term of four (4) years. Thereafter that person shall
431 be eligible for appointment to not more than four (4) consecutive one (1) year
432 terms.
433
- 434 7.2.3 An associate editor may be appointed annually or when necessary.
435
- 436 7.3 PRESIDENT - DUTIES
437
- 438 7.3.1 To serve as an official representative of PDA in its contacts with governmental,
439 civic, business and professional organizations for the purpose of advancing the
440 objects and policies of PDA.
441
- 442 7.3.2 To serve as chair and nonvoting member of the Board and to perform such duties
443 as are provided in the Bylaws.
444
- 445 7.3.3 To provide the membership with a report of the activities of the office and the
446 matters which may be deemed important to the public and the dental profession at
447 the association's annual meeting.
448
- 449 7.3.4 To call special meetings of the membership and the Board as provided in the
450 Bylaws.
451

- 452 7.3.5 To appoint the members of advisory groups, committees, a Board of Elections, and
453 trustee liaisons unless otherwise provided for in the Bylaws.
454
- 455 7.3.6 To cast the deciding vote in the case of a tie, as provided in the Bylaws.
456
- 457 7.3.7 To make provisional decisions in emergency situations, when the Bylaws and
458 Policy are silent, until the Board can act.
459
- 460 7.3.8 In the event of a vacancy in the position of ADA Trustee, the PDA President and
461 the two most recent ADA Trustees will select a substitute trustee for the ADA
462 Third District and forward the recommendation to the ADA President.
463
- 464 7.4 PRESIDENT-ELECT - DUTIES
465
- 466 7.4.1 To assist the president as requested.
467
- 468 7.4.2 To serve as a nonvoting member of the Board and to perform such duties as are
469 provided in the Bylaws.
470
- 471 7.4.3 To succeed to the office of president without other election at the April meeting of
472 the Board of Trustees.
473
- 474 7.4.4 To address the membership at the association's annual meeting and propose a
475 course of action for the coming year.
476
- 477 7.4.5 To annually compile the Executive Director evaluation and report the results to the
478 Board.
479
- 480 7.4.6 To serve as chair of the Council of Districts and as its liaison to the Board.
481
- 482 7.5 SECRETARY - DUTIES
483
- 484 7.5.1 Elected for a one year term to serve as a member of the Board and to perform such
485 duties as are provided in the Bylaws.
486
- 487 7.5.2 To cause a complete record of all proceedings of PDA to be kept and to cause to
488 be published the attendance records of all meetings.
489
- 490 7.5.3 To notify all officers and committees of their election or appointment.
491
- 492 7.5.4 To keep the seal of PDA and cause it to be affixed to the district society charters,
493 ADA delegate certificates, and to other official documents after they have been
494 properly accredited and signed.
495
- 496 7.5.5 To give a full and detailed report on Board proceedings to the membership during
497 the annual meeting.

- 498
499 7.5.6 To cause one issue of each of the unbound volumes of the proceedings of PDA
500 and of the *Pennsylvania Dental Journal* to be bound and filed with those previously
501 bound as permanent records of PDA.
502
503 7.5.7 To examine the Constitution and Bylaws and suggest to the Board any changes
504 that will advance the administrative efficiency of PDA.
505
506 7.5.8 Immediately following the annual advisory from ADA, to compute the ADA district
507 delegate entitlement and to cause the district secretaries to be advised.
508
509 7.6 TREASURER - DUTIES
510
511 7.6.1 To serve as a nonvoting member of the Board and to perform such duties as are
512 provided in the Bylaws.
513
514 7.6.2 To cause all funds of PDA to be kept in depositories selected with the approval of
515 the Board.
516
517 7.6.3 To cause monies to be paid out for all appropriate expenses as outlined in the
518 annual budget or by direction of the Board.
519
520 7.6.4 To give a bond in an amount as requested by the Board.
521
522 7.6.5 To give a full and detailed report on PDA's financial state to the membership during
523 the annual business meeting.
524
525 7.7 EDITOR - DUTIES
526
527 7.7.1 To serve as editor of the *Pennsylvania Dental Journal*.
528
529 7.7.2 To perform such other duties as provided in the *PDA Policy Manual* or as directed
530 by the Board.
531
532 7.8 ASSOCIATE EDITOR - DUTIES
533
534 7.8.1 To serve as associate editor of the *Pennsylvania Dental Journal*.
535
536 7.8.2 To perform such other duties as provided in the *PDA Policy Manual* or as directed
537 by the editor.
538
539
540 **ARTICLE 8.0 BOARD**
541
542 8.1 COMPOSITION
543

