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Las Vegas 2024

House of Delegates

ADSA

ADSA House of Delegates

Thursday, 14 March 2024

5:00 pm (PDT)

Held at:

Aria Hotel & Casino

3730 Las Vegas Boulevard South, Las Vegas, NV 89158-4300

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AGENDA

ADSA HOUSE OF DELEGATES

Name:	ADSA
Date:	Thursday, 14 March 2024
Time:	5:00 pm to 7:00 pm (PDT)
Location:	Aria Hotel & Casino, 3730 Las Vegas Boulevard South, Las Vegas, NV 89158-4300

1. House I

1.1 Call to Order

1.2 Introduction of ADSA Officers and Directors and Distinguished Guests

1.3 Welcome Remarks by IFDAS President-Elect Dr. Jason Brady

1.4 Report of the Committee on Credentials, Rules, and Order

Supporting Documents:

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1.5 Referrals of Reports and Resolutions

Supporting Documents:

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1.6 Address of the President

1.7 Report of the Treasurer

1.8 Nominations

Supporting Documents:

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1.9 New Business

1.10 Announcements

1.11 Adjournment

2. Reference Committee Hearings

2.1 Report of the Reference Committee

Thursday, March 14, 2024

Time: 6:00 pm

The report of the Reference Committee will be published by midnight on the same day as the Reference Committee hearing at:

<https://www.adsahome.org/house-of-delegates>

Supporting Documents:

2.1.a	2024 Reference Committee.docx	23
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3. House II

3.1 Call to Order

Date: Saturday, March 16, 2024

Time: 12:00 pm

3.2 Report of Committee on Credentials, Rules and Order Election of Directors

3.3 Priority Items, Reference Committee

3.4 Elections

3.5 Report of Reference Committee

4. Reference Material

4.1 Proposed Budget + Financials

Supporting Documents:

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4.2 ADSA Bylaws

Supporting Documents:

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4.3 House Manual

Supporting Documents:

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5. Installation of Directors

5.1 5. Adjournment sine die

Next meeting: 2025 Annual Session - 3 Apr 2025, 2:00 pm

2024 Credentials, Rules and Order Committee

Dr. Jason Portnof (Chair)
Dr. Bruce Whicher
Dr. Greg Strull

2024 House of Delegates		<u>Voting by Members of the BOD Directors Credentialed as Delegates</u>		March 13-16, 2024
Resolution No.	R1-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:		Reference Committee		Direct to House <input checked="" type="checkbox"/>
Total Financial Implication:	\$ none			
Amount One-time	\$ none	Amount On-going	\$ none	

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Voting by Members of the Board of Directors Credentialed as Delegates

3

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Background statement:

6

7 Beginning in 2014, the American Dental Society of Anesthesiology
8 component societies were strongly encouraged to appoint delegates not
9 currently serving on the ADSA Board of Directors.

10

11 A Bylaws amendment was adopted to reflect that duly credentialed
12 delegates currently serving on the Board of Directors will be permitted to
13 serve in the House of Delegates, but without the power to vote, unless
14 permitted by a majority vote of the House of Delegates.

15

16 Members serving on the ADSA Board of Directors designated as delegates
17 by their component societies may only be granted the power to vote with
18 the consent of the House of Delegates.

19

Resolution R1-24B:

21

22 *Resolved:* That members who serve on the Board of Directors who
23 are duly credentialed delegates shall have the right to vote in the
24 2024 House of Delegates.

25

BOARD RECOMMENDATION: VOTE YES

BOARD VOTE: UNANIMOUS

2024 House of Delegates		<u>Adoption of Agenda and Order of Agenda Items</u>		March 13-16, 2024
Resolution No.	R2-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:		Reference Committee		Direct to House <input checked="" type="checkbox"/>
Total Financial Implication:	\$ none			
Amount One-time	\$ none	Amount On-going	\$ none	

Adoption of Agenda and Order of Agenda Items

Background Statement:

The Committee on Credentials, Rules, and Order has examined the agenda for the 2024 House of Delegates. The Committee recommends approving the agenda as the official order of business for the 2024 annual session.

The Committee also recommends that the Speaker of the House be allowed to rearrange the order of the agenda as deemed necessary to expedite the business of the House.

Resolution:

1. Resolved: That the agenda as printed in the 2024 House of Delegates Reference Manual be adopted as the official order of business for the 2024 annual session, and be it further

2. Resolved: That with the consent of the House of Delegates, the Speaker is authorized to alter the order of the agenda as deemed necessary to expedite the business of the House.

BOARD RECOMMENDATION: VOTE YES

BOARD VOTE: UNANIMOUS

2024 House of Delegates		<u>Referral of Resolutions</u>		March 13-16, 2024
Resolution No.	R3-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:		Reference Committee		Direct to House <input checked="" type="checkbox"/>
Total Financial Implication:	\$ none			
Amount One-time	\$ none	Amount On-going	\$ none	

Referral of Resolutions

Background statement:

The Speaker shall prepare a list of recommended referrals to the Reference Committee as directed by the House of Delegates' standing rules. The complete list will be available prior to the opening meeting of the House of Delegates and is subject to approval or amendment by the House of Delegates. The list complete list can be found at ADSASite.org.

Resolution:

Resolved: That the preliminary and supplemental list of referrals to the Reference Committees, as recommended by the Speaker of the House of Delegates, be approved.

BOARD RECOMMENDATION: VOTE YES

BOARD VOTE: UNANIMOUS

2024 House of Delegates		<u>Constitutional Amendment</u>		March 13-16, 2024
Resolution No.	R4-24B	New	Substitute	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:	April 5 ,2023	Reference Committee <input type="checkbox"/>	Direct to House	
Total Financial Implication:	\$ none			
Amount One-time	\$ none	Amount On-going	\$ none	

Amendment to the Constitution to Amend the Amendment Notice Requirement

Background Statement:

The Constitution should rarely need to be amended, and even then, it should be rather difficult to amend. The Constitution currently requires a one-year notice to amend with a two-thirds (2/3) vote. It requires a unanimous vote with less than a one-year notice.

Given the current notice requirement, the Committee on Ethics and Bylaws considers this notice excessive and should be shortened while still preserving the need for thought-out amendments when needed.

Additionally, names of members selected to serve as component delegates to the House of Delegates are not submitted until ninety (90) days before the first House meeting. Therefore, the one-year notice serves no functional purpose.

The Committee on Ethics and Bylaws recommends that the notice requirement to amend the Constitution be changed from one (1) year to one hundred twenty (120) days. This allows time for component delegates to review and study Constitutional amendments well in advance of House of Delegates meetings.

Resolution:

Resolved: That Article VIII: Amendments of the Constitution be amended as follows.

Current Reading:

Article VIII: AMENDMENTS

This **Constitution** may be amended by a two-thirds (2/3) affirmative vote of the members of the House of Delegates, provided that the proposed amendments have been presented at any previous session of the House of Delegates.

This **Constitution** may also be amended at any session of the House of Delegates by a unanimous vote, provided the proposed amendments have been presented at a previous meeting of such session.

Proposed Amendments:

~~Article VIII: AMENDMENTS~~

~~This **Constitution** may be amended by a two-thirds (2/3) affirmative vote of the members of the House of Delegates, provided that the proposed amendments have been presented at any previous session of the House of Delegates.~~

~~This **Constitution** may also be amended at any session of the House of Delegates by a unanimous vote, provided the proposed amendments have been presented at a previous meeting of such session.~~

Article VIII: Amendments

1. Amendments to the Constitution must be submitted in writing to the executive director at least one hundred twenty (120) days before the first meeting of the House of Delegates.

2. The executive director shall publish the proposed amendment(s) at least ninety (90) days before the first meeting of the House of Delegates.

3. Amendments to the Constitution will be referred to a Reference Committee for their review and recommendations and reported at the second meeting of the House of Delegates.

4. Adopting a properly noticed amendment to the Constitution requires a two-thirds vote of the legal votes cast.

5. This Constitution may also be amended by a unanimous vote without notice. To be considered, the proposed amendment would have to be presented under New Business on the first day of the House of Delegates, referred to the Reference Committee for its review and recommendations, and then reported back to the House of Delegates for a vote.

6. Constitutional amendments are not allowed to be introduced on the final day of the House of Delegates.

As Amended:

Article VIII: Amendments

1. Amendments to the Constitution must be submitted in writing to the executive director at least one hundred twenty (120) days before the first meeting of the House of Delegates.
2. The executive director shall publish the proposed amendment(s) at least ninety (90) days before the first meeting of the House of Delegates.
3. Amendments to the Constitution will be referred to a Reference Committee for its review and recommendations and make its report at the second meeting of the House of Delegates.
4. Adopting a properly noticed amendment to the Constitution requires a two-thirds vote of the legal votes cast.
5. This Constitution may also be amended by a unanimous vote without notice. To be considered, the proposed amendment must be presented under New Business on the first day of the House of Delegates, referred to the Reference Committee for its review and recommendations, and then reported back to the House of Delegates for a vote.
6. Amendments to the Constitution are not allowed to be introduced on the final day of the House of Delegates.

Board Recommendation: Vote Yes

Board Vote: Unanimous



January 16, 2024

Dear Members of the House of Delegates,

As ADSA's accountant and auditor, I am writing to bring to your attention a crucial matter concerning the financial operations of your organization. It has come to my attention that certain provisions in your current Bylaws may not fully align with Generally Accepted Accounting Principles (GAAP).

GAAP serves as the foundation for financial reporting, ensuring consistency, transparency, and accuracy in financial statements. Adhering to GAAP is not only a best practice but also essential for maintaining the integrity and reliability of our organization's financial information.

After a thorough review of our current Bylaws, I believe the practice of proration, as currently described, must be changed by amendment to bring it in line with GAAP. The current way of dividing ADSA dues is unclear, uneven, and poorly conceived. The proposed changes before you aim to enhance ADSA's financial reporting processes, promote accountability, and provide a clear framework for compliance with industry standards. I believe that adopting this amendment will not only strengthen your organization's financial governance but also demonstrate our commitment to upholding the highest standards of financial responsibility.

Thank you for your consideration of this matter.

Sincerely,

A handwritten signature in black ink that reads "David Castillo". The signature is fluid and cursive, with a long horizontal line extending from the end of the name across the page.

David Castillo, CPA

Castillo & Co CPA LLC

231 S. LaSalle Street Suite 2100

Chicago, IL 60604

2024 House of Delegates	<u>Bylaws Amendment, Proration and Generally Accepted Accounting Principles</u>			March 13-16, 2024
Resolution No.	R6-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:	December 6, 2023	Reference Committee <input checked="" type="checkbox"/>	Direct to House	
Total Financial Implication:	\$ none			
Amount One-time	\$ none	Amount On-going	\$ none	

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Bylaws Amendment: Proration and Generally Accepted Accounting Principles

Background statement:

Over the years, the ADSA has awarded its components a proration of twenty dollars per member, supporting vital activities like organizing meetings, engaging speakers, and assisting newly established components. ADSA feels strongly that this support should continue.

However, recent accounting concerns have surfaced, raising doubts about adherence to Generally Accepted Accounting Principles (GAAP). Upon review by ADSA’s accounting firm, it has become evident that certain provisions in our current Bylaws may not fully align with GAAP, the bedrock for financial reporting that ensures consistency, transparency, and accuracy in financial statements. Adhering to GAAP is not just a best practice; it’s essential for maintaining the integrity and reliability of our financial information.

The existing method of dividing ADSA dues is unclear, uneven, and poorly conceived. The proposed changes seek to enhance our financial reporting processes, promote accountability, and establish a clear framework for compliance with industry standards.

24 The ADSA's accounting firm strongly recommends making the following
 25 amendments to the bylaws to bring the ADSA into alignment with General
 26 Accepted Accounting Principles. The Board of Directors fully supports the
 27 recommendations of our accounting firm and the adoption of resolution R[^]-
 28 24B.

29

30 **Resolution R6-24B:**

31

32 *Resolved:* That the Bylaws of the ADSA be amended by striking out of
 33 Chapter II: Section 40. Financial Support, which reads;

34

35 *"In addition, all component societies with the exception of the component*
 36 *society representing the Federal Dental Services, shall receive a proration*
 37 *of the annual dues for every active member and dues paying active life*
 38 *member in good standing of both this Society and the component society,*
 39 *in an amount prescribed by the Board of Directors. The proration of annual*
 40 *dues for dues paying active life members shall be fifty percent (50%) of the*
 41 *proration of annual dues for active members. "*

42

43 *"For the purpose of this section, the number of active members and dues*
 44 *paying active life members in good standing shall be determined as of the*
 45 *first day of July in the calendar year in which dues are prorated."*

46

47 *Conforming amendments to Chapter II: Sections 70, 90, 100, 110, and 130
 48 will be changed accordingly if Resolution R6-24B is adopted.

49

50 **Current Reading:**

51

52 Section 40. Financial Support: An active, chartered component society as
 53 defined in Chapter II, Section 30 of these Bylaws, that has established
 54 component membership dues of its members in accordance with Chapter
 55 II, Section 20 of these Bylaws, may at its discretion, relegate the billing and
 56 collection of the component membership dues to the Administrative Office
 57 of this Society, provided it informs the Administrative Office of the amount
 58 due no less than sixty (60) days in advance of the date annual dues
 59 statements are sent to the general membership. In addition, all component
 60 societies with the exception of the component society representing the
 61 Federal Dental Services shall receive a proration of the annual dues for
 62 every active member and dues paying active life member in good standing
 63 of both this Society and the component society, in an amount prescribed by

64 the Board of Directors. The proration of annual dues for dues paying active
 65 life members shall be fifty percent (50%) of the proration of annual dues for
 66 active members.

Purposed Amendments:

67 Section 40. Financial Support: An active, chartered component society as
 68 defined in Chapter II, Section 30 of these Bylaws, that has established
 69 component membership dues of its members in accordance with Chapter
 70 II, Section 20 of these Bylaws, may at its discretion, relegate the billing and
 71 collection of the component membership dues to the Administrative Office
 72 of this Society, provided it informs the Administrative Office of the amount
 73 due no less than sixty (60) days in advance of the date annual dues
 74 statements are sent to the general membership. ~~In addition, all component~~
 75 ~~societies with the exception of the component society representing the~~
 76 ~~Federal Dental Services shall receive a proration of the annual dues for~~
 77 ~~every active member and dues paying active life member in good standing~~
 78 ~~of both this Society and the component society, in an amount prescribed by~~
 79 ~~the Board of Directors. The proration of annual dues for dues paying active~~
 80 ~~life members shall be fifty percent (50%) of the proration of annual dues for~~
 81 ~~active members.~~

82
 83 ~~For the purpose of this section, the number of active members and dues~~
 84 ~~paying active life members in good standing shall be determined as of the~~
 85 ~~first day of July in the calendar year in which dues are prorated.~~

86
 87 **As Amended:**

88 Section 40. Financial Support: An active, chartered component society as
 89 defined in Chapter II, Section 30 of these Bylaws, that has established
 90 component membership dues of its members in accordance with Chapter
 91 II, Section 20 of these Bylaws, may at its discretion, relegate the billing and
 92 collection of the component membership dues to the Administrative Office
 93 of this Society, provided it informs the Administrative Office of the amount
 94 due no less than sixty (60) days in advance of the date annual dues
 95 statements are sent to the general membership.

