



## VANCOUVER & DISTRICT DENTAL SOCIETY

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### Constitution & Bylaws of the Vancouver & District Dental Society

#### Societies Act Schedule "A"

1. The name of the Society is **The Vancouver and District Dental Society**.
2. The objectives of the Society are:
  - To encourage fraternal relationships among members
  - To strive for higher standards of excellence in dental practice
  - To provide members with quality continuing dental education
  - To contribute to the general scheme of health service
  - To co-operate with other societies having similar aims and objectives
3. The operations of the Society are to be carried on mainly in the Province of British Columbia, particularly in the City of Vancouver and surrounding cities and municipalities of the Lower Mainland.

#### Bylaws

##### 1. NAME

The name of the Society is **The Vancouver and District Dental Society**.

##### 2. ADDRESS

The office of the Society shall be at #100 – 2227 St. John's Street, in the City of Port Moody, in the Province of British Columbia, or such other place as may be determined hereafter.

##### 3. MEMBERSHIP

- a) **GOLD, SILVER** or **BRONZE** members shall consist of members of the College of Dental Surgeons of British Columbia who shall have been elected to membership in the Society pursuant to Bylaw No. 6 and Bylaw No. 5 Section (a).
- b) **Life Members** shall consist of persons who have been in the practice of dentistry for a minimum of forty-five years; who have been members of the College of Dental Surgeons of British Columbia and of this Society for at least twenty accumulative years; who have participated in the activities of the Society; and who have been elected to Life Membership by an affirmative vote of the majority present at a duly constituted Board of Directors meeting
- c) **Honourary Life Members** shall consist of persons who shall have made meritorious contribution to the art and science of dentistry; or who shall have rendered valuable service to the

Society; and such other persons as may be determined by the Board of Directors.

- d) **Associate Members** shall consist of dentists who hold a degree in dentistry and who shall meet the requirements of one of the following categories:
  - Dentists who are serving in British Columbia in any National Health Service
  - Dentists who are full-time staff members of the Faculty of Dentistry at the University of British Columbia
  - Dentists who practice outside the boundaries of the Vancouver & District Dental Society. Such members shall be licensed to practice dentistry by the College of Dental Surgeons of British Columbia or the appropriate licensing body of the province or state in which they practice.
- e) **Retired Associate Members** shall consist of dentists in good standing who are no longer engaged in the practice of dentistry, teaching or administration and who are not licensed to practice dentistry in BC, or who hold a non-practicing license issued by the College of Dental Surgeons of British Columbia, and who have been elected to membership pursuant to Bylaw No. 6.

##### 4. RIGHTS AND LIABILITIES OF MEMBERS

- a) Members in good standing as that term is defined in Bylaw No. 5 (c) shall be entitled to debate and vote on all questions before the Society and shall be eligible to any office in its gift. Notwithstanding the foregoing, members non-resident in BC may not vote in an election or upon issues pertaining to College policy nor may they hold the office of President of the Vancouver & District Dental Society.
- b) Life Members shall have the same privileges as Gold, Silver or Bronze Members who are in good standing.
- c) Honourary Life Members shall have the privileges of the Society with the exception of voting on questions brought before the Society and of holding any office in its gift.
- d) Associate Members shall have the privileges of the Society with the exception of voting on questions brought before the Society, of holding any office in its gift, or of participating as a member of a standing society committee.
- e) Retired Associate Members who are not licensed by the College of Dental Surgeons of BC shall have the privileges of the Society with the exception of voting on questions brought before the Society, of holding any office in its gift, or of participating as a member of a standing society committee. Notwithstanding the above, Retired Associate Members who maintain a non-practicing license issued by the College of

Dental Surgeons of BC shall have the same privileges as Gold, Silver or Bronze members who are in good standing.

- f) Every member of the Society is deemed to have entered into a contract with the Society whereby, in consideration of the benefits bestowed by such membership, the member agrees that he/she shall not be entitled to maintain any action, at law or in equity, for damages or any other relief as a result of any act or omission by the Society or its servants or agents with regards to any business of the Society; each member of the Society further agrees to subscribe to the Bylaws of the Society.