- 544 8.1.1 The Board shall consist of one (1) member elected from each of the ten (10)
545 trustee districts (trustees), the president, president-elect and treasurer.
546
- 547 8.1.2 The ten (10) elected district trustees shall constitute the voting membership of the
548 Board.
549
- 550 8.1.3 The president shall cast the deciding vote in the case of a tie.
551
- 552 8.1.4. The district trustees shall be divided into three (3) groups: Group 1 (Districts 2, 8,
553 10), Group 2 (Districts 3, 4, 9) and Group 3 (Districts 1, 5, 6, 7). Annually, the
554 group reaching the end of its term will be replaced by the respective districts.
555
- 556 8.1.5 A PDA member may not serve simultaneously as a voting member of the Board of
557 Trustees and on the Council of Districts.
558
- 559 8.2 POWERS AND DUTIES
560
- 561 8.2.1 The Board shall be the managing body of PDA, vested with full power to conduct all
562 business of PDA subject to the laws of the Commonwealth of Pennsylvania, the
563 Articles of Incorporation, the Constitution and Bylaws.
564
- 565 8.2.2 It shall have the power to hire an executive director, determine the salary and
566 tenure of the executive director.
567
- 568 8.2.3 It shall have the power to establish rules and regulations not inconsistent with the
569 Bylaws to govern its organization, procedure and conduct.
570
- 571 8.2.4 It shall have the power to direct the president to call a special meeting of the
572 membership as provided in the Bylaws.
573
- 574 8.2.5 To provide for the supervision and maintenance of the Central Office and all other
575 property or offices owned or operated by PDA.
576
- 577 8.2.6 To appoint members in good standing to the office of editor and associate editor.
578
- 579 8.2.7 To determine the time and place of each annual meeting within the limits set forth in
580 these Bylaws.
581
- 582 8.2.8 To cause to be bonded by a reliable surety company any officer or PDA employee
583 entrusted with PDA funds.
584
- 585 8.2.9 To cause all PDA accounts to be audited annually by an independent auditor and to
586 furnish a copy of the audit to the membership at the annual meeting.
587
- 588 8.2.10 To prepare a budget for the activities of PDA for each fiscal year.
589

- 590 8.2.11 To provide for the publication and distribution of all official publications of PDA.
591
- 592 8.2.12 To review the annual reports of all PDA advisory groups and committees.
593
- 594 8.2.13 To submit an annual report to the membership during the annual meeting
595 concerning its activities.
596
- 597 8.2.14 To approve and/or remove advisory group and committee members.
598
- 599 8.2.15 To select and forward nominee(s) for the PA State Board of Dentistry.
600
- 601 8.2.16 To review and evaluate, not less than once each five years, every PDA advisory
602 group and committee (Sunset Review).
603
- 604 8.2.17 To maintain a relationship with the Alliance of the PDA (APDA).
605
- 606 8.2.18 To strengthen and maintain relations between PDA and other dental and health
607 related organizations.
608
- 609 8.2.19 To present nominee(s) for ADA Trustee for election.
610
- 611 8.2.20 To adopt the rules and regulations for PDA candidate nominations and elections.
612
- 613 8.2.21 To perform such other duties as are prescribed by these Bylaws.
614
- 615 8.3 MEETINGS
616
- 617 8.3.1 The Board shall hold a minimum of three (3) scheduled meetings each year. The
618 number of scheduled meetings to be held in excess of three (3) shall be determined
619 by the Board.
620
- 621 8.3.2 Special meetings of the Board may be called at any time by the president on
622 request of three (3) Board members. Notice of any such meeting shall be given to
623 each Board member at least ten (10) days in advance. No other business shall be
624 considered except as provided in the notice, unless unanimous consent is obtained
625 from the members present and voting.
626
- 627 8.3.3 Actions of the Trustees may be taken only pursuant to a vote at a meeting of
628 Trustees at which a quorum is present or by unanimous written consent of the
629 Trustees. One or more Trustees may participate in a meeting by means of a
630 conference telephone or other electronic technology by means of which all
631 persons participating in the meeting can hear each other, which participation
632 shall constitute presence in person at the meeting.
633
- 634 8.3.4 A majority of the voting members of the Board shall constitute a quorum for the
635 transaction of business at any meeting unless otherwise specified in the bylaws.