BOARD RECOMMENDATION: VOTE YES

BOARD VOTE: UNANIMOUS

2024 House of Delegates		Annual Budget 2024-2025		March 13-16, 2024
Resolution No.	R7-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:		Reference Committee <input checked="" type="checkbox"/>	Direct to House	
Total Financial Implication:	\$ 2,533,000			
Amount One-time	\$ 2,533,000	Amount On-going	\$ none	

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Annual Budget 2024-2025

Background Statement:

The annual budget has been prepared by the Board of Directors as directed by the Society's Bylaw. The House of Delegates has the power and duty to adopt an annual budget.

Resolution:

Resolved, That the annual budget of revenues and expenses of the American Dental Society of Anesthesiology for fiscal year 2024-2025 be approved.

BOARD RECOMMENDATION: VOTE YES

BOARD VOTE: UNANIMOUS

2024 House of Delegates		<u>Condolence Policy</u>		March 13-16, 2024
Resolution No.	R8-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:	March 3, 2024	Reference Committee	Direct to House <input checked="" type="checkbox"/>	
Total Financial Implication:				
Amount One-time		Amount On-going		

ADSA Condolence Policy

1 **Background statement:**

2
 3 The ADSA extends expressions of condolence when appropriate
 4 throughout the year. There has never been a policy to guide the Board of
 5 Directors in these times. A policy is needed to allow for these expressions
 6 to be consistent for our deceased members.

7
 8 **Resolution:**

9
 10 *Resolved:* That the ADSA Condolence Policy be approved.

11 **To Read:**

12 **ADSA CONDOLENCE POLICY**

13 The President, with utmost respect and honor, will send a formal letter of
 14 condolence on behalf of ADSA when notified of the death of a past or
 15 current ADSA president or an individual member who has been influential
 16 in the field or organization.

17 In consultation with the family, the President has the discretion to send
 18 what is most appropriate for each specific occurrence.

19 The President will notify the Board of Directors and the general
20 membership of the death where appropriate. If available, announcements
21 and details related to funeral arrangements will be included.

22 Donations to a charity of the family's wishes shall not exceed one thousand
23 dollars. Donations for other expressions of condolence shall not exceed
24 five hundred dollars.

25 The Board of Directors or the House of Delegates may recommend, on rare
26 occasions, that an expression of condolences be extended to an individual
27 who made significant contributions to the field or to the organization.
28
29

BOARD RECOMMENDATION: VOTE YES

BOARD VOTE: UNANIMOUS

2024 ADSA Elections

Two (2) Director Positions Open:

Directors (2):
Dr. Andrea Fonner
Dr. Kristen Pelczar

2024 Reference Committee

Dr. Anne Morgan (Chair)
Dr. Ernie Luce
Dr. Michael Isaac

ADSA
Proposed Budget 2025
 July 2024 through June 2025

	Jul '23 - Jun '24	Proposed 2025
Income		
105 — AP - Allen Press Sales	46,001.99	48,000.00
302 — Dues & Fees	812,755.64	750,000.00
307 — Annual Session	0.00	180,000.00
382 — Online Video Income	291,839.99	350,000.00
383 — Chicago Meeting Income	327,310.00	325,000.00
387 — Las Vegas Meeting Income	753,340.80	850,000.00
394 — Component Meeting Income	58,542.00	65,000.00
Total Income	2,289,790.42	2,568,000.00
Expense		
408 — Proration+State Dues	87,129.00	85,000.00
509 — Health Insurance	66,874.33	75,000.00
510 — Salaries - Central Office	370,135.94	577,500.00
511 — Staff Development	12,997.46	12,000.00
541 — Postage - Central Office	3,650.43	5,000.00
556 — Accountant Fees	7,500.00	7,500.00
572 — Rent - Central Office	60,622.75	65,000.00
576 — Central Office Equipment	12,536.44	15,000.00
585 — IT/Phone	5,295.91	18,000.00
644 — Anesthesia Progress	112,299.79	245,000.00
650 — Pulse Publication	5,625.00	8,000.00
651 — Advertising/Marketing	35,300.98	32,000.00
700 — Annual Meeting Expense	25,000.00	250,000.00
770 — Board Meetings	40,269.55	50,000.00
810 — Component Meeting Expenses	40,862.13	65,000.00
817 — Chicago Meeting Expense	158,275.78	285,000.00
820 — Online Video Expense	128,180.52	85,000.00
824 — Las Vegas Meeting Expense	131,878.58	650,000.00
890 — Travel to Special Meetings	2,798.83	3,000.00
Total Expense	1,307,233.42	2,533,000.00
Net Income	982,557.00	35,000.00

ADSA
Balance Sheet Standard
 As of February 2, 2024

02/02/24

 Feb 2, '24

ASSETS**Current Assets****Checking/Savings****Merril Lynch Checking**

1100 — ML - High Interest Cash	300,000.00
North Carolina	6,480.79
Wisconsin	7,044.00
Kansas	23,169.01
New York	34,341.72
Washington	77,585.94
Texas	52,323.13
Maryland	10,068.34
Oklahoma	66,746.87
Colorado	63,764.08
Arizona	35,518.91
IA-MN — Upper Midwest	28,476.92
Illinois	41,169.68
Merril Lynch Checking - Other	-151,898.96

Total Merrill Lynch Checking 594,790.43
Chase — Chase Checking 11,951.88**ML — Merrill Lynch Reserve Fund** 1,516,064.68

Total Checking/Savings 2,122,806.99
Other Current Assets**1180 — Prepaid Insurance** 81,965.00

Total Other Current Assets 81,965.00

Total Current Assets 2,204,771.99**TOTAL ASSETS**

2,204,771.99

LIABILITIES & EQUITY**Equity****3000 — Open Bal Equity** 1,222,214.99**Net Income** 982,557.00

Total Equity 2,204,771.99

TOTAL LIABILITIES & EQUITY

2,204,771.99

ADSA
Profit and Loss vs. Actual
July 1, 2023 through February 2, 2024

	Jul '23 - Jun '24	Budget 2024	Proposed 2025	\$ Over Budget	% of Budget
Income					
105 — AP - Allen Press Sales	46,001.99	40,000.00	48,000.00	6,001.99	115.0%
302 — Dues & Fees	812,755.64	675,000.00	750,000.00	137,755.64	120.4%
307 — Annual Session	0.00	0.00	180,000.00	0.00	0.0%
382 — Online Video Income	291,839.99	300,000.00	350,000.00	-8,160.01	97.3%
383 — Chicago Meeting Income	327,310.00	300,000.00	325,000.00	27,310.00	109.1%
387 — Las Vegas Meeting Income	753,340.80	850,000.00	850,000.00	-96,659.20	88.6%
394 — Component Meeting Income	58,542.00	65,000.00	65,000.00	-6,458.00	90.1%
Total Income	2,289,790.42	2,230,000.00	2,568,000.00	59,790.42	102.7%
Expense					
408 — Proration+State Dues	87,129.00	85,000.00	85,000.00	2,129.00	102.5%
509 — Health Insurance	66,874.33	55,000.00	75,000.00	11,874.33	121.6%
510 — Salaries – Central Office	370,135.94	550,000.00	577,500.00	-179,864.06	67.3%
511 — Staff Development	12,997.46	12,000.00	12,000.00	997.46	108.3%
541 — Postage – Central Office	3,650.43	3,500.00	5,000.00	150.43	104.3%
556 — Accountant Fees	7,500.00	7,500.00	7,500.00	0.00	100.0%
572 — Rent – Central Office	60,622.75	58,000.00	65,000.00	2,622.75	104.5%
576 — Central Office Equipment	12,536.44	10,500.00	15,000.00	2,036.44	119.4%
585 — IT/Phone	5,295.91	13,000.00	18,000.00	-7,704.09	40.7%
644 — Anesthesia Progress	112,299.79	185,000.00	245,000.00	-72,700.21	60.7%
650 — Pulse Publication	5,625.00	24,000.00	8,000.00	-18,375.00	23.4%
651 — Advertising/Marketing	35,300.98	36,000.00	32,000.00	-699.02	98.1%
700 — Annual Meeting Expense	25,000.00	0.00	250,000.00	25,000.00	100.0%
770 — Board Meetings	40,269.55	48,000.00	50,000.00	-7,730.45	83.9%
810 — Component Meeting Expenses	40,862.13	65,000.00	65,000.00	-24,137.87	62.9%
817 — Chicago Meeting Expense	158,275.78	212,000.00	285,000.00	-53,724.22	74.7%
820 — Online Video Expense	128,180.52	45,000.00	85,000.00	83,180.52	284.8%
824 — Las Vegas Meeting Expense	131,878.58	650,000.00	650,000.00	-518,121.42	20.3%
890 — Travel to Special Meetings	2,798.83	5,000.00	3,000.00	-2,201.17	56.0%
Total Expense	1,307,233.42	2,064,500.00	2,533,000.00	-757,266.58	63.3%
Net Income	982,557.00	165,500.00	35,000.00	817,057.00	593.7%

Constitution and Bylaws

American Dental Society of Anesthesiology

effective date:
April 2015

amended:
April 2020

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Certificate of Incorporation

Certificate Number 7545

State of Illinois
Office of the Secretary of State

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of Incorporation duly signed and verified of the American Dental Society of Anesthesiology have been filed in the Office of the Secretary of State on the 13th day of February A.D. 1957, as provided by the "General Not for Profit Corporation Act" of Illinois, approved July 17, 1943 in force January 1, A.D. 1944;

Now Therefore, I, Charles F. Carpenter, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation and attach thereto a copy of the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois;

Done at the City of Springfield this 13th day of February A.D. 1957 and of the Independence of the United States the one hundred and 81st

Charles F. Carpenter, Secretary of State

Articles of Incorporation under the General Not For Profit Corporation Act

Charles F. Carpenter, Secretary of State, Springfield, Illinois.

We, the undersigned,

William Kinney, D.D.S.	1790 27th Street	Ogden,	Utah
Harcourt Stebbins, D.D.S.	2309 W. Huisache	San Antonio,	Texas
Leonard Monheim, D.D.S.	3rd & Walker Heights	Elizabeth,	Pennsylvania

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

1. Name. The name of the corporation is **The American Dental Society of Anesthesiology**
2. Duration. The period of duration of the corporation is perpetual.
3. Registered Office. The address of its initial Registered Office in the State of Illinois is 77 West Washington Street in the City of Chicago, County of Cook, and the name of its initial Registered Agent at said address is Redmond W. Peters.
4. Board of Directors. The first Board of Directors shall be three in number, their names and addresses being as follows:

William Kinney, D.D.S.	1790 27th Street	Ogden,	Utah
Harcourt Stebbins, D.D.S.	2309 W. Huisache	San Antonio,	Texas
Leonard Monheim, D.D.S.	3rd & Walker Heights	Elizabeth,	Pennsylvania

5. Purpose. The purpose for which the corporation is organized is the improvement of the health of the public by encouraging and fostering high standards of education and practice in that field of the art and science of dentistry related to anesthesiology.

Constitution

1 PREAMBLE:
2

3 Two dentists, Horace Wells and William T. G. Morton, gave the world the precious gift of
4 anesthesia. By introducing anesthesia to humanity, they gave the dental profession both a
5 unique legacy and a unique responsibility. Dentistry's evolution into a true profession is
6 historically linked in time to the birth of anesthesia. The American Dental Society of
7 Anesthesiology, through its many programs and publications, is committed to the advancement
8 of anesthesia and pain and anxiety control to benefit all people, and thereby, ensure the
9 perpetuation and enrichment of the legacies of Wells and Morton.
10

11
12 Article I: NAME
13

14 The name of this society shall be the American Dental Society of Anesthesiology, hereinafter
15 referred to as "the Society" or "this Society."
16
17

18 Article II: PURPOSE
19

20 It shall be the purpose of this Society to associate into one organization those dentists in the
21 United States, its territories and possessions and Canada, who are engaged in the practice of
22 anesthesiology in dentistry or who are especially interested in anesthesiology and pain and
23 anxiety control in dentistry. It shall be the purpose of this Society to encourage the study of
24 anesthesiology by development of higher standards of education in anesthesia and pain and
25 anxiety control at the predoctoral, continuing education and graduate levels and by providing
26 more and better training opportunities at all levels. It shall be the purpose of this Society to
27 develop and advance the field of anesthesiology in dentistry by encouraging and supporting
28 research and by reporting progress in the field through its publications and at its scientific
29 meetings. It shall be the purpose of this Society to advance the art and science of pain and
30 anxiety control as an integral part of the practice of dentistry.
31
32

33 Article III: ORGANIZATION
34

35 Section 10. Incorporation: This Society is a not-for-profit corporation organized under the laws
36 of the State of Illinois. If this corporation shall be dissolved at any time, no part of its funds or
37 property shall be distributed to, or among, its members but, after payment of all indebtedness
38 of the corporation, its surplus funds and properties shall be used for education and research in

39 anesthesiology in dentistry in such manner as the then governing body of the Society may
40 determine.

41
42 Section 20. Administrative Office: The registered office of this Society shall be known as the
43 Administrative Office.

44
45 Section 30. Membership: The membership of this Society shall consist of dentists and other
46 persons whose qualifications and classifications shall be established in Chapter I of the **Bylaws**.

47
48 Section 40. Component Societies: Component societies of this Society shall be those chartered
49 as such in conformity with Chapter II of the **Bylaws**.

50
51
52 Article IV: GOVERNMENT

53
54 Section 10. Legislative Body: The legislative and governing body of this Society shall be the
55 House of Delegates which may be referred to as "the House" or "this House" as provided in
56 Chapter IV of the **Bylaws**.

57
58 Section 20. Administrative Body: The administrative body of this Society shall be the Board of
59 Directors, which may be referred to as "the Board" or "this Board" as provided in Chapter V of
60 the **Bylaws**.

61
62
63 Article V: OFFICERS

64
65 Section 10. Elective Officers: The elective officers of this Society shall be a President, a
66 President-elect, a Vice President, a Treasurer, and a Speaker of the House, each of whom shall
67 be elected by the House of Delegates as provided in Chapter VI of the **Bylaws**.

68
69 Section 20. Appointive Officer: The appointive officer of this Society shall be an Executive
70 Director who shall be appointed by the Board of Directors as provided in Chapter VII of the
71 **Bylaws**.

72
73
74 Article VI: ANNUAL SESSION

75
76 The annual session of this Society shall be conducted in accordance with Chapters IV and XI of
77 the **Bylaws**.

