



Seattle King County
Dental Society

**Seattle-King County Dental Society
Bylaws and Articles of Incorporation
As Amended on April 23, 2024**

Table of Contents

Bylaws

Chapter I: MEMBERSHIP	3
Chapter II: NOMINATIONS AND ELECTIONS	7
Chapter III: DUTIES OF OFFICERS	9
Chapter IV: EXECUTIVE COUNCIL	10
Chapter V: STANDING COMMITTEES AND DUTIES	12
Chapter VI: MEETINGS	16
Chapter VII: DELEGATES	17
Chapter VIII: DUES	18
Chapter IX: FUNDS	19
Chapter X: SOCIETY RECORDS	20
Chapter XI: RULES OF ORDER	21
Chapter XII: AMENDMENTS	22
Articles of Incorporation	23

Bylaws of Seattle-King County Dental Society

Chapter I: MEMBERSHIP

Section 1 – Classification

There shall be six (6) classes of membership:

- A. Active Membership
- B. Associate Membership
- C. Life Membership
- D. Honorary Membership
- E. Student Membership
- F. Affiliate Membership

Section 2 – Qualifications

- A. Active membership shall be restricted to dentists who are legally licensed to practice dentistry in the State of Washington and who practice or live within King County, Washington. Prerequisites for active membership shall be as provided in the Bylaws of the Washington State Dental Association (WSDA) and the American Dental Association (ADA).
- B. Associate membership may be conferred on:
 - 1. Dentists who are full time members of the faculty of the School of Dentistry of the University of Washington but not yet licensed to practice in this state.
 - 2. Commissioned officers of the Dental Corps of all branches of the United States Government who are temporarily on duty in this component.
 - 3. Dentists licensed in other states who are working or serving in an administrative capacity related to dentistry or dental issues, such as positions with third party carriers, health department positions on a local, state, or national level and other public health areas.
 - 4. Associate members must be graduates of a Commission on Dental Accreditation (CODA) accredited dental school and licensed to practice dentistry in any one state of the United States but need not be licensed to practice in the State of Washington. Under no circumstance shall Active Members be reclassified as Associate Members.
- C. Life membership. An active member shall become a Life Member automatically on the first day of January immediately after they have completed thirty (30) consecutive years or forty (40) total years of membership in good standing of the Seattle-King County Dental Society, (hereinafter called Society), an incorporated association. A member may also qualify for life member status by having been a member of the National Dental Association for twenty-five (25) years and subsequently holding membership in this Society for at least ten (10) years. Active membership prior to time served in graduate dental studies or residencies shall apply to consecutive years of membership; however, years in graduate studies apply only to total membership years, not to consecutive years.

- D. Honorary membership. An individual or non-resident member of the dental profession who has made a noteworthy contribution to dentistry may be elected to honorary membership for the current year by a simple majority vote of the voting members of the Executive Council present at any regular Executive Council meeting.
- E. Student membership. A Dental School student, at any CODA accredited dental school, shall be eligible for student membership.
- F. Affiliate membership. Dentists who are members in good standing of another WSDA or ADA component shall be eligible for a multi-component membership with the Society. This will be multi-component membership, without the right to vote or hold office in this Society. The members' primary component will be used for voting, membership counts, etc.

Section 3

All members in good standing of the Society shall become members in good standing of this corporation in the corresponding membership classifications automatically on adoption of the Bylaws.

Section 4 – Application and Election

- A. In the case of immediate dental school graduates, the membership application shall be simplified, and the membership may be granted administratively without a vote of the Executive Council. For applicants' other than immediate dental graduates, application for membership shall be made to the WSDA on the official form furnished by the ADA or WSDA and filled out and accompanied by the current dues of this Society, the State Association and the ADA. The application shall be submitted to the WSDA for review and approval. The WSDA will notify the Society of any previous or pending actions on an applicant's license.
- B. If there are pending actions against an applicant's license, the Peer Review Committee will be asked to review the findings and make a recommendation to the Executive Council on acceptance or rejection of membership. Taking these recommendations under consideration, the Executive Council will vote on acceptance or rejection of membership. A quorum of votes will be needed for a final decision to pass.
- C. If the applicant is found ineligible for membership by the Executive Council, they and the WSDA will be notified by a representative of the Society and their monies will be returned to them.
- D. Any dentist who has engaged in practices contrary to the standards as set forth in the Code of Ethics of the ADA shall not be eligible to apply for membership until they have conducted their practice in conformity with those standards for a period of not less than two (2) years immediately preceding such application.
- E. Any dentist who may feel aggrieved by any action of this Society in refusing their membership shall have the right of appeal to the WSDA.