636
637 8.3.5 PDA legal counsel shall handle matters of parliamentary procedure.
638

639 8.4 OFFICERS
640

641 8.4.1 The PDA president shall be the chair.
642

643 8.4.2 The chair shall set the agenda for all meetings of the Board.
644

645 8.4.3 The chair shall cast the deciding vote in the case of a tie.
646

647 8.4.4 In the absence of the secretary, the chair shall appoint a secretary pro tem.
648

649 8.4.5 In the absence of the president, the president-elect shall serve as chair. In the
650 absence of both the president and the president-elect, the treasurer shall serve as
651 chair pro tem. In the absence of the president, president-elect and treasurer, the
652 Board shall elect a member as chair pro tem.
653

654

655 **ARTICLE 9.0 COMMITTEES AND ADVISORY GROUPS**
656

657 9.1 GENERAL RULES
658

659 9.1.1 The purpose of the committee structure is to carry out the policies established by
660 the Board, to perform the duties as provided in these bylaws, and to advance the
661 strategic plan of the PDA under the direction of the Board.
662

663 9.1.2 The purpose of the advisory group structure is to perform the task as defined by the
664 Board and to assist in advancing the strategic plan of the PDA.
665

666 9.1.3 Except as provided for in these bylaws, all committees and advisory groups shall be
667 composed of a minimum of 5 members reflecting the diversity of the membership
668 with respect to geographic location, gender, age and type of practice.
669

670 9.1.4 Members of all committees and advisory groups shall be selected based on
671 experience and interest. Members of committees and advisory groups shall be
672 appointed by the president after approval by the Board.
673

674 9.1.5 Advisory group members shall be members in good standing in the PDA. Advisory
675 groups may invite consultants as deemed necessary. Consultants can be persons
676 who are not dentists as well as dentists who are not PDA members. Only appointed
677 PDA member dentists of the advisory group shall be entitled to a vote within the
678 advisory group. All actions and/or decisions of an advisory group shall be managed
679 by a simple majority of the voting members of that group.
680

- 681 9.1.6 A committee member shall serve no more than five (5) consecutive one-year terms
682 and may be reappointed to the same or any other committee after a one (1) year
683 hiatus.
684
- 685 9.1.7 A member who initially is appointed to a committee by the Board via an association
686 midyear appointment shall retain the eligibility to serve the full complement of no
687 more than five (5) consecutive one-year terms to that committee.
688
- 689 9.1.8 Advisory group members shall serve up to one-year or until the defined task is
690 complete, whichever comes first. There shall be no appointment term limits for
691 advisory group members. Advisory group members may be reappointed to the
692 same or any other advisory group via the adopted current process as often as
693 deemed appropriate by the Board to meet the needs of PDA.
694
- 695 9.1.9 Committee chairs shall be elected by majority vote at the last meeting of each year
696 for the following year except as otherwise provided in these Bylaws. The term of the
697 committee chair, as chair, shall be one year; the chair may be reelected for a
698 maximum of three consecutive one-year terms. Years of service as chair are
699 included in the term limitation. In the event that the chair can no longer serve, the
700 committee will elect a chair.
701
- 702 9.1.10 Advisory group chairs shall be appointed by the President. The term of the advisory
703 group chair shall be up to one year with a one year extension at the discretion of
704 the President. In the event that the chair can no longer serve, the advisory group
705 members will select a new chair in consultation with the President.
706
- 707 9.1.11 PDA Trustees and PDA Officers shall not serve as advisory group members,
708 except as otherwise specified in the Bylaws. The PDA President shall assign at
709 least one Trustee and/or Officer to each advisory group as liaison between the
710 advisory group and the Board.
711
- 712 9.1.12 Committees shall outline their annual agenda and submit it to the Board within sixty
713 (60) days of the completion of the PDA Annual Meeting. Annual agendas shall be
714 reviewed and/or amended by the Board in order to ensure the activities of
715 committees are in concert with PDA directives and the strategic plan. Committees
716 shall report their activities annually to the Board or whenever requested by the
717 Board.
718
- 719 9.1.13 Advisory groups shall provide a final report of their activities to the Board.
720
- 721 9.1.14 Advisory groups and committees shall plan only electronic or telephonic meetings
722 to achieve their stated purpose. Electronic business conduct shall follow the
723 adopted format for e-business conduct of PDA committees.
724