78
79
80 Article VII: CODE OF ETHICS

81

82 **The Principles of Ethics and Code of Professional Conduct** of the American Dental Association
83 and the Code of Ethics of this Society in accordance with Chapter X of the **Bylaws**, shall govern
84 the professional conduct of all members of this Society.
85

86

87

Article VIII: AMENDMENTS

88

89 This **Constitution** may be amended by a two-thirds (2/3) affirmative vote of the members of the
90 House of Delegates, provided that the proposed amendments have been presented at any
91 previous session of the House of Delegates.
92

93

94 This **Constitution** may also be amended at any session of the House of Delegates by a
95 unanimous vote, provided the proposed amendments have been presented at a previous
96 meeting of such session.

Bylaws

1 Chapter I: MEMBERSHIP
2

3 Section 10. Classification: The members of this Society shall be classified as follows:
4

- 5 Active members
- 6 Life members
- 7 Student members
- 8 Honorary members
- 9 Affiliate members
- 10 Associate members
- 11 Retired members
- 12 Emeritus members

13
14 Section 20. Qualifications:
15

16 *Explanatory Note:* The term “federal dental services” as used in these **Bylaws** shall mean the
17 dental departments of the Air Force, the Army, the Navy, the Public Health Service, the
18 department of Veterans Affairs and other federal agencies.
19

20 A. Active Member. To be an active member of this Society, a dentist shall be a member in good
21 standing of this Society, have graduated from a dental school approved or recognized by the
22 Commission on Dental Accreditation of the American Dental Association, or the Commission on
23 Dental Accreditation of the Canadian Dental Association, and be licensed to practice dentistry
24 within the United States, its territories and possessions or in Canada.
25

26 B. Life Member. An individual who has been an active member in good standing for twenty-five
27 (25) consecutive years or has attained the age of seventy (70) years and has been an active
28 member in good standing for at least fifteen (15) years shall be classified as a life member upon
29 application and approval by the Board of Directors.
30

31 C. Student Member. A pre-doctoral student of a dental school accredited by the American
32 Dental Association, Commission on Dental Accreditation or the Canadian Dental Association,
33 Commission on Dental Accreditation, may be classified as a student member of this Society; or
34 any dentist eligible for membership in this Society who is engaged full time in an advanced
35 training course of not less than one academic year's duration in a school or residency program
36 may be classified as a student member of this Society.
37

38 D. Honorary Member. An individual who has made significant and worthwhile contributions to
 39 the field of anesthesiology or who has made particular contributions to the advancement of
 40 anesthesiology in dentistry may be elected as an honorary member of this Society upon
 41 approval by the Board of Directors.

42
 43 E. Affiliate Member. A dentist who is licensed to practice dentistry in a country other than the
 44 United States, its territories and possessions and Canada, may be classified as an affiliate
 45 member of this Society upon application and approval by the Board of Directors.

46
 47 F. Associate Member. An individual who is especially interested in anesthesiology and is not a
 48 member of the dental profession may be classified as an associate member of this Society upon
 49 application and approval by the Board of Directors.

50
 51 G. Retired Member. An active member in good standing who has been an active member for
 52 fifteen (15) years or more, and no longer earning income from the performance of service as a
 53 member of a faculty of a dental school or hospital, as a dental administrator or consultant, or as
 54 a practitioner of any activity for which a license to practice dentistry is required may be
 55 classified as a retired member upon application and approval by the Board of Directors.

56
 57 H. Emeritus Member. A member who has retired from active practice and whose achievements
 58 in anesthesiology and/or pain control are especially noteworthy may be elected as an emeritus
 59 member of this Society by the Board of Directors.

60
 61 Section 30. Definition of "In Good Standing": A member of this Society whose dues for the
 62 current fiscal year have been paid and who abides by the **Principles of Ethics and Code of**
 63 **Professional Conduct** of the American Dental Association, and the Code of Ethics of this Society
 64 shall be in good standing.

65
 66 The requirement of paying current dues does not apply to honorary members, retired members
 67 and emeritus members of this Society for the purpose of determining their good standing.

68
 69 Section 40. Privileges:

70
 71 A. Members in Good Standing. All members in good standing shall receive **Anesthesia Progress**
 72 **and The Pulse**, the subscription price of which shall be included in the annual dues. All
 73 members in good standing of the Society shall be entitled to attend any scientific session of this
 74 Society and to receive such other services as are provided by the Society.

75
 76 B. Active Members. An active member in good standing shall be eligible for election as a
 77 delegate or alternate delegate to the House of Delegates and for election or appointment to
 78 any office or agency of this Society, except as otherwise provided in these **Bylaws**.

79

80 C. Life Members. A life member in good standing shall be eligible for election as a delegate or
81 alternate delegate to the House of Delegates and for election or appointment to any office or
82 agency of this Society, except as otherwise provided in the **Bylaws**.

83
84 Section 50. Dues and Reinstatement:

85
86 A. Active Members.

87 The dues of active members shall be in the amount prescribed by the House of Delegates, due
88 July 1 of each year, except that, notwithstanding any other provision of these **Bylaws**, the Board
89 of Directors may at its discretion, approve dues adjustments to reflect changes not to exceed
90 the rate of inflation. All members of the Society shall be officially notified of any change in the
91 amount of dues to be assessed above the rate of inflation, at least sixty (60) days in advance of
92 the session of the House of Delegates at which the change is to be considered. For the purposes
93 of this section, the "rate of inflation" shall be the annual percentage change in the *United*
94 *States Department of Labor's Consumer Price Index – All Urban Consumers*, as of the preceding
95 December 31.

96
97 B. Life Members.

98
99 a. Active life members.

100 The dues of life members who have not fulfilled the qualifications of Chapter I, Section
101 20G of these Bylaws with regard to income related to dentistry and were approved by
102 the Board of Directors shall be fifty percent (50%) of the dues assessed for active
103 members, due July 1 each year.

104
105 b. Retired Life Members.

106 Life members who have fulfilled the qualifications of Chapter I, Section 20G of these
107 Bylaws with regard to income related to dentistry shall be exempt from payment of
108 dues.

109
110 C. Student Members.

111 The dues of student members shall be fifteen percent (15%) of the dues assessed for active
112 members due July 1 each year.

113
114 D. Honorary Members.

115 Honorary members shall be exempt from payment of dues.

116
117 E. Affiliate Members.

118 The dues of affiliate members shall be one hundred percent (100%) of the dues assessed for
119 active members due July 1 each year.

120
121 F. Associate Members.

122 The dues of associate members shall be fifty percent (50%) of the dues assessed for active
 123 members due July 1 each year.

124
 125 G. Retired Members.

126 Retired members shall be exempt from payment of dues.

127
 128 H. Emeritus Members.

129 Emeritus members shall be exempt from payment of dues.

130
 131 I. Loss of Membership and Reinstatement.

132
 133 a. Any active or life member whose dues have not been paid by June 30 of the current
 134 fiscal year will be considered delinquent in the payment of dues. If the dues remain
 135 unpaid for two years, the member shall cease to be a member of this Society.

136
 137 b. Any Fellow of this Society who has ceased to be an active or life member for
 138 nonpayment of dues, will no longer be recognized as a Fellow by the American Dental
 139 Society of Anesthesiology and shall be so notified.

140
 141 c. Reinstatement of active or life members including, where applicable, fellowship
 142 status, may be secured on payment of dues of this Society that are in arrears, by a
 143 former active or life member plus an administrative fee to be determined by the Board
 144 of Directors.

145
 146 J. Waiver of Dues for Members Who Suffer Severe Financial Hardship.

147 Those dues-paying members who have suffered hardship due to catastrophe, medical illness or
 148 other circumstances shall be excluded from the payment of annual dues upon application and
 149 approval by the Board of Directors. The Board may at its discretion require documentation on
 150 an annual basis, to substantiate a claim of severe hardship.

151
 152 K. Percentage Dues.

153 In establishing the dollar rate of dues in this chapter expressed as a percentage of active
 154 member dues, computations resulting in fractions of a dollar shall be rounded to the nearest
 155 whole dollar.

156
 157 Chapter II: COMPONENT SOCIETIES

158
 159 Section 10. Organization: A component society may be organized and chartered, subject to
 160 approval by the House of Delegates, in any state, contiguous territorial region, the District of
 161 Columbia, the Commonwealth of Puerto Rico, a dependency of the United States, or
 162 representing the Federal Dental Services as defined in Chapter I, Section 20 of these **Bylaws**, or
 163 in any province or contiguous territorial region in Canada. No such society shall be chartered in
 164 any state, contiguous territorial region, the District of Columbia, the Commonwealth of Puerto

165 Rico, or a dependency of the United States or in any province or contiguous territorial region in
 166 Canada, in which a component society is already chartered by this Society.

167

168 Section 20. Powers and Duties:

169

170 A. It shall have the power to establish bylaws, rules and regulations to govern its members
 171 provided such bylaws, rules and regulations do not conflict with, or limit, these **Bylaws**.

172

173 B. It shall have the power to provide for its own financial support in addition to the support
 174 provided by this Society as described in Chapter II, Section 40 of these **Bylaws**.

175

176 C. It shall have the power to establish committees of the component society; to designate their
 177 powers and duties; and to adopt reasonable eligibility requirements for service thereon.

178

179 Section 30. Definition of "Active, Chartered Component Society": A chartered component
 180 society that satisfies Chapter II, Section 70, Chapter II, Section 90 and Chapter II, Section 110 of
 181 these **Bylaws** shall be considered active, except that the component society representing the
 182 Federal Dental Services shall be exempt from the requirement of holding an official scientific
 183 meeting as outlined in Chapter II, Section 70 of these **Bylaws**.

184

185 For the purpose of this section, active status shall be determined at the annual session of the
 186 House of Delegates, upon acceptance of the roll call report of the Committee on Credentials,
 187 Rules and Order, Rules and Order.

188

189 Section 40. Financial Support: An active, chartered component society as defined in Chapter II,
 190 Section 30 of these Bylaws, that has established component membership dues of its members
 191 in accordance with Chapter II, Section 20 of these Bylaws, may at its discretion, relegate the
 192 billing and collection of the component membership dues to the Administrative Office of this
 193 Society, provided it informs the Administrative Office of the amount due no less than sixty (60)
 194 days in advance of the date annual dues statements are sent to the general membership. In
 195 addition, all component societies with the exception of the component society representing the
 196 Federal Dental Services shall receive a proration of the annual dues for every active member
 197 and dues paying active life member in good standing of both this Society and the component
 198 society, in an amount prescribed by the Board of Directors. The proration of annual dues for
 199 dues paying active life members shall be fifty percent (50%) of the proration of annual dues for
 200 active members.

201

202 For the purpose of this section, the number of active members and dues paying active life
 203 members in good standing shall be determined as of the first day of July in the calendar year in
 204 which dues are prorated.

205

206 Section 50. Membership:

207

208 A. The membership of each component society, except as otherwise provided in these **Bylaws**,
 209 shall consist of those members within the territorial jurisdiction of the component society, or
 210 for the component society representing the Federal Dental Services, are in a federal dental
 211 service as defined in Chapter I, Section 20 of these **Bylaws**, provided that such members are in
 212 good standing of the component and this Society.

213
 214 B. A member in good standing shall enjoy all privileges of component society members except
 215 as otherwise provided in these **Bylaws**.

216
 217 Section 60. Officers: The officers of a component society shall be president, secretary, treasurer
 218 and such others as may be prescribed in its bylaws.

219
 220 Section 70. Sessions: A component society, other than the component society representing the
 221 Federal Dental Services as provided for in Chapter II, Section 30 of these **Bylaws**, shall hold an
 222 official scientific meeting for all members of the component society, at least once each calendar
 223 year, and shall file a report describing the activities of the meeting with the Executive Director
 224 of this Society at least (60) days prior to the annual session of the House of Delegates. Failure
 225 to do so could result in the loss of representation of the component society at the annual
 226 session of the House of Delegates in the ensuing year. In addition, it may result in the
 227 suspension of the component society's charter, and the forfeiture of the component society's
 228 prorotation of dues by the Society. Component meetings shall be held so as not to conflict with
 229 the ADSA annual session.

230
 231 Section 80. Constitution and Bylaws: Each component society must adopt and maintain a
 232 constitution and bylaws which shall not conflict with, or limit, the **Constitution** and **Bylaws** of
 233 this Society and shall file a copy thereof and any changes which may be made thereafter, with
 234 the Executive Director.

235
 236 Section 90. Financial Report: Each component society shall submit a financial report to the
 237 Executive Director of the Society on an annual basis at least sixty (60) days prior to the annual
 238 session of the House of Delegates. Failure to do so may result in the suspension of the
 239 component society's charter, and the forfeiture of the component society's prorotation of dues
 240 by the Society. Those components that have their finances administered by the ADSA are
 241 exempt from filing a financial report.

242
 243 Section 100: Elections: Components must hold elections on a regular cycle. Component's
 244 bylaws must address the frequency of elections, number of terms allowable, nominations
 245 procedure, proper notice prior to elections and required quorum. The results of component
 246 elections shall be reported to the ADSA Executive Director within 30 days after elections have
 247 been declared final. Failure to do so may result in the suspension of the component society's
 248 charter, and the forfeiture of the component society's prorotation of dues by the Society.

249

250 Section 110: Speaking on Behalf of the American Dental Society of Anesthesiology: No
 251 individual or component may represent themselves as a representative(s) or spokesperson(s)
 252 for the American Dental Society of Anesthesiology without the express written consent of the
 253 ADSA Board of Directors. Components that fail to do so may result in the suspension of the
 254 component society's charter and/or the forfeiture of the component society's proration of dues
 255 by the Society. Individuals who fail to do so may be censured, placed on probation and have
 256 their membership revoked by the ADSA Board of Directors.

257
 258 Section 120. Principles of Ethics and Code of Professional Conduct: **The Principles of Ethics and**
 259 **Code of Professional Conduct** of the American Dental Association and the Code of Ethics of this
 260 Society shall be the code of ethics of the component society for governing the professional
 261 conduct of its members.

262
 263 Section 130. Privilege of Representation: Each component society must be represented by at
 264 least one delegate at the annual session of the House of Delegates. Failure to do so may result
 265 in the suspension of the component society's charter, and the forfeiture of the component
 266 society's proration of dues by the Society.

267
 268 Each component society that satisfies Chapter II, Section 70 and Chapter II, Section 90 of these
 269 **Bylaws**, shall be entitled to at least one delegate without regard to the number of its members.
 270 The remaining number of delegates as defined in Chapter IV, Section 10 of these **Bylaws** shall
 271 be allocated to component societies proportional to the number of members in good standing.

272
 273 Each component society may select among its active and life members in good standing, the
 274 same number of alternate delegates as delegates and shall designate the alternate delegate
 275 who shall replace an absent delegate.