Section 5 – Transfer

A member of another component society of the ADA who has moved their practice into jurisdiction of this Society shall make application on the official form furnished by the ADA, WSDA or SKCDS. The applicant shall be transferred to this Society without further dues for the current year, and their former component society shall be notified of such action by the WSDA.

Section 6 – Rights and Privileges

- A. Any member of this Society who is not under disciplinary action and whose dues for the current fiscal year shall have been paid, shall be considered a member in good standing of the Society; provided, however, that a member engaged in the active practice of dentistry shall meet the continuing education requirements of the DQAC to remain in good standing.
- B. Active members in good standing shall have the right to attend all business and social meetings of the Society and to take part in the programs and deliberations and to vote in accordance with parliamentary procedures of the Society. They shall be eligible to hold any office or receive any honor within the power of the Society to bestow. They shall be entitled to receive the publications of this Society.
- C. A full or partial waiver of membership dues is available to a member in good standing whose circumstances have resulted in a significant financial hardship, including, but not limited to, temporary or permanent disability, catastrophe, parental leave, or medical illness. Partial waivers of fifty (50%), or all the current year's dues shall be considered. A member of this Society who is totally disabled for a period of one (1) year and who is unable to engage in the duties of the dental profession and who is a member in good standing at the time total disability was incurred, shall be exempt from the payment of dues and shall be in good standing during the period of total disability. A member requesting a full or partial waiver of membership dues is required to complete the ADA's Request for the Waiver of Membership Dues form and submit the completed form to the WSDA who will forward it to the Society for consideration and processing.
- D. Associate members in good standing shall have all the privileges of active membership except for those of voting or holding office.
- E. Life members shall have all the privileges of active membership.
- F. Honorary and student members shall have all the privileges of active membership except those of voting and holding office.
- G. Any member of the Society in good standing shall have the privilege of attending meetings of the Executive Council.
- H. When a member resigns or otherwise loses their membership in this Society, they shall forfeit all rights thereby and title to any share in the privileges of this Society.

Section 7 – Discipline and Expulsion of Members

- A. Membership in this Society is recognized as vesting in the individual member because of such membership, valuable professional rights and privileges that add to the member's prestige. No member, therefore, shall lose membership herein or be deprived of such professional rights and privileges attached to membership by action taken by the Society to expel, suspend or otherwise discipline a member except in fair and impartial proceedings or as specified in the WSDA Bylaws.
- B. Disciplinary action as used in this section shall mean an authoritative decision by the Society's Executive Council to discipline a member, after having given them notice and hearing. The procedure to be followed is outlined in the Disciplinary Module of the Executive Council. The Executive Council may revise such rules and procedures as it determines necessary.
- C. Discipline may include censure, membership suspension or expulsion from membership, which may include the preclusion of any future application for membership for a stated time or for life. Following actions taken to suspend or revoke a member's license by the Washington State Dental Quality Assurance Commission, Seattle-King County Dental Society will implement parallel actions against the member. This shall apply to all classes of membership as defined in this Chapter.

Section 8 – Restoration of Privileges

- A. Any subsequent application for membership will be considered only as may be consistent with the expulsion. In any event, it may be declined by the Society as is its prerogative.

Chapter II: NOMINATIONS AND ELECTIONS

Section 1

Nominations for all elective offices shall be made as special order of business during at least one general membership meeting to be held no later than forty-five (45) days before elections. After closing of nominations at this meeting, no further nominations may be made. The names of candidates shall be arranged alphabetically under the office for which they have been nominated and published in an official publication of this Society at least once before the date of the election. In the event that more than five (5) candidates have been nominated for a position, the names will be arranged as randomly drawn by the Chair of the Leadership Committee and listed under the office for which they have been nominated.

