

Hawaii Dental Association

Honolulu, Hawaii

Hawaii Dental Association Bylaws

The name of the corporation is HAWAII DENTAL ASSOCIATION, herein the "Association." The principal office of the corporation will be located at 1345 South Beretania Street, Suite 301, Honolulu, Hawaii 96814.

Chapter I - Association

- SECTION 1. Description. The Hawaii Dental Association, a non-profit corporation, is organized and chartered in the State of Hawaii. It is the sole constituent association of the American Dental Association (ADA) in Hawaii.
- SECTION 2. ~~Mission Statement. The Association is dedicated to serving the profession of dentistry and the public of the State of Hawaii. The Association preserves the integrity of the dental profession, strengthens the doctor/patient relationship and promotes the *Principles of Ethics and Code of Professional Conduct of the ADA.*~~
- SECTION 3. Officers. The officers of the Association will be President, President-elect, Vice-President, Secretary, Treasurer, and Speaker of the House of Delegates.
- SECTION 4. Meetings. Each year, the Association will hold a minimum of four meetings of the Board of Trustees and the annual meeting of the House of Delegates.
- SECTION 5. Code of Ethics. The *Principles of Ethics and Code of Professional Conduct* of the ADA will be the code of ethics of the Association.
- SECTION 6. Charter and Bylaws. The Association will adopt and maintain a *Charter and Bylaws* that will not be in conflict with the *Constitution and Bylaws* of the ADA.
- SECTION 7. Privilege of Representation. The Association will maintain a Delegation to the ADA 14th District caucuses and the ADA House of Delegates.
- SECTION 8. Powers. It will have the power to organize its members into Component societies, to discipline its members, and to collect membership dues for the ADA, the Association, and its Components.
- SECTION 9. Programs. The Association may establish programs, defined as a long-term, planned, and coordinated groups of activities and procedures for specific purposes.
- SECTION 10. Task Forces. The Association may establish task forces, defined as temporary groupings of individuals and resources for specific short-term objectives.
- SECTION 11. Conflict of Interest. It is the policy of the Association that individuals who represent the Association do so without conflict of interest to the Association.
- SECTION 12. Rules of Order. All questions not provided for in the *Charter and Bylaws* will be governed by the most recent edition of ~~*The Standard Code of Parliamentary Procedure by Alice Sturgis.*~~ **American Institute of Parliamentarian Standard Code of Parliamentary Procedure by the American Institute of Parliamentarians.**

Chapter II - Membership

- SECTION 1. Tripartite Organization. This tripartite (three-part) organization consists of the ADA, the Association, and one of our four Component Dental Societies (Component). Membership requires belonging to all three parts.
- SECTION 2. Member Classification. Qualifications, privileges, dues and special assessments for each member of the Association will mirror current ADA *Bylaws*.
- SECTION 3. In Good Standing. Any member of the Association is in good standing within the meaning of these *Bylaws* provided:
- A. Dues and assessments for the current year have been paid or have been partially or fully exempted by the tripartite organization.
 - B. Member is not currently under suspension per current ADA *Bylaws*.

- 49 C. Member's license to practice in Hawaii or any other state has not been revoked or suspended, or
50 has been restored on appeal.
51 SECTION 4. Discipline of Members. Any member found in violation of these *Bylaws* or the ADA *Principles of*
52 *Ethics and Code of Professional Conduct*, or found guilty of a felony or of violating the Hawaii
53 Revised Statutes, Chapter 448; Dentistry and/or Hawaii Administrative Rules, Title 16, Chapter 79,
54 Dentists and Dental Hygienists, may be disciplined by the Association following the guidelines in
55 the current ADA *Bylaws*.
56 SECTION 5. Dues. The annual dues invoice includes the ADA, the Association, and the Component dues plus any
57 special assessments.
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Chapter III - Component Dental Societies

