

# BYLAWS

## *The Hinman Dental Society of Atlanta*

The original charter dated 12/22/37, is the legal guide for The Hinman Dental Society of Atlanta. The outline of the Society's structure and guidelines for its operation are included in the following bylaws as revised on November 12, 2012.

### ARTICLE I MEMBERSHIP

#### SECTION 1.

The Society shall have the following membership classifications:

Active  
Associate  
Honorary  
Gold Card  
Emeritus

#### SECTION 2.

Membership in this Society shall be by invitation of the membership committee, whose chairman shall be the Vice President of the Hinman Dental Society. Any member of the Society may submit the name of a qualified candidate and request, in writing, that this candidate be investigated and invited to join. The investigation includes the application process, outlined in the society policy and procedure manual.

#### SECTION 3.

**Application for membership:** The application for membership shall be made, in writing, on the recognized membership information form approved by the Society, setting forth the candidate's name, address, date of dental license and other information as the Society may require. It shall be accompanied by a photograph and the required dues. It shall be endorsed by three members of The Hinman Dental Society, one of whom shall be the primary sponsor as described in Article I, Section 2. The candidate shall be a member of the American Dental Association in good standing. The name of the applicant and primary sponsor must be published in the Hinman Preview Review prior to presenting the application to the Executive Council for action.

A favorable majority vote by the Executive Council shall cause the candidate's name to be brought before the general membership. The candidate may then be elected for membership by a majority of those present and voting.

**Active membership:** An active member shall be a dentist licensed to practice by the State of Georgia or who currently has a teacher's or public health license from the State of Georgia. In order to maintain active membership, the member must be ethical and must retain and maintain membership in good standing in the American Dental Association. The member shall practice in the confines of the following counties: Barrow, Carroll, Cherokee, Clayton, Cobb, Coweta, Dekalb, Douglas, Fayette, Forsyth, Fulton, Gwinnett, Hall, Henry, Morgan, Newton, Rockdale, Paulding, Spalding and Walton. Active membership also requires fulfillment of assigned committee duties.

#### SECTION 4.

**Associate membership:** Application for and election to associate membership shall follow the same procedure as for active membership. These members may not vote or hold office, but they can be a committee member and a committee chairman. The dentist will be required to meet one of the following conditions:

- licensed to practice in the State of Georgia,
- hold a valid dental license in another state,
- hold a teacher's or public health license in their state.

The dentist must practice outside the counties listed in active membership. After reviewing the application, the membership committee will reserve the right to request a site visit.

#### SECTION 5.

**A. Honorary membership:** Honorary membership may be bestowed upon a dentist who has enhanced the profession of dentistry and demonstrated a life of honor. A written nomination for honorary membership shall be signed by five (5) active members before it may be presented to the Executive Council. It shall be accompanied by a detailed statement of the professional attainments

of the person proposed, for the purpose of entitling membership. It shall also contain information requested on the regular application form. Honorary members will not pay dues, may not hold office, vote, or nominate persons for membership. The Executive Council must pass on the proposed name by a two-thirds (2/3) affirmative vote of those members present and voting. When this recommendation is sent to the general membership, approval must also be by two-thirds (2/3) of those present and voting. The Executive Council may also recommend revocation of any given honorary membership. Voting on this shall be identical to the vote taken on award of such membership.

**B. Gold Life Membership Award:** The Gold Life Membership Award is an award conferred by the Hinman Dental Society to selected members of the Hinman Dental Society who, by at least twenty-five (25) years of

continuous membership in the Society and exemplary past service on behalf of the Thomas P. Hinman Dental Meeting, have been determined to be deserving of this high honor. Candidates for the Gold Life Membership Award are nominated by the President of the Hinman Dental Society and the General Chairman of the Thomas P. Hinman Dental Meeting. Upon approval of the Advisory Committee, the name or names of the candidates shall be submitted to the Executive Council for approval.

The Gold Life Membership Award carries with it certain amenities which include:

- (1) Lifetime exemption from paying dues in the Hinman Dental Society.
- (2) Inclusion on the invitation lists for official social functions of the Thomas P. Hinman Dental Meeting, as approved by the General Chairman.
- (3) Honorary life membership status in the Hinman Dental Society.