Section 2

- A. The annual installation of newly elected officers shall take place at the last general membership meeting of the fiscal year of the Society. The preceding election shall be conducted according to the Election Module.
- B. Only active and life members in good standing, as defined in Chapter I, Section 6 of the Bylaws shall be entitled to vote.
- C. In the case of offices for which only one (1) candidate is to be chosen, e.g., President-elect, a majority vote shall be required to elect. In the case of offices for which more than one (1) candidate is to be chosen, e.g., Executive Council or Delegates, those candidates having the largest number of votes shall be declared elected until the required number of full-term offices have been filled, and the candidate receiving the plurality among the remaining candidates shall be declared elected to fill a part-term position if required at the time of such election. In the event of a tie, a determination will be made by a vote at the next Executive Council meeting. If a candidate involved in the tie is a member of the Executive Council, they are ineligible to vote. In the event an appointment to the Executive Council or House of Delegates to the State Association is required due to the tie, the appointee shall be selected by the Executive Council, such appointment to run until next election.
- D. All elected officers, as provided in this chapter, shall assume their responsibilities at the last business meeting of the fiscal year.
- E. The President, President-Elect, and Immediate Past President of this Society shall serve as Delegates to the State Association during their terms of office. If, on election, the President-Elect is serving a three (3) year term as a Delegate to the State Association, the vacancy thus created shall be filled according to Chapter II, Section 2C.
- F. Electronic Ballots shall be preserved for a period of ninety (90) days following the election.

Section 3

A vacancy shall occur when an elected office holder leaves without the intention of returning to their position. This may occur upon the death, removal, or any resignation of an officer; such vacancies will be filled by action of the next Executive Council. An absence shall occur when an elected office holder voluntarily withdraws from attendance at a meeting(s) with the intention to fulfill the rest of their term, excepting those meeting(s). The absence created by this voluntary withdrawal shall be filled by the efforts of the Executive Council.

Section 4

Vacancy in the office of President-Elect shall be filled by repeating the nomination and election procedures of Section 1 and 2 of this Chapter commencing at the next regular monthly membership meeting following the occurrence of this vacancy. The candidate so elected shall take office immediately.

Section 5

For the office of the President-Elect, no member shall be re-elected before the lapse of three (3) years from the date of completion of service in their last term.

A member may be elected Delegate or to the Executive Council without limitation, thereafter, provided a one (1) year lapse between completion of service of any second consecutive term and election to a new term.

Serving as a Delegate to the WSDA by virtue of holding another elected office or by appointment to serve the unexpired term of a duly elected delegate shall not constitute an election to the officer of Delegate for the purpose of this section.

Section 6

In those elected or appointed positions having a term of more than one (1) year, an attendance of less than seventy-five percent (75%) of the regularly scheduled meetings in any one (1) year may constitute dismissal from the office. Dental-related meetings may be excused absences. The President and the Executive Council shall be empowered to fill the vacancy as provided in the Bylaws. With the exception of appointed alternates, Delegates will be required to attend at least 50% of the pre-House meetings in order to remain a Delegate. If a Delegate fails to attend any scheduled caucuses, the Delegate shall be ineligible to attend the House and shall be considered an absence with a replacement appointed by the President.

Chapter III: DUTIES OF OFFICERS

Section 1 - Officers

The officers of the Society are President, President-Elect, Immediate Past President, Secretary and Treasurer. They shall be active or life members and have been elected or appointed to serve a term of one (1) year or until their successors are duly installed.