276
 277 For the purpose of this section, the number of active and life members in good standing shall
 278 be determined as of the last day of the calendar year preceding the annual session.

279
 280 Section 140. Chartered Component Societies: The following societies are chartered as
 281 component societies of this Society:

282 Alaska
 283 Alberta
 284 Arizona
 285 Arkansas
 286 California
 287 Colorado; a regional component society encompassing
 288 Colorado
 289 Utah
 290 Wyoming
 291 Connecticut
 292 Federal Dental Services

293	Florida
294	Georgia
295	Illinois
296	Indiana
297	Kansas
298	Kentucky
299	Louisiana-Mississippi; a regional component society encompassing
300	Louisiana
301	Mississippi
302	Maine
303	Maryland
304	Massachusetts
305	Michigan
306	Montana
307	Nevada
308	New Hampshire
309	New Jersey
310	New Mexico
311	New York
312	North Carolina
313	Ohio
314	Oklahoma
315	Ontario
316	Oregon
317	Pennsylvania
318	Puerto Rico
319	South Carolina
320	Tennessee
321	Texas
322	Upper Midwest; a regional component society encompassing
323	Iowa
324	Minnesota
325	North Dakota
326	South Dakota
327	Vermont
328	Virginia
329	Washington
330	West Virginia
331	Wisconsin
332	
333	
334	Chapter III. CONFLICT OF INTEREST
335	

336 It is the policy of this Society that individuals who serve in elective, appointive or employed
 337 offices or positions do so in a representative or fiduciary capacity that requires loyalty to the
 338 Society . At all times while serving in such offices or positions, these individuals shall further
 339 the interests of the Society as a whole. In addition, they shall avoid:
 340 a. placing themselves in a position where personal or professional interests may conflict with
 341 their duty to this Society.
 342 b. using information learned through such office or position for personal gain or advantage.
 343 c. obtaining by a third party an improper gain or advantage.
 344

345 As a condition for selection, each nominee, candidate and applicant shall disclose any situation
 346 which might be construed as placing the individual in a position of having an interest that may
 347 conflict with his or her duty to the Society. While serving, the individual shall comply with the
 348 conflict of interest policy applicable to his or her office or position, and shall report any
 349 situation in which a potential conflict of interest may arise. The Board of Directors shall
 350 approve the compliance activities that will implement the requirements of this chapter. The
 351 Board of Directors shall render a final judgment on what constitutes a conflict of interest.
 352

353 354 Chapter IV: HOUSE OF DELEGATES

355 356 Section 10. Composition:

357
358 A. Voting Members. The voting members of the House of Delegates shall be the officially
 359 certified delegates of each component society. Each component society shall be entitled to one
 360 (1) delegate, plus one delegate for each additional 100 members in good standing. Duly
 361 credentialed delegates currently serving on the Board of Directors shall not have the right to
 362 vote unless granted the right to do so by the adoption of a standing resolution of the House of
 363 Delegates.
 364

365 B. *Ex Officio* Members. The elective and appointive officers, the immediate past president, and
 366 the directors of this Society shall be *ex officio* members of the House of Delegates without the
 367 right to vote. Past presidents of the Society shall be *ex officio* members of the House of
 368 Delegates without the right to vote unless duly credentialed as delegates.
 369

370 Each component society may select among its active and life members in good standing, the
 371 same number of alternate delegates as delegates and shall designate the alternate delegate
 372 who shall replace an absent delegate.
 373

374 For the purpose of this section, the number of active and life members in good standing shall
 375 be determined as of the last day of the calendar year preceding the annual session.
 376

377 Section 20. Election of Delegates and Alternate Delegates: The officially certified delegates and
 378 the alternate delegates of each component society shall be elected in a manner determined by
 379 each individual component society.

380
 381 Section 30. Certification of Delegates and Alternate Delegates: The secretary of each
 382 component society shall file with the Executive Director at least thirty (30) days prior to the
 383 annual session of the House of Delegates, the names of the delegates and alternate delegates
 384 designated by the component society. The Executive Director shall provide each delegate and
 385 alternate delegate with credentials which shall be presented to the Committee on Credentials,
 386 Rules and Order of the House of Delegates. In the event of a contest over the credentials of any
 387 delegate or alternate delegate, the Committee on Credentials, Rules and Order shall hold a
 388 hearing and report its findings and recommendations to the House of Delegates.

389
 390 Section 40. Powers:

391
 392 A. The House of Delegates shall possess the legislative powers of this Society including the
 393 determination of policies.

394
 395 B. It shall have the power to enact, amend and repeal the **Constitution and Bylaws**.

396
 397 C. It shall have the power to grant and amend charters of component societies.

398
 399 D. It shall have the power to revoke or suspend charters of component societies.

400
 401 Section 50. Duties: It shall be the duty of the House of Delegates:

402
 403 A. To elect the elective officers.

404
 405 B. To elect the members of the Board of Directors

406
 407 C. To receive and act upon reports of the committees of the House of Delegates.

408
 409 D. To receive and act upon reports of the standing committees of the Society.

410
 411 E. To adopt an annual budget.

412
 413 Section 60. Annual Session: The House of Delegates shall meet annually.

414
 415 Section 70. Official Call:

416
 417 A. Annual Session. The Executive Director of the Society shall send to the secretary of each
 418 component society an official notice of the date and place of the annual session at least ninety
 419 (90) days prior to the annual session of the House of Delegates. An agenda, a financial report

420 and support material, including the curriculum vitae of any candidate for director or elective
 421 office which is contested, shall be sent to each member of the House of Delegates at least thirty
 422 (30) days in advance of the session.

423
 424 Section 80. Quorum: One-half (1/2) of the voting members of the House of Delegates shall
 425 constitute a quorum for the transaction of business at any meeting.

426
 427 Section 90. Officers:

428
 429 A. Presiding Officer and Secretary. The House of Delegates shall be presided over by the
 430 Speaker of the House of Delegates. The Executive Director of this Society shall serve as Secre-
 431 tary of the House of Delegates. In the absence of an Executive Director, the Presiding Officer
 432 shall appoint a Secretary *pro tem*.

433
 434 B. Duties.

435 a. Presiding Officer. The Presiding Officer shall preside over all meetings of the House of
 436 Delegates and determine the order of business for all meetings subject to the approval
 437 of the House of Delegates, appoint tellers to assist in determining the result of any
 438 action taken to vote and perform such other duties as custom and parliamentary usage
 439 require. The decision of the Presiding Officer shall be final.

440 b. Secretary. The Secretary of the House of Delegates shall serve as the recording officer
 441 of the House and the custodian of its records, and shall cause a record of the
 442 proceedings of the House to be published as the official transactions of the House.

443
 444 C. For the purpose of this section, the number of active, chartered component societies as
 445 defined in Chapter II, Section 30, shall be determined at the annual session of the House of
 446 Delegates, upon acceptance of the roll call report of the Committee on Credentials, Rules and
 447 Order.

448
 449 Section 100. Order of Business: The order of business shall be that order of business adopted
 450 by the House of Delegates in conformity with Section 90Ba of this Chapter of the **Bylaws**.

451
 452 Section 110. Rules of Order:

453
 454 A. Reports. All reports of elective officers and committees, except supplemental reports, shall
 455 be sent to each delegate at least fourteen (14) days in advance of the annual session. All
 456 supplemental reports shall be distributed to each delegate before such report is considered by
 457 the House of Delegates.

458
 459 B. Additional Rules. The rules contained in the current edition of the *American Institute of*
 460 *Parliamentarians Standard Code of Parliamentary Procedure* (also referred to as "AIPSC" or the
 461 "*AIP Standard Code*") shall govern the deliberations of the House of Delegates in all cases in
 462 which they are applicable and not in conflict with the standing rules or these **Bylaws**.

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Section 120. Committees: The committees of the House of Delegates shall be:

A. Committee on Credentials, Rules and Order.

a. Composition. The Committee shall consist of three (3) members from the officially certified delegates and alternate delegates appointed by the President at least thirty (30) days in advance of each session.

b. Duties. It shall be the duty of the Committee to (1) record and report the roll call of the House of Delegates; (2) to conduct a hearing of any contest regarding the certification of a delegate or alternate delegate and to report its recommendations to the House of Delegates; (3) to prepare a report, in consultation with the Speaker and the Secretary of the House of Delegates, on matters relating to the order of business and special rules of order; (4) to consider all matters referred to it and report its recommendations to the House of Delegates.

B. Reference Committees.

a. Composition. Reference Committees, consisting of three (3) delegates shall be appointed by the President at least thirty days in advance of each annual session where reports are to be considered and open hearings conducted.

b. Duties. It shall be the duty of a reference committee to consider reports referred to it, to conduct open hearings and to report its recommendations to the House of Delegates.

C. Special Committees. The Presiding Officer, with the consent of the House of Delegates, shall appoint special committees to perform duties not otherwise assigned by these **Bylaws**, to serve until adjournment *sine die* of the session at which they are appointed.

Section 130. Election Procedure: Elective officers and members of the Board of Directors shall be elected by the House of Delegates except as otherwise provided in these **Bylaws**. Voting shall be by ballot, except, where there is only one candidate for an elective office, an equal number of candidates as there are open positions for director, or an equal number of candidates as there are open positions for a committee, such candidate(s) may be declared elected by the Presiding Officer.

a. When an office is to be elected, and more than one candidate has been nominated, the majority of the ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two (2) candidates receiving the greatest number of votes shall be balloted again.

b. When the number of open director positions to be elected is exceeded by the number of duly placed nominations, the election shall be by ballot. Every delegate's ballot shall consist of one (1) vote for each open director position. A majority of the ballots cast shall elect. In addition, a candidate must achieve a majority based on the total number of legal ballots cast for all open director positions, and receive a vote that is ranked high enough to be within the number of open director positions to be filled. In the event an

506 open director position(s) is not elected because no candidate receives a majority on the
 507 first ballot, the candidates receiving the greatest number of votes shall be balloted
 508 again, the number to be one more than the number of remaining open director
 509 positions. This process will repeat until all open director positions have been elected.
 510

511
 512

513 Chapter V: BOARD OF DIRECTORS

514

515 Section 10. Composition: The Board of Directors shall consist of five (5) directors from the
 516 membership at-large. Such five (5) directors, the President, the President-elect, the Vice
 517 President, the Treasurer and the immediate Past President, shall constitute the voting
 518 membership of the Board of Directors. The Editor of **Anesthesia Progress**, the Editor of **The**
 519 **Pulse**, the Speaker of the House of Delegates and the Executive Director, shall be *ex officio*
 520 members of the Board of Directors without the right to vote. The President may only exercise
 521 the right to vote when the vote is by ballot or when one more vote could alter the outcome.
 522

523 Section 20. Eligibility: Only an active or life member, in good standing, of this Society shall be
 524 eligible to serve as a director.
 525

526 Section 30. Term of Office: The term of office of a director shall be two (2) years. The tenure of
 527 a director shall be limited to five (5) consecutive terms of two (2) years.
 528

529 Section 40. Nominations:

530

531 The Society shall publish or cause to be published, no less than one hundred twenty (120) days
 532 prior to the annual session, a "Call for Nominations" describing the open director positions to
 533 be considered that year and the eligibility requirements thereof.
 534

535 A nomination for a position of director which is up for election, may be made by any other
 536 member, in good standing, of the Society. All nominations shall be sent to the Administrative
 537 Office and be accompanied by a curriculum vitae. All nominations must be submitted no later
 538 than sixty (60) days prior to the annual session of the House of Delegates. The Society shall not
 539 publish or cause to be published the name of any individual nominated for a position of director
 540 earlier than sixty days (60) prior to the annual session.
 541

542 The President-elect shall confirm that a duly submitted nomination is eligible in accordance
 543 with Section 20 of this Chapter of the **Bylaws**. Candidates may be nominated from the floor of
 544 the House of Delegates provided they previously have been duly submitted to the
 545 Administrative Office and confirmed as eligible. A director whose term of office is expiring and
 546 who has been duly nominated for an elective office and confirmed as eligible may instead be
 547 nominated from the floor of the House of Delegates for an open director position.
 548

549 Nominating speeches, statements or remarks, not to exceed five (5) minutes per candidate may
 550 be made by the candidate or by an active, life or retired member on behalf of a candidate
 551 nominated for an open director position that is contested.

552
 553 Section 50. Election: The directors shall be elected by the House of Delegates in accordance
 554 with Chapter IV, Section 130 of these **Bylaws**.

555
 556 Section 60. Installation: The director shall be installed by the President or the President's
 557 designee at the meeting of the House of Delegates where the director is elected.

558
 559 Section 70. Vacancy: In the event of a vacancy in the office of director, an active or life member
 560 shall be appointed by the President to fill such office until a successor is elected by the next
 561 House of Delegates for the remainder of the unexpired term. If the new director filling a
 562 vacancy serves less than fifty percent (50%) of a full two (2) year term, including the period of
 563 the *ad interim* appointment by the President and election by the House of Delegates, that term
 564 shall not be considered in determining the overall tenure of the director in accordance with
 565 Chapter V, Section 30. If the new director filling a vacancy serves fifty percent (50%) or more of
 566 a full two (2) year term, including the period of the *ad interim* appointment by the President
 567 and election by the House of Delegates, that term shall be considered in determining the
 568 overall tenure of the director in accordance with Chapter V, Section 30.

569
 570 Section 80. Powers:

- 571
 572 A. The Board of Directors shall be the administrative body of this Society.
 573
 574 B. It shall recommend and administer the policies which shall govern this Society.
 575
 576 C. It shall have the power to adopt, interpret and amend the Code of Ethics for governing the
 577 professional conduct of the members.
 578
 579 D. It shall have the power to recommend revocation or suspension of charters of component
 580 societies to the House of Delegates.
 581
 582 E. It shall have the power to establish rules and regulations not inconsistent with these **Bylaws**
 583 to govern its organization and procedure.
 584
 585 F. It shall have the power to decide the success or failure of a candidate who has completed an
 586 Examination in Sedation for Dentistry.
 587
 588 G. It shall have the power to elect honorary and emeritus members.
 589
 590 H. It shall have the power to create special committees of the Society.
 591

- 592 I. It shall have the power to approve all appointments of the President as provided in Chapter
 593 VI, Section 80A and Chapter XII, Section 30.
 594
- 595 J. It shall have the power to approve all memorials, resolutions or opinions issued in the name
 596 of the Society.
 597
- 598 K. It shall have the power to establish *ad interim* policies when the House of Delegates is not in
 599 session and when such policies are essential to the management of the Society, provided,
 600 however, that all such policies must be presented for review and approval at the next session of
 601 the House of Delegates.
 602
- 603 L. It shall have the power to appoint an Executive Director.
 604
- 605 M. It shall have the power to approve the recipient(s) of the *Jay A. Heidbrink Award*.
 606
- 607 N. It shall have the power to approve the recipient(s) of the *John A. Yagiela Excellence in*
 608 *Teaching Award*.
 609
- 610 O. It shall have the power to approve the recipient(s) of the *Peter H. Jacobsohn Distinguished*
 611 *Service Award*.
 612
- 613 P. It shall have the power to perform such other duties and functions as may be necessary to
 614 carry on the business of the Society when the House of Delegates is not in session.
 615
- 616 Section 90. Duties: It shall be the duty of the Board of Directors
 617
- 618 A. To determine the date and place for convening each annual session.
 619
- 620 B. To cause to be bonded by a surety company, the President, the President-elect, the
 621 Treasurer and the Executive Director.
 622
- 623 C. To cause all accounts of the Society to be reviewed and fully audited by a certified public
 624 accountant once every year.
 625
- 626 D. To prepare a budget for carrying on the activities of the Society for each ensuing fiscal year.
 627
- 628 E. To review the reports of all standing committees and special committees of the Society and
 629 act upon such reports.
 630
- 631 F. To approve life, associate and affiliate members.
 632
- 633 G. To meet in executive session at each regular session of the Board of Directors.
 634

635 H. To monitor activities of outside governmental and private agencies on matters of importance
636 to anesthesiology for dentistry.