- 725 9.1.15 A member of an advisory group may be removed by a majority vote of the Board at
726 any time as deemed necessary. Any member removed shall not be eligible to serve
727 on a PDA advisory group for a period of at least one year.
728
- 729 9.1.16 A member of an advisory group may resign at any time as deemed necessary. Any
730 member who resigns shall be immediately eligible to serve on a PDA advisory
731 group as deemed appropriate by the board.
732
- 733 9.1.17 Exceptions to 9.1.1 through 9.1.17 may be made by a two-thirds (2/3) vote of the
734 Board.
735
- 736 9.2 COMMUNICATIONS AND PUBLIC RELATIONS ADVISORY GROUP - DUTIES
737
- 738 9.2.1 To promote quality oral care in the Commonwealth of Pennsylvania through
739 member and public communication initiatives.
740
- 741 9.2.2 To maintain primary responsibility and to assist in the development of content and
742 design of the PDA website and the publications of the PDA.
743
- 744 9.3 DENTAL BENEFITS COMMITTEE
745
- 746 9.3.1 DUTIES
- 747 9.3.1.1 To act as the liaison between the PDA and/or its individual members and the
748 insurance companies administering dental insurance plans in the
749 Commonwealth of Pennsylvania. A-committee member shall act as a liaison to
750 an insurance carrier as deemed appropriate by the committee chair.
- 751 9.3.1.2 To advocate for PDA on health care related legislative efforts.
752
- 753 9.4 GOVERNMENT RELATIONS COMMITTEE
754
- 755 9.4.1 This committee shall be composed of one (1) member from each district and at-
756 large members selected by the President.
757
- 758 9.4.2 DUTIES
759
- 760 9.4.2.1 To encourage the improvement of the health of the citizens of Pennsylvania and
761 to promote the art and science of dentistry through appropriate legislative or
762 regulatory activities.
763
- 764 9.4.2.2 To review legislative proposals, regulatory issues and government agency
765 programs and to recommend actions to the Board.
766
- 767 9.4.2.3 To assist individual members, component societies and the PDA lobbyist with
768 issues that concern dental law and regulation.
769

770 9.4.2.4 To maintain a working relationship with PADPAC, ADPAC and the State Board of
771 Dentistry.

772
773 9.5 MEMBERSHIP COMMITTEE

774
775 9.5.1 This committee shall be composed of one (1) member from each district and one
776 (1) member from the New Dentist Committee and at-large members selected by the
777 President.

778
779 9.5.2 DUTIES

780
781 9.5.2.1 To develop and implement initiatives for membership recruitment and retention.

782
783 9.5.2.2 To improve and communicate membership benefits to members and non-
784 members.

785
786 9.6 ANNUAL AWARDS COMMITTEE

787
788 9.6.1 This committee shall be composed of the five (5) living immediate past presidents
789 with the senior in service acting as the chair.

790
791 9.6.2 The duty of this committee shall be to select the recipients of the PDA Annual
792 Award, the PDA Recognition Award and the PDA Public Service Award.

793
794 9.7 CONCERNED COLLEAGUE ADVISORY GROUP - DUTIES

795
796 9.7.1 To disseminate information, after review and approval by the Board, to dental
797 professionals, component societies and dental students concerning impairment.

798
799 9.7.2 To offer assistance to impaired members of the dental team.

800
801 9.7.3 To utilize a Health and Well-Being Program to provide monitoring, support and
802 education as dental professionals re-enter practice and continue to recover from
803 impairments.

804
805 9.8 NEW DENTIST COMMITTEE

806
807 9.8.1 This committee shall be composed of members representing different districts, if
808 possible, who meet the requirements of a "New Dentist" as defined by ADA.

809
810 9.8.2 DUTIES

811
812 9.8.2.1 To recruit and retain new dentists as members.

813
814 9.8.2.2 To identify the needs and concerns of new dentists and make recommendations
815 to the Board to address those needs and concerns.

- 816
817 9.8.2.3 To provide information to assist new dentists in establishing a practice.
818
819 9.8.2.4 To support the activities of the American Student Dental Association chapters in
820 Pennsylvania dental schools.
821
822 9.8.2.5 To communicate the value of organized dentistry to students at the Pennsylvania
823 dental schools.
824
825 9.9 ENVIRONMENTAL ISSUES ADVISORY GROUP - DUTIES
826
827 9.9.1 To monitor environmental legislation and regulation at all levels and disseminate
828 information to PDA members and component societies.
829
830 9.9.2 To build and maintain relationships with regulatory agencies involved in
831 environmental issues.
832
833 9.10 ACCESS TO ORAL HEALTH ADVISORY GROUP - DUTIES
834
835 9.10.1 To identify barriers to accessing dental care in Pennsylvania.
836
837 9.10.2 To offer recommendations to the PDA Board on how PDA may effectively address
838 access to care issues in Pennsylvania.
839
840 9.10.3 To monitor all access to care-related projects as deemed appropriate by the PDA
841 Board.
842
843 9.11 SPECIAL COMMITTEES
844
845 9.11.1 Special committees or task forces may be created by the Board, for the purpose of
846 performing duties not otherwise assigned by these Bylaws. Such special
847 committees or task forces shall serve until final adjournment of the next annual
848 meeting unless otherwise specified.
849
850 9.12 COUNCIL OF DISTRICTS
851
852 9.12.1 This council is composed of two (2) members from each PDA District: a
853 representative who is entitled to cast one (1) vote on any matter coming before
854 the council for a vote and the district president who will be a non-voting member.
855 The presidents of the local dental societies or their designee are encouraged to
856 serve as nonvoting participants.
857
858 9.12.1.1 District representatives may not serve more than two (2) consecutive three (3)
859 year terms, concurrent with the term of their district trustee.
860
861 9.12.1.2 This council shall be chaired by the president-elect.