Section 2 – Duties

- A. President. The President shall preside at all meetings of the Society and the Executive Council. They shall call special meetings of the Executive Council when required or at the request of three (3) of its members. They shall call special meetings of the Society on petition of 10% of the members. They shall appoint, with the consent of the Executive Council, all standing and special committees. They shall fill all vacancies and absences in appointive offices except those committees filled by election or by the Executive Council. They shall be a Delegate to the State Association. They may appoint alternate Delegates as provided in Chapter VII, Section 6. The President shall be an *ex officio* member of all standing and special committees except the Leadership Development Committee. They will chair the Program and Continuing Dental Education Committee during the term. The President shall perform such duties as usually appertain to the office and shall assume the office of Immediate Past President at the end of their tenure. In accordance with the Seattle-King County Dental Foundation's Bylaws, the President shall serve on the Board of Directors of the Foundation.
- B. President-Elect. The President-Elect shall cooperate with the President and familiarize themselves with the duties of the office of President. They shall be a member of the Program and Continuing Dental Education Committee, the Budget and Finance Committee, and a Delegate to the State Association. They shall assume the presidency without further election at the next yearly installation of officers. In accordance with the Seattle-King County Dental Foundation's Bylaws, the President-Elect shall serve on the Board of Directors of the Foundation.
- C. Immediate Past President. The Immediate Past President shall be a Delegate to the State Association and may provide advice and counsel to the officers of the Society during their tenure. In the event of a vacancy in this office, the Executive Council shall appoint a replacement.
- D. Secretary. The Secretary shall be appointed by the President with consent of the Executive Council. They shall attend all meetings of the Executive Council and make and keep records thereof. They shall report on all meetings of the Society and Executive Council.
- E. Treasurer. The Treasurer shall be appointed by the President with the consent of the Executive Council. The Treasurer shall attend all meetings of the Executive Council and chair the Budget and Finance Committee. It shall be their duty to present the budget annually to the Executive Council. They shall be responsible for the oversight of Society funds, and they shall refer to the Treasurer's Handbook.

Chapter IV: EXECUTIVE COUNCIL

Section 1

The Executive Council shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer and seven (7) other active or life members. Each year, the membership shall elect two (2) or three (3) members to serve a term of three (3) years, or until their successors are duly elected and installed or appointed.

Section 2 - Duties

- A. To supervise and conduct the business of the Society.
- B. Approve all expenditures of Society funds through the budgetary process. No obligations shall be incurred in the name of the Society without previous authorization by the Executive Council.
- C. Establish and maintain standard operating procedures and policies that shall govern the Society in all its activities.
- D. At its first meeting following the installation of officers, it shall approve the appointment of the Secretary and Treasurer.
- E. The Executive Council shall be empowered to employ an Executive Director. When a contract is to be negotiated for such a director, the Executive Council shall not be empowered to obligate the Society for an employment contract for a period longer than one (1) year for the first year of employment. Subsequent contracts can be negotiated by the Executive Council for longer periods—but not to exceed three (3) years. The Executive Director shall work under the direction and control of the Executive Council; and under the direction and control of the President in the interim period between meetings of the Executive Council; and shall be subject to discharge by the Executive Council. The salary and duties of the Executive Director shall be determined by the Executive Council.
- F. Ensure adequate insurance for the directors and officers is in place annually.
- G. Hire a CPA firm to conduct an annual review or audit of the Society's funds.
- H. Create special committees and/ or task forces as may be necessary to expedite the functions of the Society.
- I. Reviews all committee meeting minutes and notes that have taken place between Executive Council Meetings.
- J. Supervise and coordinate the activities of all standing and special committees in regard to their specific duties by the membership, the Executive Council or these Bylaws.

- K. Review the written reports of standing and special committees and make recommendations concerning the same to the membership.
- L. Fill all vacancies in elective offices with the exception of that of President-Elect and delegates to the WSDA House. Such appointees will serve only until the following installation of officers. (See Chapter II, Section 2C and Section 3)
- M. Meet a minimum of four times a year, alternating with the meetings of the Budget and Finance Committee, as determined at the first meeting of the new Executive Council in May of each year, at a time to be fixed by the Executive Council, and at the call of the President. No meetings of either committee will be held in July or December.
- N. The presiding officer and five (5) members of the Council shall constitute a quorum.
- O. Perform such other duties as are prescribed by these Bylaws or the mandates of the membership. (See Chapter I, Section 4, B)

Section 3

All votes taken by the Executive Council, in-person or electronically, will be determined by a majority of eligible votes cast. Record of any electronic vote held outside of a formal meeting setting must be generated and approved at the next meeting of the Council.

Section 4

Any action of the Executive Council may be approved or rejected by the membership at a regular meeting.

Section 5 – Removal of an Executive Council Member

Any elected or appointed member of the Executive Council may be removed following a 2/3 vote of the Executive Council of the Society to remove the Executive Council member in question, when the best interests of the Society will be served thereby.