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61 SECTION 1. Composition and Names. Component Dental Societies are designated as follows: Hawaii County
62 Dental Society, Honolulu County Dental Society, Kauai County Dental Society and Maui County
63 Dental Society.
64 SECTION 2. Organization. Components consist of members in good standing of the Association and the ADA
65 who reside or practice within the geographic area of that Component.
66 SECTION 3. Code of Ethics. The *Principles of Ethics and Code of Professional Conduct* of the ADA will be the
67 code of ethics of the Component.
68 SECTION 4. Powers.
69 A. To discipline any of its members as described in these *Bylaws*.
70 B. To establish committees and designate their powers and duties.
71 SECTION 5. Duties.
72 A. To establish Component dues.
73 B. To adopt and maintain a *Constitution and Bylaws*, rules and regulations not in conflict with the
74 *Charter and Bylaws* of the Association or the ADA.
75 C. To file any changes to their *Constitution and Bylaws* with the Association.
76 D. To elect delegates to the Association House of Delegates and fill any vacancies in their
77 delegation.
78 SECTION 6. Transfer From One Component to Another. A member who has changed residence or location of
79 practice within the Association so that the member no longer fulfills the residency or practice
80 requirement of their Component will maintain active membership in that Component for the balance
81 of the calendar year. At the beginning of the next calendar year, they must become a member of the
82 Component to which they have moved their residence or practice.
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Chapter IV - House of Delegates

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86 SECTION 1. Composition.
87 A. The Officers of the Association.
88 B. The Presidents of the Components.
89 C. Delegates of the Components consisting of one Delegate for each thirty members of the
90 Component.
91 D. The Immediate Past-President of the Association.
92 E. The Board of Trustees of the Association.
93 F. The Association ADA Delegation.
94 SECTION 2. Powers.
95 A. To be the supreme authoritative body of the Association.
96 B. To amend the Manual of the House of Delegates.
97 C. To amend the *Charter and Bylaws* of the Association.
98 D. To grant, amend, suspend, or revoke Constitutions of Components.
99 E. To approve all memorials and resolutions in the name of the Association.
100 F. To levy special assessments.
101 G. To remove from office by two-thirds vote anyone in elected positions.
102 H. **To amend the Constitution of the HDA.**
103 SECTION 3. Duties.

- 104 A. To legislate, manage, administer and make policy for the Association in accordance with the
105 Manual of the House of Delegates.
106 B. To select the time and place for holding the annual meeting of the House of Delegates.
107 C. To elect the elective officers of the Association, trustees of the Board of Trustees, and the
108 Association ADA Delegation.
109 D. To adopt an annual budget and establish the dues of active members for the following year.
110 E. To serve as the court of appeals from a decision on any disciplinary action taken against any
111 member of the Association.
112 F. To publish and distribute the House of Delegates Handbook to delegates.
113 G. To cause to be audited annually by a Certified Public Accountant all accounts of the Association
114 and publish such audit in the House of Delegates Handbook.
115 H. To convene the House electronically on the recommendation of the Board of Trustees.
116 SECTION 4. Annual Meeting. The House of Delegates will convene annually.
117 SECTION 5. Special Meetings.
118 A. Special meetings of the House of Delegates may be called at any time by the President.
119 B. A member of the House of Delegates can call Special Meetings on written petition of 10% of the
120 delegates or 10% of the members if notice of the Special Meeting is given to each member of the
121 House at least ten days in advance.
122 C. No other business will be considered except that provided in the notice of Special Meeting.
123 D. The time and place of any Special Meeting of the House of Delegates will be determined by the
124 President.
125 **E. Special meetings of the House may be held electronically.**
126 SECTION 6. Quorum. Twenty members of the House of Delegates will constitute a quorum for the transaction of
127 business at any meeting of the House of Delegates.
128 SECTION 7. Officers. The officers of the House of Delegates will be two in number, the Speaker of the House
129 and the Secretary. The Secretary of the Association will serve as Secretary of the House of
130 Delegates.