637
638 I. To publish or cause to be published in a timely fashion a summary of its actions, including a
639 record of the vote of all members of the Board of Directors, for all regular and special sessions
640 of the Board.

641
642 J. To perform such other duties as are prescribed by these **Bylaws**.

643
644 Section 100. Sessions:

645
646 A. Regular Sessions: The Board of Directors shall hold a minimum of two regular sessions each
647 calendar year and meet in executive session at least once each regular session.

648
649 B. Special Sessions: Special sessions of the Board of Directors may be called at any time either
650 by the President or at the request of five voting members of the Board, provided notice is given
651 to each member ten (10) days in advance of the session.

652
653 C. Special Meetings Via Telephone or Other Electronic Means: The members of the Board of
654 Directors may participate in and act at a meeting of the Board of Directors called by the
655 President on matters of the Society requiring immediate attention through the use of
656 conferences via telephone or other electronic means as allowed by law. Such conferences and
657 any actions taken shall be governed by the rules of the Board of Directors. These Conferences
658 are considered as meetings which shall be documented and made part of the action of the
659 Board of Directors.

660
661 Section 110. Quorum: Sixty percent (60%) of the voting members of the Board of Directors
662 shall constitute a quorum.

663
664 Section 120. Officers and Advisors:

665
666 A. Chairperson and Secretary. The officers of the Board of Directors shall be the President of the
667 Society who shall be the Chairperson, and the Executive Director of the Society who shall be the
668 Secretary.

669
670 In the absence of the President, the office of Chairperson shall be filled by the President-elect
671 or, in the absence of the President-elect, by the Vice President or, in the absence of the Vice
672 President, by a voting member of the Board who shall be elected Chairperson *pro tem*.

673
674 In the absence of the Secretary, the Chairperson shall appoint a Secretary *pro tem*.

675
676 B. Parliamentarian. During sessions of the Board of Directors, the Speaker of the House of
677 Delegates shall serve as parliamentarian. In the absence of the Speaker of the House of

678 Delegates, the Board of Directors may appoint a qualified individual to serve as parliamentarian
679 *pro tem*.

680

681 C. Duties:

682 a. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors.
683 The Chairperson may only exercise the right to vote when the vote is by ballot or when
684 one more vote could alter the outcome. When a vote by ballot results in a tie, the
685 Chairperson cannot break the tie by voting a second time.

686 b. Secretary. The Secretary shall serve as the recording officer of the Board of Directors
687 and as the custodian of its records. The Secretary shall cause a factual record of the
688 proceedings, including a record of the vote of all members of the Board of Directors, to
689 be published as the official transactions of the Board in a timely fashion.

690

691

692 Chapter VI: ELECTIVE OFFICERS

693

694 Section 10. Title: The elective officers of this Society shall be President, President-elect, Vice
695 President, Treasurer, and Speaker of the House of Delegates.

696

697 Section 20. Eligibility: Only an active or life member, in good standing, of this Society shall be
698 eligible to serve as an elective officer.

699

700 Section 30. Nominations:

701

702 The Society shall publish or cause to be published, no less than one hundred twenty (120) days
703 prior to the annual session, a "Call for Nominations" describing the elective offices to be
704 considered that year and the eligibility requirements thereof.

705

706 A nomination for the offices of President-elect, Vice President, Treasurer and Speaker of the
707 House of Delegates, may be made by any other member, in good standing, of the Society. All
708 nominations shall be sent to the Administrative Office and be accompanied by a curriculum
709 vitae. All nominations must be submitted no later than sixty (60) days prior to the annual
710 session of the House of Delegates. The Society shall not publish or cause to be published the
711 name of any individual nominated for an elective office earlier than sixty days (60) prior to the
712 annual session.

713

714 The President-elect shall confirm that a duly submitted nomination is eligible in accordance
715 with Section 20 of this Chapter of the **Bylaws**. Candidates may be nominated from the floor of
716 the House of Delegates provided they have been duly submitted to the Administrative Office
717 and confirmed as eligible by the President-elect.

718

719 Nominating speeches, statements or remarks, not to exceed five (5) minutes per candidate may
 720 be made by the candidate or by an active, life or retired member on behalf of a candidate
 721 nominated for an open director position that is contested.
 722

723 Section 40. Elections: The elective officers shall be elected by the House of Delegates in accor-
 724 dance with Chapter IV, Section 130 of these **Bylaws**.
 725

726 Section 50. Term of Office: The elective officers of the Society shall serve for a term of two (2)
 727 years, or until their successors are elected and installed. The President shall be limited to serve
 728 one (1) elected term of two (2) years. However, in the event the office of President is filled as a
 729 result of vacancy, the unexpired portion of that term shall not be considered in determining the
 730 limitations of the President's term of office.
 731

732 Section 60. Installation: The elective officers shall be installed at the annual session of the
 733 House of Delegates where elected. The President-elect shall be installed as President at the
 734 annual session of the House, two (2) years following election.
 735

736 Section 70. Vacancy: In the event the office of President becomes vacant, the President-elect
 737 shall become President for the unexpired portion of the term. In the event the office of
 738 President becomes vacant for a second time in the same term or at a time when the office of
 739 President-elect is also vacant, the Vice President shall become President for the unexpired
 740 portion of the term. In the event of a vacancy in the office of Speaker of the House of
 741 Delegates, the President with the approval of the Board of Directors, shall appoint a Speaker
 742 *pro tem*. In the event the office of President-elect becomes vacant by reason other than the
 743 President-elect succeeding to the office of the President earlier than the next annual session,
 744 the office of President for the ensuing term shall be filled at the next annual session of the
 745 House of Delegates in the same manner as that provided for the nomination and election of
 746 elective officers, except that the ballot shall read "President for the Ensuing Term."
 747

748 Section 80. Duties:
 749

750 A. President. It shall be the duty of the President:

751 a. To serve as an official representative of this Society in its contacts with governmental,
 752 civic, business and professional organizations for the purpose of advancing the
 753 objectives and policies of this Society.

754 b. To serve as an *ex officio* member of the House of Delegates without the right to vote.

755 c. To serve as Chairperson of the Board of Directors and *ex officio* member of the Board
 756 of Directors and to perform such duties as are provided in Chapters IV and V or these
 757 **Bylaws**.

758 d. To call special sessions of the Board of Directors as provided in Chapter V of these
 759 **Bylaws**.

760 e. To submit appointments to the Board of Directors for all standing Committees, at the
 761 session of the Board of Directors immediately preceding installation as President.

- 762 f. To review on an annual basis, all appointments to standing Committees of the Society.
 763 g. To appoint any additional members to standing Committees and the Advisory Board,
 764 where appropriate, subject to the approval of the Board of Directors.
 765 h. To appoint the members of all committees of the House of Delegates except as
 766 otherwise provided in these **Bylaws**.
 767 i. To appoint any representatives to outside agencies, where requested, subject to the
 768 approval of the Board of Directors
 769 j. To submit an annual report to the House of Delegates.
 770 k. To perform such other duties as may be provided in these **Bylaws**.
 771
- 772 B. President-elect. It shall be the duty of the President-elect:
 773 a. To assist the President as requested.
 774 b. To serve as an *ex officio* member of the House of Delegates without the right to vote.
 775 c. To serve as an *ex officio* member of the Board of Directors.
 776 d. To confirm that all candidates are eligible for election to an elective office or position
 777 in this Society.
 778 e. To ascend to the office of President at the annual session of the House of Delegates
 779 where the current President's term expires.
 780 f. To succeed immediately to the office of the President in the event of vacancy for the
 781 unexpired term and for the succeeding term.
 782 g. To serve as chairperson of the Committee on the Annual Session.
 783 h. To serve as chairperson of the Committee on Awards.
 784
 785
- 786 C. Vice President. It shall be the duty of the Vice President:
 787 a. To assist the President as requested.
 788 b. To serve as an *ex officio* member of the House of Delegates without the right to vote.
 789 c. To serve as an *ex officio* member of the Board of Directors.
 790 d. To serve as chairperson of the Committee on Continuing Education.
 791 e. To succeed to the office of President as provided in Chapter VI, Section 70 of these
 792 **Bylaws**.
 793
- 794 D. Treasurer. It shall be the duty of the Treasurer:
 795 a. To assist the President as requested.
 796 b. To serve as an *ex-officio* member of the House of Delegates without the right to vote.
 797 c. To serve as an *ex officio* member of the Board of Directors.
 798 d. To prepare an annual financial report for the membership.
 799 e. To serve as custodian of all monies, securities, and deeds belonging to the Society
 800 which may come into the Treasurer's possession and to hold, invest and disburse same,
 801 subject to the discretion of the Board of Directors, and perform such other duties as are
 802 prescribed by the Board of Directors or these **Bylaws**.
 803 f. To serve as Chairperson of the Committee on Membership and Component Develop-
 804 ment.

805 g. To serve as a member of the Editorial Board

806
807 E. Speaker of the House of Delegates. The Speaker shall be the Presiding Officer of the House
808 of Delegates, and shall perform such duties as custom and parliamentary usage require, in
809 accordance with Chapter IV, Section 90Aa of these **Bylaws**.

810
811
812 Chapter VII: APPOINTIVE OFFICER

813
814 Section 10. Title: The appointive officer of this Society shall be the Executive Director, as
815 provided in Article V of the **Constitution**.

816
817 Section 20. Salary: The Board of Directors shall determine the salary of the Executive Director.

818
819 Section 30. Duties: The duties of the Executive Director shall be:

820
821 A. To report to the Board of Directors.

822
823 B. To act as executive head of the Administrative Office and all of its branches.

824
825 C. To engage all employees except as otherwise provided in these **Bylaws**.

826
827 D. To supervise and coordinate the activities of all committees and commissions with regard to
828 their specific assignments, and systemize the preparation of their reports.

829
830 E. To provide credentials, notification, reports and support material as otherwise provided in
831 these **Bylaws**.

832
833 F. To implement the decisions of the House of Delegates, the Board of Directors and any of
834 their committees.

835
836 G. To collect membership dues for this Society and component membership dues for active,
837 chartered component societies in conformity with Chapter I, Section 50 and Chapter II, Section
838 40 of these **Bylaws**.

839
840
841 Chapter VIII: COMMITTEES

842
843 Section 10. Name: The committees of this Society shall include:

844
845 Committee on the Annual Session
846 Committee on Awards
847 Committee on Budget and Finance

848 Committee on Continuing Education
 849 Committee on Ethics and Bylaws
 850 Committee on Legislation
 851 Committee on Membership and Component Development
 852 Committee on Public and Professional Relations

853

854 Section 20. Appointments, Members:

855

856 A. The composition of the standing Committees of this Society shall be as follows:

857

858 The Committee on the Annual Session shall be composed of the program chairpersons of the
 859 annual session for the following year and the two (2) ensuing years. The Chairperson of the
 860 Committee shall be appointed by the President subject to approval by the Board of Directors.
 861 Where practicable, the program chairperson shall be from the geographic area in which an
 862 annual session is to be held. The Executive Director shall serve as an *ex officio* member.

863

864 The Committee on Awards shall be composed of the Vice President and four (4) past presidents
 865 of the Society appointed by the President for a concurrent term of office. The Chairperson shall
 866 be the President-elect.

867

868 The Committee on Budget and Finance shall be composed of the Treasurer and the President-
 869 elect. The Executive Director shall serve as an *ex officio* member. The Chairperson of the
 870 Committee shall be the Treasurer.

871

872 The Committee on Continuing Education shall be composed of the course directors for each
 873 individual program concentration offered that fiscal year. The Chairperson of the Committee
 874 shall be appointed by the President subject to the approval of the Board of Directors.

875

876 Appointments for all other standing committees of the Society shall be made by and serve at
 877 the pleasure of the President, except as otherwise provided in these **Bylaws**.

878

879 B. There shall be a mandatory annual review of all committee appointments by the President.
 880 All committee appointments shall be submitted by the President-elect at the session of the
 881 Board of Directors immediately preceding installation as President.

882

883 Section 30. Eligibility:

884

885 All members of standing committees must be active or life members in good standing of this
 886 Society except as otherwise provided in these **Bylaws**.

887

888 Section 40. Chairpersons: One member of each committee shall be appointed by the President
 889 to serve as chairperson except as otherwise provided in Chapter VI, Section 80 and Chapter VIII,
 890 Section 20 of these **Bylaws**.