Chapter V: STANDING COMMITTEES AND DUTIES

Section 1 – Standing and Sub-Committees

- A. The Standing Committees shall be:
 - 1. Access to Care
 - 2. Forensics
 - 3. Membership
 - 4. New Dentists
 - 5. Leadership Development
 - 6. Peer Review and Ethics
 - 7. Programs and Continuing Dental Education
 - 8. Diversity, Equity, and Inclusion

- B. The Sub-Committees shall be:
 - 1. Budget and Finance

- C. All standing committees and special committees shall consist of a chair and at least two (2) other members, unless otherwise provided in these Bylaws. The Chair and members are appointed by the President with the consent of the Executive Council.

- D. The following provisions are not intended to limit strictly the duties of the committees but are intended as a guide to define the province of each committee.

- E. Special committees may be formed by the Executive Council to address specific issues (e.g., Bylaws, strategic planning, etc.). These committees will be assigned a specific task or outcome. These committees shall operate at the discretion of the President and the Executive Council.

- F. Quorum for a committee shall consist of half of the membership of the committee plus one member. Voting protocols outlined in Chapter IV, Section 3 shall apply to all committee actions as well.

- G. The committee chair shall have the discretion to remove inactive members.

Section 2 – Committee Descriptions:

- 1. Budget and Finance – This sub-committee of the Executive Council shall: Consist of seven (7) members, two (2) of whom shall be appointed each year whose terms shall be three (3) years. The Chair of the Committee shall be the Treasurer who shall be appointed by the President from among the senior members of the Committee, in time of service. One of the members shall be the president-elect who shall serve a one-year term (Chapter III, Section 2, B).
 - A. This sub-committee shall:
 - 1. Act in an advisory capacity to the Executive Council and the Executive Director on all matters pertaining to the funds of the Society.

2. Prepare annually a budget showing sources and estimated amounts of revenue and recommend disbursements for the ensuing year.
 - a. At this time, the Committee shall receive and consider all requests for funding from the officers and committees to be expended by them during the ensuing year.
 3. Allocate the amount of funds available to meet various requests and present its recommendations to the Executive Council.
 4. Allocate for current expenses up to one hundred percent (100%) of estimated revenue according to Article X hereof.
2. Access to Care – This committee shall:
 - A. Review and evaluate all dental care access programs, active and contemplated in this area, and with the approval of the Executive Council report to the membership.
 - B. With the consent of, and under supervision by the Executive Council, work with the appropriate committees of the WSDA and the ADA and, by constructive action; endeavor constantly to improve existing or proposed programs in this area.
 - C. Work with the appropriate local, state, and national programs designed to serve the general population.
 3. Forensics – This committee shall work to explore and establish a contingency plan, in cooperation with related groups in the area, to handle various situations calling for forensic dental assistance and identification.
 4. Membership – This committee shall:
 - A. Maintain a high standard of membership services and formulate ideas for benefits and services to best serve the recruitment and retention of the membership of the Society.
 - B. Oversee the process of welcoming new members to the Society, annually honoring the Life Members of the Society
 5. Diversity, Equity, and Inclusion – This committee shall fulfill the following:
 - A. Promote and maintain an environment that honors and respects the dignity, uniqueness, and worth of each person who is impacted by the dental field.
 - B. Discuss and approve programs aimed at engaging a wide range of members in the work and benefits of the Society, reducing oral health disparities across population groups, developing leadership skills for diverse dentists, and educating leaders.

6. Leadership Development - This committee shall:
 - A. Be a rotating committee consisting of nine (9) members, three (3) to be appointed each year by the Executive Council for a term of three (3) years. The members of this Committee shall recommend a chair candidate from among their members to be approved by the Executive Council.
 - B. This committee shall:
 1. Solicit volunteers for all aspects of leadership in the Society including committee members, chairs and elective offices.
 2. Meet before mid-December to make a study of desirable qualifications for the various elective offices of the Society.
 3. Survey the membership for the purpose of listing the most capable members available for the office.
 4. Supervise the efforts of Central Office staff in order to ensure the election procedures outlined in the Election Module are followed.

6. New Dentists – This committee shall:

- A. Be open to all members who graduated from dental school less than ten (10) years ago.
- B. The committee shall discuss and approve projects of interest to the group, including, but not limited to, programs, social events, etc.
- C. Activities of this committee shall be announced to all University of Washington dental students and their participation will be encouraged.
- D. The committee may also address programs and projects of interest from the ADA Committee on the New Dentist.