- 862
- 863 9.12.1.3 The president-elect shall cast the deciding vote in the case of a tie.
- 864
- 865 9.12.1.4 In the absence of the district representative, the district president will be
- 866 entitled to cast a vote for the district.
- 867
- 868 9.12.1.5 In the event of a vacancy in the position of district representative, the
- 869 president of the district from which the vacancy occurs shall appoint a
- 870 member in good standing from that district to fill such office until a successor
- 871 is elected by that district for the remainder of the unexpired term.
- 872
- 873 9.12.1.6 This council shall plan electronic or telephonic meetings to achieve its stated
- 874 purpose, unless as otherwise stated in these bylaws. Electronic business
- 875 conduct will follow the adopted PDA e-business protocol.
- 876

877 9.12.2 DUTIES

- 878
- 879 9.12.2.1 To attend the meeting of the Council during the PDA annual meeting and to
- 880 conduct their business by actively participating via the Social Network and to
- 881 advise the Board of petitions from the membership.
- 882
- 883 9.12.2.2 To have the chairperson of the Council of Districts submit an advisory report
- 884 to the Board of Trustees two weeks prior to any prescheduled board meeting.
- 885
- 886 9.12.2.3 To serve as the Disciplinary Appeals Review board.
- 887
- 888 9.12.2.4 To review, vet and refine the issues submitted for Board of Trustees action or
- 889 for the PDA annual meeting issues agenda.
- 890
- 891 9.12.2.5 To communicate regularly with the presidents of local dental societies within the
- 892 district to inform them of board actions during the year.
- 893
- 894 9.12.2.6 To communicate information from members and component dental societies in
- 895 both a lateral and vertical direction throughout PDA.
- 896
- 897 9.12.2.7 To identify and mentor potential new volunteer leaders.
- 898
- 899 9.12.2.8 To attend and participate in the PDA annual meeting.
- 900

901 9.13 ELECTION ADVISORY GROUP

902

903 9.13.1 DUTIES

- 904
- 905 9.13.1.1 Review election procedures and guidelines and offer revisions.
- 906
- 907 9.13.1.2 Develop methods to increase voter response.

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9.13.1.3 Follow demographic trends in elections.

9.13.1.4 Develop candidate profile questions as needed.

9.13.1.5 Any other tasks as assigned by the Board of Trustees.

9.14 DIVERSTIY, EQUITY, AND INCLUSION COMMMITTEE

9.14.1 Committee members must have the knowledge and skills necessary to evaluate PDA policies and culture critically.

9.14.2 DUTIES

9.14.2.1 To promote diversity, equity, and inclusion (DEI) best practices among the PDA membership.

9.14.2.2 To outline realistic DEI goals and outcomes and provide actionable steps to achieve them.

9.14.2.3 To assist the Board and staff in institutionalizing policies that support DEI for all members.

9.14.2.4 To annually evaluate and report to the membership the effectiveness of ongoing DEI efforts and adapting as needed.

ARTICLE 10.0 CONFLICT OF INTEREST

10.1 POLICY

10.1.1 Those who serve in elective or appointive offices or positions, including delegates and alternate delegates to the ADA House of Delegates, shall do so in a representative or fiduciary capacity requiring loyalty to PDA. At all times while serving in such offices or positions, these persons shall further the interests of PDA as a whole.

10.1.2 The following situations shall be avoided by those individuals who are covered under this policy.

10.1.2.1 They shall avoid placing themselves in a position where personal or professional interests may conflict with their duty to PDA;

10.1.2.2 They shall avoid using information learned through such office or position for personal gain or advantage; and

954 10.1.2.3 They shall avoid obtaining by a third party an improper gain or advantage.
955

956 10.1.3 The Board shall render a final judgment on what constitutes a conflict of interest.
957

958 10.2 COMPLIANCE 959

960 10.2.1 Each nominee, candidate and appointee, including delegates and alternate
961 delegates to the ADA House of Delegates, as a condition for selection, shall
962 disclose any situation which might be construed as placing that person in a position
963 of having a conflict of interest with the individual's duty to PDA.
964

965 10.2.2 While serving, said individual shall sign and comply with the adopted PDA conflict
966 of interest policy applicable to the respective office or position.
967

968 10.2.3 Any situation in which a potential conflict of interest may arise shall be reported.
969

970 10.2.4 The Board shall approve the compliance activities to implement the requirements of
971 this Article.
972