- 891
892 Section 50. Consultants, Advisers and Secretaries:
893
894 A. The President may, at his discretion, appoint a consultant or adviser from the Board of
895 Directors to serve on any standing committee of the Society.
896
897 B. The Administrative Office shall provide clerical assistance to all standing committees. It will
898 assist in the preparation and arranging of meetings of standing committees.
899
- 900 Section 60. Term of Office: The term of office of members of committees shall be two (2) years
901 except as otherwise provided in these **Bylaws**.
902
- 903 Section 70. Quorum: A majority of the members of any committee shall constitute a quorum.
904
- 905 Section 80. Annual Report and Budget:
906
907 A. Annual Report. Each committee shall submit through the Executive Director, an annual
908 report to the Board of Directors and the House of Delegates.
909
910 B. Proposed Budget. Each committee shall submit to the Board of Directors, through the
911 Executive Director, a proposed itemized budget for the ensuing fiscal year if indicated.
912
- 913 Section 90. Duties:
914
915 A. Committee on the Annual Session. The duties of the Committee on the Annual Session shall
916 be:
917 a. To provide for the management of, and make all arrangements for each annual
918 session, subject to the approval of the Board of Directors, unless otherwise provided in
919 these **Bylaws**.
920
921 B. Committee on Awards. The duties of the Committee on Awards shall be:
922 a. To consider nominees for the *Jay A. Heidbrink Award* (also referred to as the
923 *Heidbrink Award*) in accordance with criteria and guidelines established by the Board of
924 Directors.
925 b. To consider nominees for the *Peter H. Jacobsohn Distinguished Service Award* (also
926 referred to as the *Jacobsohn Award*) for meritorious service in accordance with criteria
927 and guidelines established by the Board of Directors.
928 c. To consider nominees for the *John A. Yagiela Excellence in Teaching Award* (also
929 referred to as the *Yagiela Award*) in accordance with criteria and guidelines established
930 by the Board of Directors.
931 d. To annually recommend to the Board of Directors, the recipient(s) of the *Heidbrink*
932 *Award*, the *Jacobsohn Award*, and/or the *Yagiela Award* when appropriate.
933

- 934 C. Committee on Budget and Finance. The duties of the Committee on Budget and Finance shall
 935 be:
- 936 a. To maintain the financial solvency of the Society.
 - 937 b. To receive quarterly reports of all financial activities of the Society.
 - 938 c. To meet no less than two (2) times a year, in advance of regular sessions of the Board
 939 of Directors, to prepare an annual budget for approval by the Board of Directors, with
 940 consideration for anticipated expenditures.
 - 941 d. To maintain a reserve fund consisting of all monies unspent at the end of a fiscal year.
 942
- 943 D. Committee on Continuing Education. The duties of the Committee on Continuing Education
 944 shall be:
- 945 a. To develop and coordinate the continuing education programs offered by the Society.
 - 946 b. To assist in the development and coordination of continuing education on the
 947 component level.
 948
- 949 E. Committee on Ethics and Bylaws. The duties of the Committee on Ethics and Bylaws shall be:
- 950 a. To develop, maintain and consider proposals for amending the Code of Ethics of this
 951 Society.
 - 952 b. To provide advisory opinions regarding the interpretation of the Code of Ethics of this
 953 Society.
 - 954 c. To review the **Constitution** and **Bylaws** in order to keep them consistent with the
 955 Society's program and purpose.
 - 956 d. To recommend editorial corrections in the **Bylaws**.
 - 957 e. To draft or approve the proposed text of all amendments to the **Constitution** and
 958 **Bylaws** prior to their submission to the House of Delegates for action.
 - 959 f. To provide guidance and advice on ethical and professional issues to component
 960 societies.
 961
- 962 F. Committee on Legislation. The duty of the Committee on Legislation shall be to monitor
 963 legislative activities of significance to anesthesiology in dentistry.
 964
- 965 G. Committee on Membership and Component Development. The duties of the Committee on
 966 Membership and Component Development shall be:
- 967 a. To recruit new members.
 - 968 b. To monitor and encourage activity in existing component societies.
 - 969 c. To encourage liaison between existing component societies and their state and
 970 regional dental societies.
 - 971 d. To encourage liaison between existing component societies and their state boards of
 972 dentistry.
 - 973 e. To encourage development of new component societies in the United States, its
 974 territories and possessions and in Canada.
 975

976 H. Committee on Public and Professional Relations. The duties of the Committee on Public and
 977 Professional Relations shall be:

- 978 a. To maintain and improve public and professional relations between the Society, the
 979 public and other professions and professional organizations.
 980 b. To maintain and improve the high professional and ethical standards of the Society.
 981 c. To develop and maintain a program on public relations, including the dissemination of
 982 information on and publicity concerning activities of the Society.
 983

984

985 Chapter IX: SPECIAL COMMITTEES

986

987 Appointment and Term: Special committees of this Society may be created at any session by
 988 the Board of Directors, or when the Board is not in session, by the President, for the purpose of
 989 performing duties not otherwise assigned by these **Bylaws**. Such special committees shall serve
 990 until the duties assigned to that committee have been completed.
 991

992

993

994 Chapter X: CODE OF ETHICS

995

996 Section 10. Professional Conduct of Members: The professional conduct of a member of this
 997 Society, the National Dental Board of Anesthesiology and the College of Sedation in Dentistry
 998 shall be governed by the **Principles of Ethics and Code of Professional Conduct** of the American
 999 Dental Association and by the Code of Ethics of this Society.

1000

1001 Section 20. Use of the Designation "Fellow of the American Dental Society of Anesthesiology": A
 1002 Fellow in Anesthesiology of this Society who uses the designation "Fellow of the American
 1003 Dental Society of Anesthesiology" or "FADSA" on communications directed to the public, may
 1004 do so in accordance with Chapter V, Section 80C of these **Bylaws**.

1005

1006 Section 30. Non-Compliance: In the event of failure to conform to the American Dental
 1007 Association's **Principles of Ethics and Code of Professional Conduct** and Code of Ethics of this
 1008 Society, a member will no longer be considered in good standing.
 1009

1010

1011

1012 Chapter XI: ANNUAL SESSION

1013

1014 Section 10. Object: The annual session of this Society is established to foster the presentation
 1015 and discussion of subjects pertaining to the health of the public and the science and art of
 1016 anesthesiology as an integral part of dentistry.
 1017

1018

1019 Section 20. Time and Place: The annual session of the Society shall be held at a time and place
 1020 determined by the Board of Directors. Such selection shall be made at least two (2) years in
 1021 advance.
 1022

1019
1020 Section 30. Management and General Arrangements: The Board of Directors, through the
1021 Committee on the Annual Session, shall provide for the management of, and make all
1022 arrangements for, each annual session unless otherwise provided in these **Bylaws**.
1023
1024 Section 40. Commercial Exhibits: Products of commercial enterprises may be exhibited at each
1025 annual session under the direction of the Board of Directors and in accordance with rules and
1026 regulations established by that body.
1027
1028 Section 50. Admission: Admission to meetings of the annual session shall be limited to all
1029 members of this Society who are in good standing and to others in accordance with rules and
1030 regulations established by the Board of Directors. Fees for admission to the annual session
1031 shall be established by the Board of Directors.
1032
1033
1034 Chapter XII: PUBLICATIONS
1035
1036 Section 10. Official Journal:
1037
1038 A. Title. This Society shall publish or cause to be published an official journal under the title of
1039 **Anesthesia Progress**.
1040
1041 B. Object. The object of **Anesthesia Progress** shall be to report, chronicle and evaluate activities
1042 of scientific and professional interest to individuals interested in anesthesiology in dentistry.
1043
1044 C. Use of the Designation "Official Journal." Any organization identifying **Anesthesia Progress**
1045 as its official journal may only do so with permission granted by the Board of Directors of this
1046 Society. Renewal of such permission must be submitted to the Board of Directors for approval
1047 every two (2) years.
1048
1049 D. Frequency of Issue and Subscription Rate. The frequency of issue and the subscription rate of
1050 **Anesthesia Progress** shall be determined by the Board of Directors. Any organization that
1051 identifies **Anesthesia Progress** as its official journal shall be assessed a subscription rate to be
1052 determined by the Board of Directors
1053
1054 Section 20. Newsletter:
1055
1056 A. Title. This Society shall publish or cause to be published an official newsletter under the title
1057 of **The Pulse**.
1058
1059 B. Object. This Society shall publish or cause to be published **The Pulse**, for the dissemination of
1060 official news to the members of the Society.
1061

1062 C. Frequency of Issue and Subscription Rate. The frequency of issue and the subscription rate of
 1063 **The Pulse** shall be determined by the Board of Directors.

1064
 1065 Section 30. Editorial Board:

1066
 1067 A. The Editorial Board shall include the Editor of **Anesthesia Progress**, the Editor of **The Pulse**
 1068 and the Treasurer. The Chairperson of the Editorial Board shall be the Editor of **Anesthesia**
 1069 **Progress**.

1070
 1071 B. Eligibility: The Editor of **Anesthesia Progress** and the Editor of **The Pulse** must be active, life
 1072 or retired members in good standing of this Society except as otherwise provided in these
 1073 **Bylaws**.

1074
 1075 C. Editor of **Anesthesia Progress**. The Editor of **Anesthesia Progress**:
 1076 a. Shall be appointed for a five (5) year term by the President subject to the approval
 1077 and annual review of the Board of Directors.
 1078 b. Shall supervise the compilation, publication, distribution and business arrangements
 1079 of all publications that bear the imprimatur of this Society.
 1080 c. Shall be an *ex officio* member of the Board of Directors without the right to vote, as
 1081 described in Chapter V, Section 10 of these **Bylaws**.

1082
 1083 D. Editor of **The Pulse**. The Editor of **The Pulse**:
 1084 a. Shall be appointed by the President for a concurrent term of office, in accordance
 1085 with Chapter VI, Section 80A of these **Bylaws** and subject to the approval of the Board
 1086 of Directors.
 1087 b. Shall solicit, gather and publish news of special interest to Society members. This
 1088 material shall include information on component society activities, continuing education
 1089 programs and legal and scientific developments.
 1090 c. Shall be an *ex officio* member of the Board of Directors without the right to vote, as
 1091 described in Chapter V, Section 10 of these **Bylaws**.

1092
 1093 E. Vacancy: In the event of a vacancy in the editorship of **Anesthesia Progress** or **The Pulse**, an
 1094 active, life or retired member shall be appointed by the President to fill such position for the
 1095 remainder of the unexpired term, subject to the approval of the Board of Directors.

1096
 1097 F. Budget. The annual budget of the Editorial Board shall be determined by the Chairperson of
 1098 the Editorial Board subject to the approval of the Board of Directors. It shall be listed as a
 1099 separate line item in the annual budget submitted by the Committee on Budget and Finance of
 1100 the Society.

1101
 1102
 1103 Chapter XIII: NATIONAL DENTAL BOARD OF ANESTHESIOLOGY
 1104

1105 Section 10. Name: The National Dental Board of Anesthesiology, hereinafter referred to as "the
1106 Certifying Board," is the officially recognized certifying board of this Society.

1107
1108 Section 20. Membership and Eligibility: The Certifying Board shall be composed of its Board of
1109 Directors, all of whom shall be active or life members in good standing of this Society and
1110 Diplomates in good standing of the Certifying Board.

1111
1112 Section 30. Board of Directors: The Board of Directors of the Certifying Board shall be
1113 composed of five (5) directors elected in accordance with its own bylaws.

1114
1115 Section 40. Powers: The National Dental Board of Anesthesiology shall have the power to
1116 establish bylaws, rules and regulations to govern the conduct of the Certifying Board provided
1117 such bylaws, rules and regulations do not conflict with, or limit, these **Bylaws**.

1118
1119 Section 50. Officers: The officers of the Certifying Board shall be President, Vice President,
1120 Secretary and Treasurer. The officers shall be elected by a majority vote of the Board of
1121 Directors of the Certifying Board.

1122
1123 Section 60. Duties: The duties of the Certifying Board shall be:

1124
1125 A. To maintain close liaison with the Board of Directors of the American Dental Society of
1126 Anesthesiology.

1127
1128 B. To determine the eligibility for examination by the Certifying Board

1129
1130 C. To arrange and conduct suitable examinations for the Certifying Board.

1131
1132 D. To certify to the competency of applicants to the Certifying Board.

1133
1134 E. To award certificates to those applicants who have successfully completed the requirements
1135 for the Certifying Board.

1136
1137 F. To transmit to the Board of Directors of the Society, any new policies or proposed changes to
1138 existing policies that impact both the Certifying Board and the Society.

1139
1140 G. To submit to the Board of Directors of this Society at the Annual Session, an annual report
1141 describing the activities of the Certifying Board for the previous year.

1142
1143 Section 70. Fellowship in Anesthesiology:

1144
1145 A. An individual upon successfully achieving Diplomate status in the National Dental Board of
1146 Anesthesiology will become a Fellow in Anesthesiology of this Society. Once successfully

1147 obtaining the designation of Fellow in Anesthesiology, the individual will maintain that
 1148 designation regardless of his or her affiliation with the National Dental Board of Anesthesiology.
 1149

1150 B. The designation of Fellow in Anesthesiology once conferred on the individual is not
 1151 dependent on maintaining Diplomate status in the National Dental Board of Anesthesiology.
 1152

1153
 1154 Section 80. Meetings:
 1155

1156 A joint meeting of the Board of Directors of this Society and the Board of Directors of the
 1157 Certifying Board shall be held in conjunction with the annual session of this Society.
 1158

1159 Section 90. Administrative Support: The Executive Director and staff of the American Dental
 1160 Society of Anesthesiology shall provide administrative support to the National Dental Board of
 1161 Anesthesiology.
 1162

1163
 1164 Chapter XIV: COLLEGE OF SEDATION IN DENTISTRY
 1165

1166 Section 10. Administration: The College of Sedation in Dentistry shall be administered by the
 1167 Board of Directors of this Society.
 1168

1169 Section 20. Membership and Eligibility: The College of Sedation in Dentistry shall be composed
 1170 of those members in good standing of the Society who have satisfied the criteria established
 1171 thereof.
 1172

1173 Section 30. Powers: The College of Sedation in Dentistry shall have the power to establish rules
 1174 and regulations to govern its conduct provided such rules and regulations do not conflict with,
 1175 or limit, these **Bylaws**.
 1176

1177 Section 40. Duties: The duties of the College of Sedation in Dentistry shall be
 1178

1179 A. To develop and maintain the Examinations in Sedation for Dentistry of this Society consistent
 1180 with criteria established by the American Dental Association.
 1181

1182 B. To administer and monitor the conduct of the Examinations in Sedation for Dentistry of this
 1183 Society.
 1184

1185 C. To decide the success or failure of a candidate who has completed Examination in Sedation
 1186 for Dentistry as provided by Chapter V, Section 80 of these **Bylaws**.
 1187

1188 D. To make any other reports or recommendations for the Examinations in Sedation for
 1189 Dentistry that it deems appropriate.