Chapter V - Board Of Trustees

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134 SECTION 1. Composition. There shall be seventeen Trustees. Trustees include:
135 A. Those who hold the following positions in the Association:
136 1. President
137 2. President-Elect
138 3. Vice President
139 4. Secretary
140 5. Treasurer
141 6. Speaker of the House of Delegates
142 7. Immediate Past President
143 8. Senior Delegate of the ADA Delegation
144 B. Nine additional elected Trustees with not less than one member from each Component.
145 SECTION 2. Term of Office. The nine additional elected Trustees will serve three-year terms and may serve up to
146 two consecutive terms. Members are eligible to serve again after being off the Board for one year.
147 SECTION 3. Meetings. The President will call a minimum of four regular meetings of the Board of Trustees
148 between the annual meetings of the House of Delegates and can call special meetings of the Board of
149 Trustees at any time. Members can call special meetings at the request of five members of the
150 Board, or by a petition of 10% of the Association, provided that due notice of any special meeting be
151 given to each member of the Board at least ten days in advance.
152 SECTION 4. Quorum. A majority of the members of the Board of Trustees will constitute a quorum for the
153 transaction of business.
154 SECTION 5. Elections.
155 A. Members of the Board of Trustees will be elected by the House of Delegates.
156 B. Candidates must have been in good standing for the three years prior to nomination.
157 SECTION 6. Powers.

- 158 A. To manage the Association and conduct all business of the Association, subject to the laws of
159 the State of Hawaii, the *Charter and Bylaws* of the Association, and the mandates of the House
160 of Delegates.
161 B. To establish rules and regulations to govern its organization, procedures, and
162 conduct, consistent with these *Bylaws*. These will be contained in a Board Manual.
163 C. To act for the Association when the House of Delegates is not in session. All such acts must be
164 presented for ratification at the next session of the House of Delegates.
- 165 SECTION 7. Duties.
166 A. To review and recommend to the House of Delegates the budget necessary for the efficient
167 operation of the Association as submitted by the Treasurer.
168 B. To fill any vacant positions on the Nominating Committee.
169 C. To fill any vacant Elected positions other than the President and President-elect.
170 D. To serve as members of the House of Delegates.
171 E. To be responsible for the employment, remuneration, contract negotiation and annual review of
172 the Executive Director of the Association.
173 F. To recommend members to the Governor of Hawaii for appointment to the State of Hawaii Board
174 of Dental Examiners.
175 G. To cause to be bonded by a reliable surety company the Executive Director and other persons or
176 agencies of the Association entrusted with Association funds.
177 H. To review and revise the strategic plan at appropriate intervals.
178 **I. To serve on Programs as appointed by the President.**
- 179 SECTION 8. Officers. The Officers of the Board of Trustees will be two, a Chair and a Secretary. The President
180 of the Association will serve as Chair and the Secretary of the Association will serve as Secretary of
181 the Board.
- 182 SECTION 9. Executive Council.
183 A. The Executive Council will be composed of the President as Chair, President-elect, Immediate
184 Past-President, Vice-President, Secretary, Treasurer, and Speaker of the House as voting members.
185 The Executive Director will be a member without voting privileges. The Executive Council will
186 meet bi-monthly. The Executive Council may hold electronic meetings at the request of the
187 President.
188 B. Duties.
189 1. To carry out any duties assigned to it by the Board of Trustees and to act for the Board
190 between Board meetings.
191 2. To receive and make recommendations to the Board on matters referred to it or initiated
192 by it.
193 3. To notify the membership of all meetings of the Executive Council, Board of Trustees
194 and House of Delegates and invite their participation in the governance of the Association.