#### **SECTION 6.**

**Emeritus membership:** Emeritus membership shall be limited to those who have retired from the active practice of dentistry and who were members of the Society for fifteen (15) years before retirement. In the event of retirement caused by unusual circumstances, the Executive Council shall have the power to waive the requirements concerning previous membership. A change to this status shall be automatic, provided the member notifies the Society of his eligibility. An emeritus member will not pay dues but shall retain the rights of previous membership status. The name will be retained on the rolls and the member shall receive all communications from the Society.

#### **SECTION 7.**

Any member of this Society may resign at any time by sending a written, signed statement to the Hinman Executive office, attention of the president.

#### **SECTION 8.**

If an associate member shall enter into the practice of dentistry within the jurisdiction of this Society, the membership of such associate member shall automatically cease. Provided the member is in good standing at this time, the membership will automatically transfer to active status upon notification to the Hinman office.

#### **SECTION 9.**

All memberships in the Society shall be from January 1 to December 31 inclusive (except as provided in article VI) but no member can be dropped for non-payment of dues before March 1, after the year in which full payment was made.

#### **SECTION 10.**

Failure to adhere to the stipulations of membership will be referred to the Executive Council for action. Any member who does not fulfill his or her assigned committee duties will be placed on probation for one meeting year. If assigned committee duties are not fulfilled during the probationary year, membership will be revoked. Members expelled or dropped from this Society, for any cause other than nonpayment of dues, shall be eligible for membership after one year from date of expulsion and on the same terms and in the like manner as original applicants.

### **ARTICLE II**

#### **OFFICERS**

##### **SECTION 1.**

The officers of the Society shall consist of a:  
President President-Elect Vice President  
Secretary Treasurer Assistant Secretary/Treasurer  
Parliamentarian Editor

##### **SECTION 2.**

**President:** The President shall preside at all meetings of the Society. He shall call special meetings of the Society at his discretion or at the request of ten percent (10%) of the members; he shall be an ex-officio member of all standing committees, shall appoint all committees not otherwise provided for, and shall perform such other duties as usually pertain to the office. He shall appoint the chairmen of all committees, with the exception of the Thomas P. Hinman Dental Meeting. The President shall be authorized to sign checks for the society.

### **SECTION 3.**

**President-Elect:** The President-Elect shall assist the President in the performance of his duties. He shall also be the chairman of the Executive Council. If the President-Elect resigns his position or otherwise cannot fulfill his duties, the Nominating Committee shall submit a name to the Executive Council for election to fill the unexpired term, and this officer shall automatically become President. This person will serve as the Treasurer of the Thomas P. Hinman Dental Meeting.

### **SECTION 4.**

**Vice President:** The Vice President is elected at each annual meeting to serve for one year or until his successor has been elected and installed. The Vice President shall assist the President and President-Elect, and shall preside in the absence of both the President and President-Elect. He shall be chairman of the membership committee.

After the installation of the newly elected Vice President of the Hinman Dental Society at the annual meeting each year, the Vice President shall appoint a vice chairman-elect for the Hinman Meeting. This appointment is subject to the approval of the Advisory Committee.

### **SECTION 5.**

**Secretary:** The Secretary is elected at each annual meeting to serve for one year or until his successor has been elected and installed. The Secretary shall keep the records of the Society and perform other such duties as usually pertain to the office. The Secretary shall render reports to the Executive Council. The Secretary's duties shall function through the executive office.

### **SECTION 6.**

**Treasurer:** The Treasurer is elected at each annual meeting to serve for one year or until his successor has been elected and installed. The Treasurer shall be bonded. The Society will pay all bonding fees. The Treasurer shall be authorized to sign all checks in absence of the Assistant Secretary/Treasurer.

### **SECTION 7.**

**Assistant Secretary/Treasurer:** The Assistant Secretary/Treasurer is elected at each annual meeting to serve for one year or until a successor has been elected and installed. The Assistant Secretary/Treasurer shall serve in the absence of the Secretary or Treasurer. The Assistant Secretary/Treasurer shall be bonded. The Assistant Secretary/Treasurer shall be authorized to sign checks for the society and will serve as Chairman of the Society Finance Committee.