## 5. ANNUAL DUES AND ASSESSMENTS

- a) Annual dues of the Society shall be established each year by the Board of Directors and shall be payable on June 1<sup>st</sup> of the current year.
- b) An annual assessment to meet expenses may be levied.
- c) To be in good standing members must not be in arrears in respect to dues and assessments
- d) Dues received by the Society after September 1 of the current year will be subject to a 5% surcharge on the current annual fee. Dues and assessments become in arrears after the first general meeting in the fall. If dues and assessments are still unpaid by October 31 of the current year, all privileges of the Society will cease on that date.
- e) To return to good standing, past members who have relinquished their membership and who wish to rejoin the Society shall be required to pay dues and assessments for the current year.
- f) Life Members and Honourary Life Members shall be exempt from payment of dues and assessments.
- g) Associate and Retired Associate Members shall be subject to annual dues and assessments as may be determined annually by the Board of Directors.

## 6. ELECTION OF MEMBERS

- a) All applications for membership shall be submitted either digitally or by mail and filed with the Executive Director. Submissions shall be accompanied by the annual dues for the current year.
- b) Applicants shall be accepted as members upon fulfillment of one of the qualifications as described in Section 3.

## 7. TERMINATION OF MEMBERSHIP

- a) Any member of the Society in good standing may resign from the Society by submitting a letter of resignation to the Executive Director. A member who has resigned in compliance with this subsection shall be entitled to reapply for membership at any time.
- b) Membership shall be terminated automatically for nonpayment of dues as described in Section 5(d) and (e).
- c) The Directors of the Society, upon being satisfied that a member of the Society has committed a breach of any of the Bylaws, and in particular, a breach of Bylaw 18 relating to the Code of Ethics, may by a resolution passed at a Board of Directors Meeting by at least three-fourths of the Directors

present, order the suspension of said member from the Society for such time as may be thought fit; or order the expulsion of the member from the Society.

## 8. ELECTION OF OFFICERS AND DIRECTORS

- a) A Nominating Committee appointed by the President, consisting of three members in good standing, shall prepare a slate of nominees for directors and officers, excepting the President, as outlined in Bylaw No. 8, Section (e), to present at the Annual General Meeting of the Society.
- b) Nominations may be made from the floor by any member of the Society in good standing.
- c) Elections may be by secret ballot taken at the same meeting.
- d) At all elections of the Society, whether for officers, directors or other positions, each member present shall have one vote in the election of a candidate to each office. In the event of a tie, the President shall have the privilege of casting a vote.
- e) The Board of Directors shall consist of the President, a President Elect who shall be elected annually, the immediate Past President, a Treasurer who shall be elected for a two year term, and a Corporate Secretary who shall be elected annually. In addition, five (5) Directors shall each serve a two year term.

## 9. EXECUTIVE COMMITTEE

- a) The President, President Elect, Past President, Treasurer and Corporate Secretary shall constitute the Executive Committee.
- b) Any three (3) of the five presiding officers plus any three (3) directors may constitute a quorum.

## 10. DUTIES OF OFFICERS AND DIRECTORS

- a) The **President** shall preside at all meetings of the Society and the Society's Board of Directors. He/she shall deliver an annual report to the Society and a copy thereof shall be filed with the Executive Director. He/she shall call a special meeting of the Society upon the written request of one-third of the members in good standing. He/she shall be an ex-officio member of all committees and shall appoint all committees not otherwise provided for, and define their duties. He/she shall sign documents requiring his/her signature. He/she shall perform such other duties as usually appertain to his/her office. He/she shall have the privilege of casting a vote in case of a tie.
- b) The **President Elect** shall assist the President in the performance of his/her duties. He/she shall act as Program Chairman and arrange the clinical program for the following year. He/she shall, in the absence of the President, preside and assume all duties and responsibilities of the President. He/she shall be an ex-officio member of all committees. He/she shall succeed to the office of President.
- c) The **Corporate Secretary** shall oversee the keeping of the records of the Society and of the Board of Directors by the Executive Director. He/she shall notify in writing all officers and committee members of their election or appointment. He/she shall send five days written notice of all meetings of the Society to its members.