973

974 **ARTICLE 11.0 INDEMNIFICATION** 975

976 11.1 Personal Liability of Trustees Generally: A PDA trustee shall not be personally
977 liable for damages for any action taken or any failure to take any action, except to
978 the extent that exemption from liability damages is not allowed under the laws of
979 the Commonwealth of Pennsylvania which are now or may hereafter be in effect.
980 The provisions of this subsection are intended to exempt the Trustees for
981 monetary damage to the maximum extent allowed under the Pennsylvania
982 Directors' Liability Act (42 Pa. C.S. § 8361 et seq.) or under any other law now or
983 hereafter in effect.
984

985 11.2 Specific Rule Under the Directors' Liability Act: Without limitation of the above, a
986 PDA trustee shall not be personally liable for monetary damages for any action
987 taken or any failure to take any action, unless: (i) the trustee has breached or
988 failed to perform the duties of this office under Section 8363 of the Trustee's
989 Liability Act, and (ii) the breach or failure to perform constitutes self-dealing,
990 willful misconduct or recklessness. The provisions of the preceding sentence
991 shall not exempt a trustee from: (i) the responsibility or liability of a trustee
992 pursuant to any criminal statute; or (ii) the liability of a trustee for the payment of
993 taxes pursuant to local, state or federal law.
994

995 11.3 Modification or Repeal: Any of the provisions of this Article may be modified,
996 amended or repealed in accordance with the procedures as set forth in this
997 Bylaws, provided, however, that any such modifications, amendment or repeal
998 shall not have any effect upon the liability of a Trustee relating to any action

- 999 taken, any failure to take any action, or events which occurred prior to the
1000 effective date of such modification, amendment or repeal.
1001
- 1002 11.4 Indemnification Generally: Subject to the limit hereinafter set forth, PDA shall, to
1003 the fullest extent permitted under the laws of the Commonwealth of Pennsylvania
1004 as are now or hereafter will be in effect, indemnify any person (including heirs,
1005 executors and administrators) who was or is a party, witness or other participant
1006 or is threatened to be made a party, witness or participant to any threatened,
1007 pending or completed action, suit or proceeding, whether civil, criminal,
1008 administrative or investigative (including, without limitation, actions by or in the
1009 right of PDA) by reason of the fact that he is or was serving in a Leadership
1010 capacity as defined in Article 12.1.1, or as an employee or agent of PDA, or is or
1011 was serving at the request of PDA as a director, trustee, officer, employee or
1012 agent of another corporation, partnership, joint venture, trust or other enterprise,
1013 against all expenses (including attorneys' fees, court costs, transcript costs, fees
1014 of experts and witnesses, travel expenses and all other similar expenses),
1015 judgments, fines, penalties and amounts paid in settlement actually and
1016 reasonably incurred in connection with such action, suit or proceeding. Such
1017 indemnification, however, shall not be provided in any case where the conduct
1018 giving rise to the claim for indemnification is determined to constitute willful
1019 misconduct, recklessness or self-dealing.
1020
- 1021 11.5 Advance Payment of Expenses: PDA shall advance all reasonable expenses
1022 (including attorneys' fees, court costs, transcript costs, fees of experts and
1023 witnesses, travel expenses and all other similar expenses) reasonably incurred in
1024 connection with the defense of or other participation in any action, suit or
1025 proceeding referred to in Article 12.4 above upon receipt of a written undertaking
1026 by or on behalf of the person seeking the advance to repay all amounts
1027 advanced if it shall ultimately be determined upon final disposition of such action,
1028 suit or proceeding that said person is not entitled to be indemnified by PDA
1029 hereunder.
1030
- 1031 11.6 No Duplication of Payments: PDA shall not be liable to make any payment of
1032 amounts otherwise indemnifiable hereunder if and to the extent that the person
1033 seeking indemnification has actually received payment therefore under any
1034 insurance policy, contract, agreement or arrangement. In the event that PDA has
1035 made payment of expenses to a person, such person shall repay to PDA the
1036 amount so advanced, if and to the extent that subsequent payment is received
1037 therefore under any insurance policy, contract, agreement or arrangement.
1038
- 1039 11.7 Insurance: PDA, upon direction of the Board, may purchase and maintain at its
1040 own expense one or more policies of insurance to protect itself and those serving
1041 in a Leadership capacity, employees or agents of PDA or a director, trustee,
1042 officer, employee or agent of another corporation, partnership, joint venture, trust
1043 or other enterprise against any expense, liability or loss which may be incurred
1044 by such persons in such capacity, whether or not PDA would have the authority