- 1190
 1191 E. To establish the requirements for membership in the College of Sedation in Dentistry.
 1192
 1193 F. To issue a certificate to those applicants who have successfully completed the requirements
 1194 for the College of Sedation in Dentistry.
 1195
 1196 Section 50. Finances:
 1197
 1198 A. The Treasurer of the Society shall serve as the custodian of all funds received by the College
 1199 of Sedation in Dentistry.
 1200
 1201 B. The annual budget of the College of Sedation in Dentistry shall be listed as a separate line
 1202 item in the annual budget of the Society.
 1203
 1204 Section 60. Meetings: The College of Sedation in Dentistry shall hold a minimum of one (1)
 1205 meeting each fiscal year, to be held in conjunction with the annual session of this Society.
 1206
 1207
 1208 Chapter XV: AMERICAN DENTAL COLLEGE OF ANESTHESIOLOGY
 1209
 1210 Section 10. Name: The American Dental College of Anesthesiology, hereinafter referred to as
 1211 "the College", shall come into being upon approval of the Board of Directors of the Society.
 1212
 1213 Section 20. Membership and Eligibility: The College shall be composed of those members, in
 1214 good standing, of the Society who have satisfied the criteria established in the bylaws of the
 1215 College.
 1216
 1217 Section 30. Governing Board: The Governing Board of the College shall be composed of not less
 1218 than five (5) and not more than ten (10) members. Members shall be appointed by the
 1219 President of the Society for a term of five (5) years.
 1220
 1221 Section 40. Powers: The American Dental College of Anesthesiology shall have the power to
 1222 establish bylaws, rules and regulations to govern the conduct of the College provided such
 1223 bylaws, rules and regulations do not conflict with, or limit, these **Bylaws**.
 1224
 1225 Section 50. Officers: The officers of the College shall be chairperson, secretary and such others,
 1226 with the exception of treasurer, as may be prescribed in its bylaws. The Chairperson shall be
 1227 elected by majority vote of the Board of Governors of the College.
 1228
 1229 Section 60. Duties: The duties of the College shall be:
 1230
 1231 A. To arrange and conduct suitable examinations for the College.
 1232

1233 B. To certify to the competency of applicants to the College.
 1234

1235 C. To issue a certificate to those applicants who have successfully completed the requirements
 1236 for the College.
 1237

1238 Section 70. Finances:
 1239

1240 A. The Treasurer of the Society shall serve as the custodian of all funds received by the College.
 1241

1242 B. The annual budget for the College shall be listed as a separate line item in the annual budget
 1243 of the Society.
 1244

1245

1246

1247 Chapter XVI: FINANCES

1248

1249 Section 10. Fiscal Year: The fiscal year of the Society shall begin July 1 of each calendar year and
 1250 end June 30 of the ensuing year.

1251

1252 Section 20. General Fund:

1253

1254 The General Fund shall consist of all monies received other than those specifically allocated to
 1255 other funds by these **Bylaws**. This fund shall be used for defraying all expenses incurred by this
 1256 Society not otherwise provided for in these **Bylaws**. The General Fund may be divided into
 1257 Operating and Reserve Divisions at the discretion of the Board of Directors.

1258

1259 Section 30. Other Funds:

1260

1261 The Society may establish other funds, at the discretion of the Board of Directors, for activities
 1262 and programs requiring separate accounting records to meet governmental and administrative
 1263 requirements. Such funds shall consist of monies and other assets received or allocated in
 1264 accordance with the purpose for which they are established. Such funds shall be used for
 1265 defraying all expenses incurred in their operation, shall serve only as separate accounting
 1266 entities and continue to be held in the name of the American Dental Society of Anesthesiology.
 1267

1268

1269

1270 Chapter XVII: INDEMNIFICATION

1271

1272 Each director, officer, committee member, employee and other agent of the Society shall be
 1273 held harmless and indemnified by the Society against all claims and liabilities and all costs and
 1274 expenses, including attorney's fees, reasonably incurred or imposed upon such person in
 1275 connection with or resulting from any action, suit or proceeding, or the settlement or
 compromise thereof, to which such person may be made a party by reason of any action taken
 or omitted to be taken by such person as a director, officer, committee member, employee or

1276 agent of the Society, in good faith. This right of indemnification shall inure to such person
1277 whether or not such person is a director, officer, committee member, employee or agent of the
1278 Society at the time such liabilities, costs or expenses are imposed or incurred and, in the event
1279 of such person's death, shall extend to such person's legal representatives. To the extent
1280 available, the Society shall insure against any potential liability hereunder.

1281

1282

1283 Chapter XVIII: AMENDMENTS

1284

1285 These **Bylaws** may be amended by a two-thirds (2/3) vote of the members of the House of
1286 Delegates, provided that the proposed amendment has been submitted to the Administrative
1287 Office no less than ninety (90) days in advance of the session at which the amendment will be
1288 considered, and notification of the proposed amendment has been published on the Society's
1289 website at least sixty (60) days in advance of the session at which it will be considered; except
1290 that an amendment presented in writing at a previous meeting of the same session may be
1291 voted upon with the consent of three-quarters (3/4) of the members of the House of Delegates.

2024 Manual of the House of Delegates and Supplemental Information

Annual Session



AMERICAN
DENTAL
SOCIETY OF
ANESTHESIOLOGY

Patient Safety Is Our Priority

Manual of the House of Delegates

Introduction

In 1994 the American Dental Society of Anesthesiology (ADSA) empowered a House of Delegates to act as its supreme authority body and provided for the designation of a Speaker of the House of Delegates to serve as its presiding officer. This manual has been prepared so that all who participate in the annual session of the House of Delegates may have a better understanding of the methods and rules under which it operates.

The House of Delegates is composed of the officially certified delegates of the component societies of the ADSA. The number of voting members is set forth in Chapter IV, Section 10 of the bylaws.

The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* notes that the first duty of a delegate is to vote for what the delegate believes is best for the profession and the Society as a whole. The second duty is to vote for what is best for the particular constituency represented. At the convention, a delegate learns new facts and listens to the arguments of others from different localities and with differing viewpoints. Frequently, a proposal is changed so completely by amendments adopted at the convention that it is really a different proposal from that originally offered. For these reasons, a delegate should be free to weigh the pros and cons and vote according to what appears to be the wisest course. Therefore, a delegate should understand thoroughly how component society members feel about the proposals to be voted on but be trusted to exercise good judgment in voting on measures as they are finally presented for decision.

Since the House of Delegates meets only once a year, it is obvious that any number of important issues may be considered and decisions made at the annual session.

In the following pages there is information relating generally to the organization and operation of the House of Delegates and specifically to the Annual Session of the ADSA House of Delegates. A careful reading of this material will give every member of the House of Delegates a more informed view of the activities which lead to the establishment of policy for the American Dental Society of Anesthesiology.

General Information for Delegates and Alternates

Credentials for Delegates and Alternates

In accordance with Chapter IV, Section 30 of the Bylaws, the names of the delegates and alternate delegates designated by component societies shall be filed with the Executive Director, at least thirty (30) days prior to the annual session of the House of Delegates. Should a component society fail to do so, it may request a member be credentialed at the first meeting of the House of Delegates when the report of the Committee on Credentials, Rules and Order is presented, provided the individual was a member in good standing of the Society no less than thirty (30) days in advance of the annual session. Credentialing of new delegates and alternate delegates is not permitted following adjournment of the first meeting of the House of Delegates.

Registration

Registration materials (preliminary agenda book) will be sent prior to annual session. Badges are required in order to gain admittance to the scientific session and to the visitors' gallery in the House of Delegates.

Seating of Alternate Delegates

Delegates wishing to substitute alternate delegates from their delegation for themselves during a meeting of the House of Delegates must complete the appropriate delegate-alternate substitution form at the special registration desk. Delegates are required to sign the form and surrender their admission cards for the meeting or meetings not attended before admission cards will be issued to alternate delegates by the Committee on Credentials, Rules and Order. Substitution of alternate delegates may be made at any meeting of the House of Delegates.

Access to the Floor

Access to the floor of the House of Delegates is limited to officers and members of the House of Delegates, the elective and appointive officers of the Society, the former presidents, the members of the Board of Directors, the secretaries and executive secretaries of component societies, and members of the Headquarters Office staff.

Alternate delegates, former officers and former directors do not have the privilege of access to the floor but will be seated in a special area.

Visitors at House Meetings

Anyone may attend meetings of the House of Delegates as a visitor upon display of an Annual Session registration badge. Visitors are not permitted access to the floor of the House but must be seated in the reserved section.

Schedule of House Meetings

The annual session of the House of Delegates is scheduled for three (3) days, Wednesday through Friday. Meetings of the House will be held on Wednesday afternoon and Friday afternoon until business is completed. Thursday afternoon is devoted to the hearings of the reference committee. Special meetings of the House of Delegates may be called by vote of the House. The following is the daily schedule of the House of Delegates.

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Operation of the House of Delegates

Officers

The House of Delegates has two officers, the presiding officer and secretary. The Presiding Officer is the Speaker of the House of Delegates who is elected biannually by the House of Delegates. The Secretary of the House is the Executive Director of the Society.

The Speaker presides at all meetings and the Secretary serves as the recording officer and custodian of the records.

Duties of House of Delegates and Board of Directors

The powers and duties of the House of Delegates, as defined in Chapter IV, Sections 40 and 50, of the bylaws, make it the policy-making body of the Society. As such it can determine policies; enact, amend and repeal the constitution and bylaws, and revoke or suspend charters of component societies. The House of Delegates also has the duty of electing the President-elect, the Vice President, the Speaker of the House of Delegates, the Treasurer, and the members of the Board of Directors. It also approves the annual budget

The powers and duties of the Board of Directors, as defined in Chapter V, Sections 80 and 90 of the bylaws, make it the managing body of the Society with full powers to conduct all business. In general, the Board of Directors carries out the policies of the House of Delegates and has the power to establish *ad interim* policies when the House of Delegates is not in session and when such policies are essential to the management of the Society. Such policies must be presented for review and approval by the House of Delegates at its next session.

The Board of Directors also provides for the rental or lease, maintenance and supervision of the Headquarters Office and all other property owned or operated by the Society; appoints the Executive Director; prepares the annual budget; supervises financial affairs; approve all appointments of the President as defined in the bylaws; selects the time and place of the annual session; and reviews all reports and makes recommendations on them to the House of Delegates.

Recommendations to House of Delegates

Recommendations which involve Society policy come to the House of Delegates from several different sources: the President of the Society, the Board of Directors, the committees, the component societies, individual delegates and, occasionally, from other organizations.

The President is charged by the bylaws with making an annual report to the House of Delegates. In this report the President may make recommendations dealing with the Society's programs or with issues impacting the Society.

The Board of Directors reports annually to the House of Delegates on its activities during the past year. The number of reports presented to the House varies each year depending on the issues facing the profession.

The reports of the Board of Directors will be presented at the first meeting of the House on Wednesday. All reports or comments on resolutions are presented on resolution worksheets.

The Treasurer is charged by the bylaws with preparing an annual financial report for the membership. A summary of this report which includes a review of the financial affairs of the

Society and the recommended budget for the upcoming fiscal year will be presented by the Treasurer.

The component societies may direct resolutions on the establishment of policy to the House of Delegates. Occasionally, the House of Delegates will receive a recommendation on policy from an outside organization, such as an international or specialty group in the field of dentistry or from a civic or philanthropic organization. Acceptance of such resolutions for consideration by the House of Delegates will be determined by the Speaker subject to the approval of the House.

The employed staff of the Association may also make recommendations to the House of Delegates but only through an appropriate agency such as the Board of Directors or an individual committee.

In these ways, the House of Delegates may receive many recommendations for consideration each year and its task is to act on them in the best way to meet the changing needs of the Society.

All reports and resolutions to be considered by the House of Delegates are presented in printed form. Every resolution appears on a resolution worksheet accompanied by the appropriate background information.

Resolution worksheets are provided to members of the House of Delegates at the annual session site. At the adjournment of the first meeting, all members will have received every item of business (worksheets) to be referred to the reference committee. Any business received after that meeting will be deemed New Business and distributed to all members at a later meeting of the session.

A thorough advance study of the various reports and resolutions will provide an essential background for a full understanding of activities as they occur in the House of Delegates.

Distribution of Material in House of Delegates

No material may be distributed in the House of Delegates without obtaining permission from the Secretary of the House. Material to be distributed must relate to subjects and activities that are proposed for House action or information.

Standing Rules of the House of Delegates

Seating of Delegations

The Secretary shall arrange for the seating of delegations in the House of Delegates in accordance with the following formula: the delegations shall be seated in accordance with the number assigned to their component societies as provided in the bylaws.

The secretary or executive secretary of a component society may be seated with the component society delegation on the floor of the House of Delegates even though they are not official delegates.

Speaking Privileges

The right to speak to issues before the House of Delegates is held—in addition to delegates—by officers of the Society, directors of the Society, and former presidents of the Society. Chairs of standing committees who are not members of the House of Delegates shall have the right to participate in debate on their respective reports but shall not have the right to vote. Secretaries and executive secretaries of component societies and those members of the administrative staff may be present on the floor of the House of Delegates and shall be privileged to speak when called upon as a resource.

Meeting Schedule and Order of Business

Consistent with procedures established in the *Manual of the House of Delegates*, the Speaker and Secretary of the House are responsible for the day-to-day business of the House. Included are selection of the on-site location and facilities and determination of times for convening and adjourning each meeting, the order of business and the agenda, subject to the approval of the House. Any substantive consolidation or expansion of the meeting schedule can take place only with the prior approval of the House. The sequencing of resolutions, for House action, will be organized by the Speaker of the House of Delegates.

Items of Business

An item of business becomes the property of the House of Delegates and subject to House action in accordance with the appropriate order of business and agenda schedule when such item is received in writing by the American Dental Society of Anesthesiology Executive Director (Secretary of the House) subject to the following conditions:

1. Reports and resolutions from component societies and individual delegates are governed by the Society bylaws and the *Manual of the House of Delegates*.
2. Resolutions from dental agencies not part of the American Dental Society of Anesthesiology may become items of business at the discretion of the House if received in writing by the Executive Director (Secretary of the House) at least 15 days in advance of a session.

Reports

All reports of committees, except supplemental reports, are sent to each delegate and alternate delegate at least 30 days in advance of the opening of the annual session. All supplemental reports are distributed to each delegate before such reports are considered by the House.

Resolutions to Amend the Rules of the House of Delegates

The standing rules are internal policy of the House of Delegates on how it conducts its business. Since the House does not reaffirm existing policy, the standing rules do not have to be approved at each annual session. If an amendment to the standing rules is offered, it will be accepted and considered in the same manner as all other resolutions. The resolution will be referred to the reference committee where it will be debated and considered before the House is asked to take action. The resolution will be reported to the House as a priority item at the beginning of the second meeting. The standing rules may be amended by a majority vote of the delegates present and voting. If the House adopts the resolution, the amendment will govern the balance of that session as well as future sessions.

Suspension of the Standing Rules

In accordance with the *AIP Standard Code*, a motion to suspend rules permits the House of Delegates to vote to suspend procedural rules that interfere with the accomplishment of a particular action. Rules may be suspended only for a specific purpose and for the limited time necessary to accomplish the proposed action. A two-thirds vote is required to adopt a motion to suspend the standing rules.

Referral of Reports and Resolutions

The Speaker of the House shall prepare a list of recommended referrals to the reference committee, subject to amendment or approval on vote of the House of Delegates.

Resolutions on the Appropriation of Funds

Any resolution proposing an appropriation of funds, except those relating to the annual budget, shall be referred to the Board of Directors for a report at the same session on the availability of funds for the purpose specified.

Consideration of Budget

The proposed annual budget shall be submitted to the members of the House of Delegates at least 14 days prior to the opening meeting of the annual session. In the event the proposed budget as submitted is not approved, all recommendations for changes adopted by the House of Delegates shall be referred to the Board of Directors to prepare and present a revised, proposed budget.

If any recommendations for changes in the proposed budget receive House approval, they shall be identified as House Budget Recommendation 1, House Budget Recommendation 2, etc.