- d) The **Treasurer** shall be responsible for funds and securities belonging to the Society and shall hold same subject to the direction of the Society and Board of Directors. He/she shall oversee the collection by the Executive Director of all monies due to the Society and authorize payment of accounts on the treasury when signed by the appropriate signing officers as detailed in the annual banking resolution. He/she shall ensure that an annual financial statement is prepared by a chartered or certified general accountant licensed in the province of British Columbia, at the conclusion of his/her term of office and/or when requested to do so by the Board of Directors. He/she shall promptly turn over to his/her successor all funds, securities and property in his/her possession that belong to the Society.
- e) The **Executive Committee** shall investigate all cases of alleged violation of the Code of Ethics, and after due consideration, make a written report to the Society.
- f) The **Board of Directors** shall conduct the affairs of the Society in the interim between meetings and may appoint standing committees. It shall determine the amount, if any, of assessments and annual dues for all members. It shall vote no monies to be paid for other than current expenses except upon a majority vote of the members. The Board of Directors may borrow or raise or secure payment of money in such manner as they think fit, subject always to the provisions of the Society Act. It shall, in the event of any office becoming vacant through any cause whatsoever, fill such vacancy.

#### 11. APPLICATION OF FUNDS

- a) The Executive Committee may fix, and the Society shall pay, the salary or remuneration allowed to each officer, employee or servant of the Society; and may, out of any funds in its hands, from time to time make grants in aid of any association with respect to anything done in the interest of or for the advancement or protection of the profession of dentistry.
- b) The Executive Committee may make appropriations from any funds in the hands of the Society with respect to any regular or special meeting of the Society.

#### 12. MEETINGS

- a) The Annual Meeting of the Society shall be held once each year, and general business meetings of the Society may be held between September and May of the current year, or as stated on the society's web profile and/or printed program of each year's activities.
- b) Either the Society or the Board of Directors may, by majority affirmative vote, dispense with any meetings or change date of same. This does not apply to the Annual General Meeting.
- c) The President of the Society may call a special meeting of the Society at any time.
- d) Ten percent of members in good standing shall constitute a quorum of the Society.

#### 13. ORDER OF BUSINESS

- a) Meeting called to order by the President
- b) Reading of the minutes of the previous meeting
- c) Correspondence
- d) Officers' Reports
- e) Committee Reports
- f) Unfinished business

- g) New business
- h) Nominations and elections of officers
- i) Adjournment

The order of business may be altered or suspended by a four-fifths vote of the members present.

#### 14. AUDIT

The Society's auditor shall prepare and deliver to the Society the Annual Financial Statements as required under Part 5 of the Society Act

#### 15. SEAL

The Seal of the Society shall be in the custody of the Executive Director and affixed upon the authority and signature of two (2) or more officers of the Society.

#### 16. RECORDS

- a) The Corporate Secretary shall have a record of all minutes and proceedings of the meetings of the Society. The Executive Director of the Society shall have custody of these minutes and all books and records of the Society.
- b) Upon written notice being given to the Corporate Secretary and/or the Executive Director, the books and records of the Society shall be produced within 14 days for inspection to members in good standing, at the Society office between 9:00 a.m. and 4:00 p.m. on any day except Saturday, Sunday and Statutory Holidays.

#### 17. RULES OF ORDER

The rules contained in ROBERTS RULES OF ORDER shall govern the Society in all cases in which they are applicable, and in which they are not inconsistent with the established bylaws.

#### 18. CODE OF PROFESSIONAL ETHICS

It shall be unethical for any member, in the pursuit of his/her profession, to do anything which would be reasonably regarded as improper, disgraceful or dishonourable by his professional peers.

#### 19. AMENDMENTS

The Constitution and Bylaws of the Vancouver and District Dental Society may be amended by Extraordinary Resolution at a business meeting of the Society. Notwithstanding the above, the proposed amendments shall have been presented to the Society at a previous business meeting. The Corporate Secretary shall oversee that a copy of same has been sent, digitally and/or by mail, to all members of the Society at least ten days prior to the meeting at which action upon such amendments is to be taken. The adoption of an amendment shall require the affirmative vote of two-thirds of the members present, provided a quorum has been established.