- 1045 to indemnify such persons against any such expense, liability or loss under this
 1046 Article or under the then current laws of the Commonwealth of Pennsylvania.
 1047
- 1048 11.8 Indemnification Agreements: PDA Board shall have the authority to enter into an
 1049 Indemnification Agreement with any person who may be indemnified pursuant to
 1050 the provisions of this Article. Any such Indemnification Agreement may contain
 1051 such terms and conditions as the Board shall in the exercise of their discretion
 1052 determine to be necessary or appropriate. Such terms and conditions may
 1053 include provisions for greater or lesser indemnification than provided for in this
 1054 Article, and provisions establishing procedures for the processing or approval of
 1055 indemnification claims. The fact that PDA has not entered into an
 1056 Indemnification Agreement with any person, however, shall not in any way limit
 1057 the indemnification rights of such person.
 1058
- 1059 11.9 Non-Exclusivity: The right to indemnification and to the payment of expenses
 1060 incurred in defending against or otherwise responding to any action, suit or
 1061 proceeding in advance of its final disposition as set forth in this Article shall not
 1062 be exclusive of any other rights which any person may now have or hereafter
 1063 acquire under any agreement, or under any applicable law or under the Articles
 1064 of Incorporation of PDA.
 1065
- 1066 11.10 Survival of Rights: The indemnification rights provided to a person under the
 1067 provisions of this Article shall continue after such person ceases to serve in such
 1068 capacity, as to any action taken, any failure to take action, or any events which
 1069 occurred while such person was so serving.
 1070
- 1071 11.11 Modification or Repeal: The provision of this Article may be modified, amended
 1072 or repealed under the procedures as set forth in these Bylaws; provided,
 1073 however, that any such modification, amendment or repeal shall not have any
 1074 effect upon the indemnification rights of any person as they relate to any action
 1075 taken, any failure to take action, or events which occurred prior to the effective
 1076 date of such modification, amendment or repeal.
 1077

1078 **ARTICLE 12.0 MEMBER AND LEADERSHIP DISCIPLINARY PROCEDURE**

1080 12.1 DEFINITIONS

1082 12.1.1 Leadership: For purposes of these Bylaws, leadership shall include elective
 1083 officers, appointive officers, trustees, delegates and alternate delegates to the
 1084 ADA House of Delegates, the trustee from PDA to ADA and any member of a
 1085 PDA advisory group, committee or task force.
 1086

1087 12.1.2 Disciplinary Review Board: Annually, at the first Board meeting following the end
 1088 of the annual meeting, the president shall appoint three (3) trustees to serve as
 1089 the Disciplinary Review Board. It shall be the responsibility of the Disciplinary
 1090

- 1091 Review Board to make the initial determination of what disciplinary action, if any,
1092 will be taken against a member.
1093
- 1094 12.1.3 Disciplinary Appeal Board: The Council of Districts shall serve as the
1095 Disciplinary Appeal Board. It shall be the responsibility of the Disciplinary Appeal
1096 Board to entertain a timely request for review of a decision of the Disciplinary
1097 Review Board.
1098
- 1099 12.2 OFFENSES: A member of PDA or of a component or local society shall be
1100 subject to discipline by censure, probation, suspension, expulsion, removal from
1101 a position of Leadership or prevented from holding such a position, upon
1102 determination of commission of any of the following:
1103
- 1104 12.2.1 Final conviction of a felony in any court of law.
1105
- 1106 12.2.2 Final determination of any violation of any Dental Practice Act to which the member
1107 is subject.
1108
- 1109 12.2.3 Violation of the Principles of Ethics adopted by PDA or by a component or local
1110 society of which the accused is a member.
1111
- 1112 12.2.4 Violation of the Constitution or Bylaws adopted by ADA, PDA or by a component or
1113 local society of which the accused is a member.
1114
- 1115 12.2.5 A violation of any conflict of interest provision or policy adopted by PDA. This
1116 subsection shall only be applicable to elective officers, appointive officers, trustees
1117 and members of any PDA committee or advisory group.
1118
- 1119 12.3 REVIEW PROCEDURE
1120
- 1121 12.3.1 Any member, any district or any local society can initiate a review of a member
1122 by filing a signed written complaint with the PDA Executive Director. The name
1123 of the person making the written complaint shall be confidential and not subject
1124 to disclosure. The complaint must contain sufficient detail for the accused to
1125 ascertain the nature of the allegations. A written statement of allegations shall be
1126 provided to the accused within ten (10) days of receipt by the Executive Director.
1127 Notice of the hearing shall be provided to all interested parties at least twenty
1128 (20) days prior thereto. A review of the allegations shall be heard by the
1129 Disciplinary Review Board within ninety (90) days.
1130
- 1131 12.3.2 The accused shall have the right to attend the review and be represented by
1132 counsel. The accused shall have the right to offer testimony, call witnesses
1133 and/or introduce documentary evidence in defense of the allegations. The
1134 Disciplinary Review Board shall have the right to have an attorney present for
1135 consultation during the hearing. The proceedings will not be recorded or
1136 transcribed. The complainant shall have the right to attend and testify.