7. Peer Review and Ethics – This committee shall:

- A. Consist of at least eight (8) members. Members must have at least five (5) years of practice before joining the committee.
- B. The committee shall operate within the guidelines of the WSDA Peer Review Procedure Manual. Refusal to appear as directed before the Peer Review Committee may be considered by the Executive Council unethical conduct and subject to disciplinary action under Chapter I of these Bylaws.
- C. The committee shall monitor the ADA Code of Ethics and refer appropriate ethics cases to the WSDA Committee on Judicial Affairs, Ethics and Peer Review.
- D. At the request of the Executive Council, the Peer Review Committee will review and make recommendations pertaining to the membership status of an application for membership to the Tripartite.

8. Program and Continuing Dental Education – This committee shall:

- A. The president shall be the chair after having served one year as a committee member while president-elect. (See Chapter III, Section 2, B).

- B. This Committee shall discuss and approve the topics for the general programs and continuing dental education courses as sponsored by the Society.

Chapter VI: MEETINGS

Section 1

A minimum of four (4) regular meetings of the Society are to be held from September to April, except as modified and approved by the Executive Council. The members who are eligible to vote, register and attend a regular meeting shall constitute a quorum.

Section 2

The suggested order of business of Society meetings shall be:

- A. Introductions and announcements
- B. Minutes of the previous meeting
- C. New Business
- D. Program/Speaker
- E. Upcoming Programs/Events
- F. Adjournment

Section 3

Attendance at meetings of this Society shall be limited to those who qualify as members in good standing (Chapter I, Section 2) and to invited guests of such members.

Chapter VII: DELEGATES

Section 1

Delegates to the State Association shall be nominated and elected according to Chapter II of these Bylaws to represent the Society in the WSDA House of Delegates. They shall represent the interests of the membership.

Section 2

Caucus meeting(s) shall be scheduled, as needed, prior to the House. The President shall chair the delegation. Such caucus meetings of the delegates shall be open to members of the tripartite only.

Section 3

The number of delegates shall be apportioned as provided by the WSDA. A member shall be elected to the office of Delegate for a term of two (2) years. If a Delegate is elected for two (2) consecutive terms, that Delegate must wait one (1) year before becoming eligible for election to another term (Chapter II, Section 5).

Section 4

The President, President-elect and the Immediate Past President shall each be a Delegate during the term of their office. If, on election, the President-elect is serving a two (2) year term as a Delegate, the vacancy for the term shall be filled according to Section 5 below.

Section 5

In the event of a vacancy in the office of Delegate, the Executive Council shall appoint a replacement whose term of office shall run until the next election (Chapter II, Section 3).

Section 6

In the event of the absence of a Delegate(s) from the House of Delegates, the President shall have the authority to appoint an alternate Delegate(s) as needed to maintain the Society's full delegation strength. This temporary term will run until either the original Delegate returns to the floor or until the end of the House of Delegates meeting for which the alternate was appointed, whichever occurs first.

Chapter VIII: DUES

Section 1

Annual dues in this Society shall be as follows:

- A. Active members shall pay the Seattle-King County Dental Society dues plus the dues of the WSDA and the ADA. The Executive Council of the Society shall set membership dues as the need arises.
 1. When an active member retires from the practice of dentistry after having been an active member not less than ten (10) consecutive years and is not engaged in any significant commercial endeavor allied to dentistry, their annual dues shall be \$25.00 provided that the WSDA certifies that such a member is not practicing dentistry and is not engaged in any significant commercial endeavor allied to dentistry. This section shall not apply to any dentist eligible for a waiver of dues by reason of total disability.
- B. Associate members shall pay full dues annually, plus the dues of the WSDA and the ADA.
- C. Life members remaining in active practice shall pay fifty percent (50%) of full dues per year. Life members not remaining in active practice shall be exempt from payment of dues in this Society. They shall pay such dues as may be charged against them by the WSDA and/or ADA.
- D. Honorary members shall be exempt from payment of dues in this Society.
- E. Affiliate members shall pay 50% of active member dues.