### **SECTION 8.**

**Parliamentarian:** The immediate past President of the Society shall automatically fill the office of Parliamentarian. He assumes this office at the annual meeting upon the election and installation of the new President. The Parliamentarian serves for one year or until his successor has been elected and installed.

The Parliamentarian shall be a source of information on parliamentary procedure, using the current edition of Sturgis Standard Code of Parliamentary Procedure as the official manual of authority. The Parliamentarian does not have the authority to enforce his ideas, but shall adjudicate any disputes of a parliamentary nature.

### **SECTION 9.**

**Editor:** The editor is elected at each annual meeting to serve for one year or until a successor has been elected and installed. The editor shall accumulate items of interest to the membership, select and edit the items, and be responsible for the official publication of the Hinman Dental Society. The name of the newsletter shall be Hinman Dental Society Preview/Review. It shall be published and mailed to the membership at least two weeks prior to each regular meeting.

### **SECTION 10.**

If for any reason an officer, other than the President-Elect, cannot assume or fill his elected office, the Executive Council shall elect a member to fill the unexpired term.

#### **SECTION 11.**

All new officers, Executive Council Members and committee chairmen shall assume their duties on June 1, the beginning of the fiscal year.

### **ARTICLE III EXECUTIVE COUNCIL**

#### **SECTION 1.**

There shall be an Executive Council consisting of the following voting members:  
President President-Elect Vice President  
Secretary Treasurer Assistant Secretary/Treasurer  
Parliamentarian Editor Six (6) members of the Society  
Board of Trustees (one voting member)

#### **SECTION 2.**

At the annual meeting, members of the Society shall be elected to serve on the Executive Council. They will succeed members who have vacated their seat. The total number on Executive Council shall remain at six (6). No member of the Executive Council shall be permitted to serve for more than two (2) consecutive terms. No term will exceed three (3) years.

#### **SECTION 3.**

The Executive Council shall have control of the entire business of the Society (except as otherwise provided). Any members of the Society desiring to bring any matter of business before the Executive Council may do so in writing or in person, and may appear before the Council on behalf of such a measure.

#### **SECTION 4.**

The President-Elect shall be chairman of the Executive Council. The council shall make its report at each business meeting of the Society.

#### **SECTION 5.**

The Advisory Committee shall recommend an Executive Director and an Exhibits Manager subject to approval by the Executive Council. The recommendation shall take place at the meeting of the Executive Council, prior to the annual meeting of the Hinman Dental Society. The Executive Council shall also approve the salary and duties of these positions, as determined by the Advisory Committee.

#### **SECTION 6.**

Except where authority is given by the Bylaws, to the Advisory Committee and the Board of Trustees, the Executive Council shall receive the reports of all standing committees; shall have the power to accept the resignations of members and grant leaves of absence; appoint auditing committees; and shall have the authority over all matters of business of the Society. It may require the action of the Society on any question.

The Executive Council shall authorize expenditures of moneys by committee chairmen. Appropriation for any other than budgeted expenditures must be approved by the Executive Council and the Board of Trustees. The only exception is the Thomas P. Hinman Dental Meeting, which is under the jurisdiction of the Advisory Committee.

#### **SECTION 7.**

If for any reason a member of the Executive Council, other than the President-Elect, cannot assume or fill his elected office, the Executive Council shall elect a member to fill the unexpired term.

### **ARTICLE IV STANDING COMMITTEES**

#### **SECTION 1.**

The Society shall have the following standing committees:  
A. Annual Meeting F. Program  
B. Bylaws G. Membership News  
C. Finance H. Hospitality  
D. Membership I. Distinguished Service Award  
E. Nominating J. Thomas P. Hinman Dental Meeting

#### **SECTION 2.**

The President or the Executive Council may add other committees as needed.

### **SECTION 3.**

Each committee of the Hinman Dental Society shall have at least six (6) members, one of whom shall be chairman, with the exception of Program and Membership News committees. The chairman of each committee will be appointed by the President, who will have the prerogative to appoint the members to serve on the committees or to approve appointments made by the individual committee chairmen.