1137
1138 12.3.3 Within thirty (30) days of the review, the Disciplinary Review Board shall render a
1139 written determination setting forth what disciplinary action, if any, is to be taken
1140 against the member. The determination shall contain specific numbered findings
1141 upon which the Review Board relied in rendering the decision. The
1142 determination shall have attached to it a synopsis of the testimony received
1143 during the review and any documentary evidence or exhibits provided. For any
1144 action short of expulsion, the determination must be agreed to by at least two (2)
1145 out of the three (3) Review Board members. For an expulsion to occur, all three
1146 (3) Review Board members must agree. The determination shall be signed and
1147 dated and provided to the accused and the complainant within five (5) days of
1148 issuance and shall include a copy of Article 12.4. Disciplinary action will take
1149 effect thirty-five (35) days after the determination is rendered unless an appeal is
1150 filed.

1151
1152 12.4 APPEAL

1153
1154 12.4.1 The accused shall have the right to request a review by the Disciplinary Appeal
1155 Board by submitting a written request to the Executive Director within thirty-five
1156 (35) days of the date of the determination. No appeal submitted thereafter shall
1157 be considered. The written request shall specifically identify those findings that
1158 the accused disputes and the basis for the disagreement.

1159
1160 12.4.2 The Disciplinary Appeal Board shall hear the appeal within ninety (90) days.
1161 Notice of the hearing shall be provided to all interested parties at least twenty
1162 (20) days prior thereto. The accused shall have the right to attend and be
1163 represented by counsel. The Disciplinary Appeal Board shall have the right to
1164 have an attorney present for consultation during the hearing. The accused shall
1165 have the right to offer testimony on his or her own behalf and call witnesses.
1166 Except for good cause shown, the accused shall not be allowed to introduce new
1167 documentary evidence unless the same was not available at the time the
1168 Disciplinary Review Board considered the matter. The complainant who filed the
1169 initial complaint shall be provided a copy of the request for review and notice of
1170 the appeal hearing and shall have the right to attend and testify.

1171
1172 12.4.3 The proceedings will not be recorded or transcribed. The Appeal Board shall
1173 render a written decision within thirty (30) days. A majority of the members must
1174 agree on the decision which can affirm, reverse or modify the decision of the
1175 Review Board. Copies of the decision shall be provided to the accused and the
1176 complainant within five (5) days of issuance.

1177
1178 12.4.4 There shall be no further rights of appeal to PDA. The accused shall have the
1179 right to appeal from the decision of the PDA Appeal Board to ADA as prescribed
1180 in the ADA Bylaws.

1181

- 1182 12.5 CONFLICT: If a case presents a conflict to any member of the Review or Appeal
1183 Board, as a result of the members' familiarity with the accused, the complainant,
1184 or the underlying facts of the situation giving rise to the review, the member shall
1185 recuse himself/herself and the president shall appoint a replacement from the
1186 remaining ex officio members of the Board.
1187
- 1188 12.6 CONDUCTING BUSINESS: Other than the initial hearing or any hearing on the
1189 appeal, which shall be conducted in person, any business under this article may
1190 be conducted in person, telephonically, by mail, or through any form of electronic
1191 communication.
1192
- 1193 12.7 REMOVAL FROM LEADERSHIP: For offenses under 12.2.1 and 12.2.2
1194 involving a member of Leadership, the person shall immediately be removed
1195 from the position of Leadership upon receipt by PDA of certified copies of the
1196 final conviction or determination, pending resolution of the review and appeal
1197 process.
1198
- 1199 12.8 VACANCY: Any vacancy created by removal pursuant to this Article 12.0 shall be
1200 filled as otherwise provided in the bylaws: officers (Article 7.0), trustees (Article
1201 6.0), ADA delegates (Article 5.0), advisory group and committee members
1202 (Article 9.0).
1203
- 1204 12.9 REINSTATEMENT TO LEADERSHIP: The Review or Appeal Board may
1205 reinstate the accused to leadership as part of its decision.
1206
- 1207 12.10 DUES: No member who receives disciplinary action against his or her
1208 membership under this Article shall be entitled to any refund of dues and special
1209 assessments.
1210

1211
1212 **ARTICLE 13.0 AMENDMENTS:** These Bylaws may be amended by a two-thirds ($\frac{2}{3}$)
1213 majority vote of the Board or as otherwise noted in these Bylaws, provided however, no
1214 provision of Articles I through IV and Article 13 of these Bylaws may be modified by the
1215 Board without the approval of a majority vote of the Council of Districts.