House approval of any recommendations for changes automatically returns the proposed budget to the Board of Directors for revision and subsequent resubmission to the House of Delegates for approval or further recommendations for modification. This procedure will be repeated until a preliminary budget for the ensuing fiscal year is adopted.

This preliminary budget includes all items that the Board of Directors and House of Delegates have approved, but it remains a preliminary budget since it does not incorporate any programs that may subsequently be adopted by the House at this session which require additional funding. The final budget is established and adopted by the House of Delegates

through its approval of the preliminary budget plus the changes made as a result of actions by the House of Delegates. The Board of Directors will present this final budget, which will include the preliminary budget plus any additions made as a result of action by the House of Delegates, to the House at the last meeting of the annual session.

Introduction of New Business

No new business shall be introduced into the House of Delegates at the last meeting of a session except when such new business is submitted by a delegate and is permitted to be introduced by a two-thirds vote of the House of Delegates. The motion introducing such new business shall not be debatable. Approval of such new business shall require a majority vote. Reference committee recommendations shall not be deemed new business.

Any resolution that the Speaker refers to the reference committee must be made available to all members of the House before adjournment of the first meeting. For this reason, resolutions received in the Headquarters Office before the House officially convenes its first meeting will be processed, referred to the reference committee, and made available to all members of the House at that meeting. Resolutions received after the first meeting has convened will not be referred to the reference committee. They will be accepted as new business, distributed during the second meeting of the House, and taken up when the Speaker calls for new business.

Presentation of Resolutions and Other Items of Business

Only a delegate has the right to present a motion. Therefore, within the limitation of the rule on the introduction of new business at the House of Delegates, any delegate may present amendments and substitute resolutions, as well as appropriate procedural and other matters, from the floor. Such items of business must be presented as far in advance as possible to the Secretary of the House of Delegates so that copies may be made available to members of the House.

Resolutions which (1) merely reaffirm or restate existing Society policy, (2) commend or congratulate an individual or organization, or (3) memorialize an individual shall not be introduced in the House of Delegates.

Seconding of Motions

Following the proper movement of a motion, a second is not required.

Action on Motions Recommended by Reference Committee

A reference committee request for action on an item of business (resolution) shall be brought to the floor of the House for debate in the form of a main motion. The main motion should present the substantive proposal to the House for consideration and action, with a recommendation that precisely reflects the position of the reference committee on that particular resolution. House of Delegates procedure requires the reference committee chair to make the appropriate main motion immediately following the reading of the resolution and the portion of the reference committee report related to that resolution. (It should be noted that the content of the resolution is actually part of the main motion.)

Reference committees are the only screening mechanism in the legislative process of the ADSA House of Delegates. Reference committees cannot "pigeonhole" any resolution presented to them even though that resolution has the support of only a single delegate. Therefore, to aid

the House in its deliberations, the main motion together with the committee's recommendation should reflect the majority opinion of the members of the reference committee.

Motions to Vote Immediately

A motion to vote immediately on all pending motions shall not be used in the House of Delegates. The motion to vote immediately may be used so long as it applies only to the immediately pending motion. A motion to vote immediately shall not be made in conjunction with the proposal of another motion or debate on a pending motion.

Closed Session

A closed session is any meeting or portion of a meeting of the House of Delegates with limited attendance in order to consider a highly confidential matter. A closed session may be held if agreed upon by general consent of the House or by a majority of the delegates present at the meeting at which the closed session would take place. In a closed session, attendance is limited to officers of the House, delegates and alternate delegates, and the elective and appointive officers and directors of the Society. Legal counsel may be invited to participate in such deliberations. In consultation with the Secretary of the House, the Speaker may invite other persons with an interest in the subject matter to remain during the closed session. In addition to staff, this is likely to include members of the committee(s) involved with the matter under discussion and executive directors of component societies. No official action may be taken nor business conducted during a closed session.

Immediately after a closed session, the Speaker will inform the delegates that they may present a motion to request permission to review information which was discussed in the closed session, with the information being discussed only with those members present at the session. This provision is not applicable to an attorney-client session.

Dues of Active Members

The dues of active members shall be in an amount prescribed by the House of Delegates. The resolution establishing the dues of active members for the following fiscal year may be amended to any amount by the House of Delegates. The resolution requires a simple majority vote of the members present and voting for adoption.

Amendments to Constitution and Bylaws

The House of Delegates is governed in its amendment of the constitution and bylaws by the provisions of the constitution and bylaws.

Voting Procedures

The method of voting in the House of Delegates is usually determined by the Speaker of the House who may call for a voice vote, show of hands (voting cards), standing vote, roll call of the delegates, or such other means that the Speaker deems appropriate. The House may also, by majority vote, determine for itself the method of voting that it prefers.

Only votes cast by voting members of the House of Delegates either for or against a pending motion shall be counted. Abstentions shall only be counted in determining if a quorum is present.

If the result of a vote is uncertain or if a division is called for, the Speaker may call for a standing vote. If a standing vote, the count will be made by tellers appointed by the Speaker and reported to the Secretary.

The Committee on Credentials, Rules and Order is charged with supervising the count of votes in the House of Delegates.

Nomination Procedures

Elections for elective officers are conducted every other year in odd-numbered years. Nominations for President-elect, Vice President, Speaker of the House of Delegates and Treasurer are made from the floor of the House of Delegates at the first meeting in accordance with Chapter VI, Section 30 of the bylaws and may be followed by nominating speeches, statements or remarks not to exceed five (5) minutes by the candidate or by an active, life or retired member on behalf of a candidate from the podium, according to the protocol established by the Speaker of the House of Delegates. Seconding a nomination is not permitted.

Nominations for those positions of the Board of Directors which are up for election will be made at the first meeting of the House of Delegates. The details of the nomination procedure are set forth in Chapter V, Section 40, of the bylaws.

Election Procedures

Only properly certified delegates are permitted to participate in the elections of the House of Delegates. Contested elections are held under the supervision of the Committee on Credentials, Rules and Order and in accordance with procedures established in Chapter III, Section 130 of the bylaws. Elections shall take place as a first order of business at the second meeting of the House of Delegates.

Installation of New Officers and Directors

Installation for new officers and directors shall take place on Friday at the conclusion of the final meeting of the House of Delegates with the time specified by the Speaker of the House.

Committees of the House of Delegates

Committee on Credentials, Rules and Order

In order to conduct its business, the House of Delegates uses one standing committee, the Committee on Credentials, Rules and Order. The Committee on Credentials, Rules and Order is composed of three (3) members from the officially certified delegates and alternate delegates appointed by the President at least thirty (30) days in advance of the annual session. This standing committee of the House of Delegates makes recommendations on the eligibility of delegates and alternate delegates to a seat in the House of Delegates when a seat is contested, maintains a continuous roll call, and determines the presence of a quorum.

Reference Committees

The Reference Committees of the House of Delegates consist of three (3) members from the officially certified delegates appointed by the President of the Society at least sixty (60) days in advance of the annual session.. Chapter IV, Section 120 of the bylaws allows for the number of

reference committees to vary from year to year depending on the issues which are before the House of Delegates.

Minutes Approval Committee

The minutes of the Annual Session of the House of Delegates be approved by a Minutes Approval Committee of three delegates appointed by the Speaker of the House. The Minutes Approval Committee will continue to function as a House of Delegates committee after adjournment sine die until the committee approves the minutes of the House of Delegates, signs and files them with the House Secretary. The Minutes Approval Committee will complete the approval of the minutes within 45 days after the adjournment of the House of Delegates.

General Procedures for Reference Committees

Duties

The primary duty of a reference committee is to recommend to the House of Delegates an appropriate course of action on matters which have been placed before it. This duty can best be discharged by evaluating all resolutions which it has received from the committees, the Board of Directors and other agencies, by basing its recommendations on the best information and advice which is available and by making its decision in the best interests of the public, the Society and the dental profession.

The reference committee shall not prevent the House of Delegates from taking action on any matter which has been presented. Nor is it the committee's duty to accept automatically and without deliberation the opinions of its own members or, on the other hand, the opinions of those who have testified.

The reference committee fulfills its duty when it takes into consideration all of these factors and advises the House of Delegates to adopt, not adopt, amend or refer a resolution which has been placed before it.

The reference committee has the final duty of taking action on all matters assigned to it. A reference committee may not "pigeonhole" any item but must refer it to the House of Delegates for final disposition.

Authority

Reference committees have a good deal of authority but must act within the standing rules of the House of Delegates and within the framework of the constitution and bylaws. The reference committees may not only act on resolutions before them but may also propose resolutions on their own initiative dealing with matters placed before it. They may call upon the officers, members of the Board of Directors, committees and the members of the staff when they desire to gain information. They may make an explanation of the committee's decision before recommending to the House of Delegates that a resolution be adopted, not adopted, amended or replaced by a substitute resolution or referred.

Clerical Assistance

The Executive Director will be responsible for providing necessary clerical assistance to the reference committee. Those responsible for such assistance shall not participate in the substantive deliberations of the committee.

Those assigned to provide clerical assistance shall be instructed by the Executive Director to hold all committee deliberations in the strictest confidence.

Conduct of Hearings

The primary duty of a reference committee is to receive and evaluate opinions and information so that it may present a well-informed recommendation to the House of Delegates. Opinions are received during the open hearing, which is conducted by the reference committee and later evaluated in a closed meeting at which the committee's decisions are made.

The chair of the reference committee should preside at both the hearing and the closed meeting. The chair should carry out the usual duties of maintaining order, facilitating the transaction of business and ruling on length and pertinence of discussion.

The chair should NOT permit the making of motions or the taking of formal votes at an open hearing, since the objective of the hearing is to receive information and opinions and not to make decisions of any sort which would bind the reference committee in its subsequent deliberations.

The chair should ensure that all who want to be heard are heard but should be watchful against prolonged holding of the floor by one or more persons at the expense of others who may wish to counsel with the committee. The chair, with the consent of the committee, may place reasonable limitations on discussion and debate.

All members of the American Dental Society of Anesthesiology have the right to attend reference committee hearings and participate in the discussion, whether or not they are members of the House of Delegates. Nonmembers of the Society may participate in the discussion at hearings only at the invitation of a majority of the reference committee. Participants should be aware that members of news media may attend committee hearings. At the start of the reference committee hearing, each chair shall ask members of the media and any other nonmembers, excluding component and ADSA staff, to identify themselves. The committee can then make its decision on whether the nonmembers may participate. In general, nonmembers should be permitted to take part so long as they do not interfere with the orderly conduct of the hearings.

Reference committees are expected to be available during the announced hours of a hearing.

Prior to beginning the reference committee hearing, the chair is requested to read the following statement:

"All members of the American Dental Society of Anesthesiology have the right to attend and participate in the reference committee hearing, whether or not they are members of the House of Delegates. However, nonmembers of the Society may participate in the discussion at this hearing only at the invitation of a majority of the reference committee. At this time, I respectfully request that all members of the media and other nonmembers, excluding component and ADSA staff, to identify themselves.

American Dental Society of Anesthesiology staff members are available at this hearing to provide information requested by members of the reference committee or through the chair by those participating in the discussion."

Conduct of Closed Session

After evidence and information has been received at the open hearing, the committee shall retire to a closed session to reach its decisions. The report shall be prepared only on the basis of materials dictated by the committee and the committee is solely responsible for the report.

The Executive Director shall designate members of staff to assist the (each) reference committee to the degree that the (each) committee shall request such assistance. Such staff may be at closed sessions at the pleasure of the committee.

The committee is empowered to invite others into the closed session to provide resource information under such conditions as it may set, if such invitations are, in the view of the committee, necessary for the proper discharge of its duties.

When it wishes, the committee may exclude from closed session everyone except the members.

Amendments to Bylaws

The reference committee may be asked to consider amendments to the bylaws. The determination of whether or not the policy involved in the proposed amendment is desirable must be made by the reference committee. The wording of all proposed bylaws amendments, however, must have the approval of the Speaker of the House of Delegates. The reference committee will be provided with a copy of the Speaker's recommendations, approving or redrafting all proposed amendments to the bylaws that were submitted before it adjourned. When the language of the amendment is approved, the reference committee will then incorporate the approved text of the amendment in its report, indicating that it was approved by the Speaker of the House of Delegates. The purpose of this procedure is to give the individual reference committees the opportunity to determine whether the policy of an amendment is desirable, while reserving the technical wording of the amendment to the Speaker of the House of Delegates.

Preparation of Report

The report of the reference committee to the House of Delegates is nothing more than the comment and the recommendation of the committee on the material which it has had under consideration.

All recommendations to the House of Delegates must be placed in the standard resolution form. Except in very unusual cases, the use of preliminary and explanatory "whereas" clauses is not permitted. The committee should place this prefatory material in its comment on the resolution in the general text of its report.

Resolutions should be worded with the utmost clarity and must contain only a single topic. Resolutions containing more than one topic must be divided so that the House of Delegates can vote intelligently on a single question. The wording of a resolution is most important, since an improperly worded resolution will not give the delegates a clear and immediate idea of the question on which they are being asked to vote.

If the report of a committee contains no resolutions, the reference committee should merely state that it has noted the report and make such comment as it may desire.

It is not proper to recommend that the report be "received," "approved" or "adopted." If the reference committee wishes to adopt or approve some item in the report, it must draft a suitable resolution.

The report should be as brief as possible. Long sections of material which the delegates already have before them should not be repeated.

Resolutions which (1) merely reaffirm or restate existing Association policy, (2) commend or congratulate an individual or organization, or (3) memorialize an individual shall not be introduced in the House of Delegates.

Consent Calendar

In an effort to make the best use of the time of the House of Delegates, the reference committee is encouraged to use a consent calendar. Only those items with which the committee agreed unanimously and which received no testimony or all positive testimony at the reference committee hearing can be included on the consent calendar.

Majority and Minority Reports

Every effort should be made by the members of a reference committee to reach unanimous agreement. If this is not possible, majority and minority reports may be presented. The report receiving the most support from members of the committee is presented as the "majority report."

Signature of Report

One copy of the report must be signed by all members of the committee, except in the case of a minority report, and presented to the Secretary of the House of Delegates or to a member of the Secretary's staff before it is presented to the House of Delegates.

Report of the Reference Committee

The completed reference committee report will be made available online Thursday night on adsahome.org, with limited copies available at the start of business on Friday.

Presentation of Reports to House of Delegates

The report of the reference committee is presented by its chair. All items shall be prioritized by the reference committee. The items of greatest importance shall be considered as priority items and shall be considered at the opening of the meeting on Friday. Following consideration of the priority items, the remainder of the reference committee report will be called for.

In the event of debate or discussion, the chair and members of the reference committee are free to reply to any questions or to comment. If the chair desires, a member of a committee, member of the Board of Directors or staff may be called to supply the information requested. However, the chair of the committee, or the designated committee member, should be prepared to comment on the position which the committee has taken.