## **ARTICLE V**

### **BOARD OF TRUSTEES**

#### **SECTION 1.**

The Board of Trustees shall consist of six (6) members in good standing with the Society, each of whom has served as General Chairman of the Hinman Dental Meeting. A member of this board shall be elected at each annual meeting to serve for six (6) years to succeed the retiring member. No trustee shall be permitted to serve for more than one (1) consecutive elected six (6) year term.

The senior member of this board shall be its chairman or appoint a chairman from the other five (5) members. All Trustees shall be bonded. The members of the Board of Trustees shall be ex-officio members of the Executive Council and have all rights, responsibilities, and duties of the other members of the Executive Council, excluding the right to vote, with the exception of the chairman or acting chairman who shall be a voting member. In the event of the incapacity of any member of the Board of Trustees, or in the event a vacancy is created on this board for any reason whatsoever, the Executive Council shall appoint an eligible member of the Society to serve the unexpired term. It shall be the duty of the Board of Trustees to be the custodian of the reserve funds of the Thomas P. Hinman Dental Meeting and invest these funds in a prudent manner. The disbursement of any part of this fund by the board must be approved by four (4) members of the board and ratified by the Executive Council of the Hinman Dental Society. The Board of Trustees shall report at Executive Council, Advisory Committee, and at the September Membership Meeting.

## **ARTICLE VI**

### **ELECTION AND INSTALLATION OF OFFICERS**

#### **SECTION 1.**

The election and installation of officers shall be at each annual meeting, with assumption of office on June 1.

#### **SECTION 2.**

The nominating committee shall meet each year during the month of January. At least forty (40) days before the annual session, the nominating committee's nominations for each office shall be distributed by the Executive Director to all members of the Hinman Dental Society. Additional nominations may be made in writing to the Executive Director. All such nominations must indicate the support of twenty-five (25) voting members. Such nominations must be received by the Executive Director twenty (20) days in advance of the annual meeting of the general membership. The Executive Director will notify the membership in writing of any such nominations at least ten (10) days prior to the meeting. There will be no nominations from the floor at the annual meeting.

#### **SECTION 3.**

The incumbent President-Elect shall automatically become President. At each annual meeting of the Society, it shall elect a President-Elect, Vice President, Secretary, Treasurer, Assistant Secretary-Treasurer and an Editor. The President shall be installed along with the other newly elected officers. These officers are to serve for a one (1) year term or until their successors have been elected and installed.

In addition, members of the Hinman Dental Society shall be elected to serve on the Executive Council (See Article III, Section 2). One (1) member of the Hinman Dental Society shall be elected to serve on the Board of Trustees for six (6) years (See Article V, Section 1).

#### **SECTION 4.**

The foregoing elections shall be by secret ballot in the event there are additional nominations (See Article V, Section 1).

## **ARTICLE VII**

### **DUES**

#### **SECTION 1.**

The annual dues of the active and associate members shall be set by the Executive Council at its first meeting each year and approved by the general membership at the September regular membership

meeting. The dues for current members shall include the preregistration fee for the current year's Thomas P. Hinman Meeting as set by the General Chairman and the Hinman Meeting finance committee and approved by the Advisory Committee. The dues for new members shall be determined as set forth in the Policy and Procedure Manual of the Hinman Dental Society.

#### **SECTION 2.**

Gold Card holders, honorary and emeritus members shall be exempt from payment of dues.

#### **SECTION 3.**

Any member who fails to pay his annual dues or other indebtedness to this Society by February 1 shall be notified of the possibility of suspension. If the dues are not paid by March 1, said members shall be suspended automatically and notified in writing of this action. The notice shall also explain the procedure for reinstatement as stated below:

A member suspended for non-payment of dues or other indebtedness may be restored to full membership in the Society upon payment of such indebtedness within one year from time of suspension. After that time, membership is revoked and a new application must be submitted. No person whose membership has been suspended or revoked shall attend sessions of this Society except by the invitation of the Society.

### **ARTICLE VIII MEETINGS**

#### **SECTION 1.**

The Society shall meet on the third Monday of September, November and January. Authority to postpone or change the date of the meeting is vested in the President.

The time and place for holding each Annual Meeting shall be fixed by the President and approved by the Executive Council and will be held as close to the fiscal-year end as possible.