Section 2

Dues shall become payable on January 1st of each year. A member whose dues are not paid before the cut-off date set by the WSDA will be considered delinquent. They shall not be entitled to any privileges of this Society as long as their dues remain unpaid.

A member whose dues have not been paid by March 31st of the current year shall lose their membership in the Society. If the member is reinstated in the calendar year that they lost their membership, reinstatement requires only that they submit their dues for the current year. If more than a year has lapsed since the member lost their membership, they may be reinstated by submitting a regular application for membership accompanied by the dues for the current year.

Chapter IX: FUNDS

Section 1

The monies of this Society shall be maintained in an Operating and Reserve Funds.

Section 2

The Operating Fund shall receive the dues of all members as established in Chapter VIII and all other monies. The Operating Fund shall be used to defray the operational and other expenses of the Society. All expenses connected therewith shall be paid from this fund and approved by the Treasurer. The Reserve Fund shall be managed following the guidelines established in the Investment Policy Statement which is approved by the Executive Council and managed by the Budget and Finance Committee.

Section 3

The fiscal year of the Society shall be from June 1 to May 31 inclusive. An audit or review of the accounts shall be made annually at the end of the fiscal year, employing a certified public accountant. An annual budget shall be adopted by the Executive Council.

Section 4

All financial records are available to members in good standing upon request.

Chapter X: SOCIETY RECORDS

All Society records, with the exception of personnel records, shall be available to members in good standing upon request.

Chapter XI: RULES OF ORDER

The current edition of The Standard Code of Parliamentary Procedure (by Alice Sturgis) shall govern the conduct of the deliberation of this Society, unless otherwise specifically provided in the Articles of Incorporation or the Bylaws.

Chapter XII: AMENDMENTS

These Bylaws may be amended with a majority approval vote of member votes received of the members present at any regular meeting, provided the proposed amendment shall have been presented electronically, and a copy thereof has been sent to each member in good standing by the Central Office staff not less than thirty (30) days in advance of the meeting at which final action is to be taken. Electronic voting will be allowed.

Seattle-King County Dental Society

Articles of Incorporation

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, GEORGE L. VANDEWALL, ROBERT J. WALLACE, HOWARD J. HAMMOND, JAMES M. KEENAN and CECIL H. FEASEL, are desirous of forming a corporation under a pursuant to authority conferred by Chapter 135 of the Laws of 1895, also known as Section 3863 of Reminton's Revised Statutes of Washington, and now Revised Code of Washington Chapter 24.08 and for that purpose we, and each of us, do hereby make and subscribe these written Articles of Incorporation in triplicate original, and we do specify and verify:

Article I

CORPORATE NAME, DURATION, LOCATION AND PLACE OF BUSINESS

The Corporate name of this Corporation shall be the Seattle-King County Dental Society.

The duration of the corporation shall be perpetual.

Its location and chief place of business shall be at Seattle in King County, Washington.

Article II

ABSENCE OF CAPITAL STOCK AND TERMS OF ADMISSION TO MEMBERSHIP

This is not a joint stock company and there shall be no capital stock. Membership in the corporation shall consist of the subscribers hereto and those ethical dentists who are hereafter elected to membership herein in accordance with the procedure as provided in the Bylaws of this corporation. The specific qualifications for, and the rights, duties and privileges of the various classifications of membership, including voting rights, shall be governed by the Bylaws of this corporation. The members of this corporation shall constitute and be a body politic and corporate with perpetual succession.

Article III

OBJECTS AND PURPOSES

The objects and purposes of this corporation are:

1. To improve the dental health of the public; to promote in all phases the art and science of dentistry; to bring into one organization the ethical dentists within King County, Washington, and unite with similar component societies in other portions of the State of Washington, as component societies of the Washington State Dental Association, with a view to the extension of dental knowledge and to the advancement of dental science; to the elevation of the standard of the ethics of the profession; to the

promotion of friendly intercourse among dentists and to the liberal exchange of their opinions and experiences; to the enlightenment and direction of public opinion in regard to the problems of dentistry so that the profession shall become more capable and honorable within itself and more useful to the public in the prevention and cure of disease and in prolonging and adding comfort to life; and to take such action as may be desirable or necessary to carry into effect all the forgoing purposes.