Chapter VI - Elected Positions

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- 198 SECTION 1. Number and Titles. The elected positions of the Association will be the six Officers, including the
199 President, President-elect, Vice-President, Secretary, Treasurer, and Speaker of the House of
200 Delegates, the Immediate Past-President, nine additional elected Trustees, and the ADA delegation.
- 201 SECTION 2. Eligibility for Election or Appointment.
202 A. Active or life member candidates must have been in good standing for the three years prior to
203 nomination.
204 B. An ADA delegate must have been a member of the Association House of Delegates and have
205 served as an alternate ADA delegate for at least one year.
- 206 SECTION 3. Nominations.
207 A. Nominations for elected positions will be made by the Nominating/**Awards** Committee, a
208 committee of the Board of Trustees of the Association, as reflected in the Board Manual.
209 B. Nominations may also be made from the floor of the House of Delegates with the prior consent of
210 the intended nominee.
- 211 SECTION 4. Elections.
212 A. These positions of the Association will be elected by the House of Delegates.

- 213 B. Whenever there is only one candidate, it will be the duty of the Presiding Officer to instruct the
214 Secretary to elect that candidate.
- 215 C. A majority of votes cast shall constitute election.
- 216 SECTION 5. Installation of Officers. Newly elected officers will be installed at the House of Delegates and will
217 serve a one-year term.
- 218 SECTION 6. Duties.
- 219 A. President.
- 220 1. To serve as official representative of the Association in its contacts with media,
221 government, civic, business, and professional organizations for the purpose of advancing
222 the mission and policies of the Association.
- 223 2. To preside at all meetings of the Association except the House of Delegates.
- 224 3. To visit the Component Societies.
- 225 4. To conduct all official correspondence.
- 226 5. To serve as acting Speaker of the House during any House of Delegates session during
227 any absence of the Speaker of the House.
- 228 6. To mentor incoming officers.
- 229 7. To call for electronic meetings at his or her discretion.
- 230 **8. To be member of the Legislative Program.**
- 231 B. President-Elect.
- 232 1. To assist the President as requested, to serve as acting President in the absence or
233 disability of the President and to succeed to the office of President without election at the
234 House of Delegates following election as President-elect.
- 235 ~~2. To be responsible for the formation, supervision and direction of programs and task
236 forces in the area of Government Relations such as legislative, institutional dentistry, public
237 health, and the Board of Dental Examiners.~~
- 238 ~~3. To report at each meeting of the Executive Council, the Board of Trustees, and the
239 House of Delegates on the progress, challenges and goals of all Government Relations
240 issues, programs and task forces.~~
- 241 **2. To be a member of the Legislative Program.**
- 242 **3. To be a member of the Public/Community Health Program.**
- 243 **4. To attend Board of Dentistry meetings.**
- 244 **5. To be the goal champion for Advocacy.**
- 245 C. Vice-President.
- 246 1. To assist the President and President-elect as requested and to serve as acting President in
247 the absence or disability of the President and President-elect.
- 248 ~~2. To be responsible for the formation, supervision and direction of programs and
249 task forces in the area of Administration such as public relations, long range planning,
250 House of Delegates, resolution reference review, charter and bylaws, and the HDA office.~~
- 251 ~~3. To report at each meeting of the Executive Council, the Board of Trustees, and the House
252 of Delegates on the progress, challenges and goals of all Administration issues, programs
253 and task forces.~~
- 254 **2. To be a member of the Legislative Program.**
- 255 D. Secretary.
- 256 1. To keep full and complete records of the Association and its House of Delegates
257 including minutes of the Board of Trustees and House of Delegates meetings.
- 258 2. To send an official written notice of the time and place of a special session of the House
259 of Delegates, and a statement of business to be considered, to every certified delegate of the
260 House, not less than ten days before the opening of any special session.
- 261 ~~3. To be responsible for the formation, supervision and direction of programs and task
262 forces in the area of Membership such as publications, HDA awards, new dentist concerns,
263 recruitment and retention, volunteer matters, well being services, history and necrology
264 records, peer review process, professional liability, ethics, and maintaining the HDA Policy
265 Manual.~~
- 266 **3. To be the chair of the Member Engagement Program.**
- 267 **4. To be a member of the Endorsement Program.**