#### **SECTION 2.**

Not less than ten percent (10%) of the active members shall constitute a quorum for the transaction of any business.

#### **SECTION 3.**

The Executive Council shall meet at least one week prior to each regular meeting and may hold other meetings at the request of five (5) members of the council or at the call of the President or President-Elect. Seven (7) members shall constitute a quorum.

#### **SECTION 4.**

The order of business shall be as follows:

1. Call to order
2. Reading of minutes of previous meetings
3. Treasurer's report
4. Committee reports
5. Old business
6. New business
7. Membership Committee Report
8. Report of Nominating Committee/election/installation  
(these reports are only given at the Annual Meeting)
9. Membership News
10. Adjournment

#### **SECTION 5.**

Rules of Order: Matters of parliamentary procedure shall be governed by the rules contained in the current edition of Sturgis Standard Code of Parliamentary Procedure (Article II, Section 8, Paragraph 2). The Parliamentarian shall adjudicate any disputes of a parliamentary nature.

### **ARTICLE IX CODE OF ETHICS**

#### **SECTION 1.**

The Society shall be governed in relation to its members by the Code of Ethics of the American Dental Association, the Georgia Dental Association, and the Northern District Dental Society. It is assumed that the members will govern themselves accordingly.

Hinman Dental Society members make a commitment to high ethical standards. This commitment

establishes Hinman as a premier dental society. Consequently membership is held in high esteem. Each member is encouraged to embrace high standards with regards to practice promotion. The use of the name "Hinman Dental Society" or "Thomas P. Hinman Dental Meeting" to promote a dental practice is prohibited. Members should act with an appropriate professionalism and decorum when using the Hinman name in informational materials. Members should adhere to Hinman's high standards in any media publications consistent with the ADA Principles of Ethics and Code of Professional conduct. Examples of appropriate use of the Hinman name would include: Curriculum Vitae, scientific papers and the biographical page of an internet Web site. It is inappropriate to use media to promote the individual rather than the dental profession. The Executive Council may review publications deemed inappropriate and make suggestions and/or recommendations to members and prospective applicants.

## **ARTICLE X AMENDMENTS**

### **SECTION 1.**

These bylaws must be amended by a three-fourths (3/4) affirmative vote of the active members present and voting at any regular meeting, provided the proposed amendment has been signed by five (5) active members in good standing and has been placed in the hands of each active member at least ten (10) days prior to the meeting. Publication of proposed amendments in the Preview/Review and its distribution according to Article II, Section 9, shall be considered due notice.

### **SECTION 2.**

Immediately upon adoption, these bylaws shall go into effect and replace any and all bylaws now on the books.

### **SECTION 3.**

It is to be understood that these bylaws are to be interpreted always in their simplest, most obvious meanings.

## **ARTICLE XI CONFLICT OF INTEREST**

It is the policy of the Hinman Dental Society and the Hinman Dental Meeting that officers, committee members, staff and all other persons acting as representatives of the Society and the Meeting must avoid conflicts of interest. Decisions and actions of the Society and the Meeting should always be based solely on the best interests of Hinman, its membership and the public. They should never be influenced by desire for personal profit or by other extraneous considerations. Even the appearance of a conflict of interest by a Hinman representative should be avoided.

The procedure for recommending and retaining an Executive Director and staff are outlined in this manual and the Policy and Procedure Manual of the Thomas P. Hinman Dental Meeting. In addition, there is a Personnel Manual which lists guidelines for all employees, including individual job descriptions. Specific duties with regard to Society business are outlined.

The President of the Hinman Dental Society shall be included in the annual staff review meeting with members of Subcommittee #1. The President does not have a vote, but may participate in the discussion (and make recommendations) regarding performance of the employees in general, but particularly with regard to the Society.

An elected officer, appointed committee member, or staff member shall abstain from any vote or action taken concerning the approval, engagement or purchase of any vendor's or commercial firm's product or service whenever any of the following circumstances exists:

- a. The person previously directed or participated in any type of evaluation of such product or service, other than as a member of the Hinman Society or Hinman Meeting; or
- b. The person has a proprietary, financial or other personal interest of any nature or kind in such product, service or any firm associated with such product or service.