2. To lease, purchase, receive, acquire, own and hold all such personal property as may be necessary, proper or convenient of such corporation or any of its purposes, and to sell, mortgage, hypothecate, lease, transfer, convey or in any manner dispose of such property, or any part thereof; to lease, purchase, receive, acquire, own, and hold real estate, or any interest therein, as may be necessary, proper or convenient for said corporation or any of its purposes, and to sell, mortgage, lease, transfer, convey or in any manner dispose of said property, or any part thereof; to borrow money on the credit of said corporation, and execute, issue and deliver its notes, bonds, coupons and other evidences of indebtedness therefore, and to mortgage, pledge or hypothecate any and all property of said corporation to secure such indebtedness; to loan its money upon mortgages of such other collateral as to its officers seem best.

3. The activities of this corporation shall not be carried on for the pecuniary profit of any of its members.

4. All the income and property of this corporation shall be applied solely to carrying out the foregoing purposes. The corporation may accumulate and invest its corporate funds which it may use in its discretion for the creation, protection, preservation and/or enlargement of any of its facilities for carrying out its objects and purposes. The entire receipts, income, funds and property of this corporation shall become and remain its sole property. No member or officer of the corporation shall have any right, title, interest or estate in or to the property of the corporation, except in a fiduciary capacity, nor shall any donor or contributor to this corporation, nor any other person ever have any right, title, interest or estate in or to any of its profits, income or property, except as a reasonable payment for property or services furnished to the corporation; the entire property of said corporation shall be devoted and applied solely to its support, maintenance and/or the enlargement of its facilities after the payment of its expenses.

Article IV

MANAGEMENT

Except as may be otherwise provided by law the affairs of this corporation shall be managed and the corporate powers of the corporation shall be exercised by its Executive Council, which may act through and by means of its officers. The elective officers of the corporation shall be a President, a President-elect, and a Vice President, elected from the membership of this corporation to serve a term of one year or until their successors are duly elected and installed. The Secretary and Treasurer shall be appointed annually by the Executive Council.

The Executive Council shall consist of the President, President-elect, Vice President and Immediate Past President and six other active or life members, two to be elected each year from the active or life

members of the corporation to serve a term of three years or until their successors are duly elected and installed.

Article V
DELEGATES

Delegates to the Washington State Dental Association shall be elected as provided in the Bylaws of this corporation. Their term of office shall be three (3) years.

IN WITNESS WHEREOF, I have hereunto set, acknowledged and verified in triplicate original these Articles of Incorporation on this 29th day of October, 1953.

/S/ GEORGE L. VANDEWALL
/S/ ROBERT J. WALLACE
/S/ JAMES M. KEENAN
/S/ HOWARD J. HAMMOND
/S/ CECIL H. FEASEL

(STATE OF WASHINGTON – COUNTY OF KING)

I, J. Vernon Williams, Notary Public in and for the State of Washington, residing at Seattle, do hereby certify that on this 29th day of October, 1953, personally appeared before me GEORGE L. VANDEWALL, ROBERT J. WALLACE, HOWARD J. HAMMOND, JAMES M. KEENAN and CECIL H. FEASEL, to me known to be the individuals described in and who executed the within instrument and acknowledged that each signed and sealed the same as his free and voluntary act and deed for the uses and purposed herein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

/S/ J. VERNON WILLIAMS
Notary Public in and for the State of Washington, residing at Seattle.

(STATE OF WASHINGTON – COUNTY OF KING)

GEORGE L. VANDEWALL, ROBERT J. WALLACE, HOWARD J. HAMMOND, JAMES M. KEENAN, AND CECIL H. FEASEL, each being first duly sworn, on oath depose and say each for himself, and not one for the other:

I am one of the incorporators of the Seattle-King County Dental Society above named; I have read the foregoing Articles of Incorporation and the statements therein contained are the truth.

/S/ GEORGE L. VANDEWALL
/S/ ROBERT J. WALLACE
/S/ JAMES M. KEENAN
/S/ HOWARD J. HAMMOND

/S/ CECIL H. FEASEL

SUBSCRIBED and SWORN to before me this 29th day of October, 1953.

/S/ J. VERNON WILLIAMS

Notary public in and for the State of Washington, residing at Seattle.