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- 5. To be a member of the Legislative Program.**
 - 6. To be the goal champion for Membership.**
 - 4. To report at each meeting of the Executive Council, the Board of Trustees, and the House of Delegates on the progress, challenges and goals of all Membership issues, programs and task forces.
 - E. Treasurer.
 - 1. To oversee all assets belonging to the Association.
 - 2. To present financial reports of all Association funds to the quarterly meetings of the Board of Trustees and the annual meeting of the House of Delegates for an annual audit by a Certified Public Accountant.
 - ~~3. To be responsible for the formation, supervision and direction of programs and task forces in the area of Fiscal Management such as budget and fiscal management, finance, investments, reserves, and endorsements.~~
 - ~~4. To report at each meeting of the Executive Council, the Board of Trustees, and the House of Delegates on the progress, challenges and goals of all Fiscal Management issues, programs and task forces.~~
 - 3. To be chair of the Finance Program.**
 - 4. To be a member of the Endorsement Program**
 - 5. To be a member of the Legislative Program.**
 - F. Speaker of the House of Delegates.
 - 1. To preside at the meetings of the House of Delegates and perform duties outlined in the House Manual.
 - 2. To cast the deciding vote in case of a tie.
 - 3. To determine conflict of interest and credential violations in the House of Delegates.
 - ~~4. To serve on an annual basis but not more than five consecutive years.~~
 - 5. To aid the other Officers in their areas of responsibility as requested and to mentor incoming officers.
 - 6. To be the Strategic Plan Champion.**
 - G. Immediate Past-President.
 - ~~1. To be responsible for the formation, supervision and direction of programs and task forces in the area of Education such as the HDA annual session, other continuing education and oral health education.~~
 - ~~2. To report at each meeting of the Executive Council, the Board of Trustees, and House of Delegates on the progress, challenges and goals of all Education issues, programs, and task forces.~~
 - 1. To assist and support the Executive Council and Board of Trustees as requested.**
 - 2. To be a member of the Legislative Program.**
 - 3. To be the goal champion for Community.**
 - H. Association ADA Delegation.
 - 1. The Association ADA Delegation will be the official representatives of the Association in the ADA House of Delegates and in all ADA 14th District meetings. They will, at all times, endeavor to fulfill their duties in a manner that will promote the best interest of the Association and the ADA.
 - 2. The Delegation will include three delegates elected for three-year terms, and three alternate delegates elected for one year terms.
 - 3. The Delegation will elect a Senior Delegate who will serve as a member of the Association Board of Trustees.
- SECTION 7. Indemnification. The Association will indemnify and hold harmless each elected or appointed position holder now or hereafter serving the Association from and against any and all claims and liabilities to which member may be or become subject by reason of the Association and/or by reason of the alleged acts or omissions as a member and will reimburse each member of the Association for all legal and other expenses reasonably incurred by such member in connection with defending against any such claims or liabilities, provided, however, that no member will be indemnified against

322 or be reimbursed for any expenses incurred in defending against any claims or liabilities arising out
323 of member's own negligence or willful misconduct. The foregoing rights of members will not be
324 exclusive of other rights to which they may be entitled lawfully. The Association shall insure
325 against any potential liability.

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327 **Chapter VII - Amendments**

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329 SECTION 1. Formal Amendments. These Bylaws may be amended at any session of the Association House of
330 Delegates by a two-thirds vote of the members present and voting, provided the proposed
331 amendment(s) have been presented in writing to the Vice President forty-five days before the
332 meeting of the House of Delegates.

333 SECTION 2. Floor Amendments. These Bylaws may also be amended from the floor of the Association House of
334 Delegates by a unanimous vote.

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338 [End of HDA Bylaws]
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