Constitution and Bylaws

American Dental Society of Anesthesiology

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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

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

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

PREAMBLE:

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

Article I: NAME

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

Article II: PURPOSE

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

Article III: ORGANIZATION

Section 10. Incorporation: This Society is a not-for-profit corporation organized under the laws of the State of Illinois. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to, or among, its members but, after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for education and research in
anesthesiology in dentistry in such manner as the then governing body of the Society may
determine.

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

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

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

Article IV: GOVERNMENT

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

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

Article V: OFFICERS

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

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

Article VI: ANNUAL SESSION

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

Article VII: CODE OF ETHICS
The Principles of Ethics and Code of Professional Conduct of the American Dental Association and the Code of Ethics of this Society in accordance with Chapter X of the Bylaws, shall govern the professional conduct of all members of this Society.

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.
Bylaws

Chapter I: MEMBERSHIP

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

Active members
Life members
Student members
Honorary members
Affiliate members
Associate members
Retired members
Emeritus members

Section 20. Qualifications:

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

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

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

C. Student Member. A pre-doctoral student of a dental school accredited by the American Dental Association, Commission on Dental Accreditation or the Canadian Dental Association, Commission on Dental Accreditation, may be classified as a student member of this Society; or any dentist eligible for membership in this Society who is engaged full time in an advanced training course of not less than one academic year's duration in a school or residency program may be classified as a student member of this Society.
D. Honorary Member. An individual who has made significant and worthwhile contributions to the field of anesthesiology or who has made particular contributions to the advancement of anesthesiology in dentistry may be elected as an honorary member of this Society upon approval by the Board of Directors.

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

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

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

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

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

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

Section 40. Privileges:

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

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

Section 50. Dues and Reinstatement:

A. Active Members.

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

B. Life Members.

a. Active life members.

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

b. Retired Life Members.

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

C. Student Members.

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

D. Honorary Members.

Honorary members shall be exempt from payment of dues.

E. Affiliate Members.

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

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

G. Retired Members.
Retired members shall be exempt from payment of dues.

H. Emeritus Members.
Emeritus members shall be exempt from payment of dues.

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

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

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

J. Waiver of Dues for Members Who Suffer Severe Financial Hardship.
Those dues-paying members who have suffered hardship due to catastrophe, medical illness or other circumstances shall be excluded from the payment of annual dues upon application and approval by the Board of Directors. The Board may at its discretion require documentation on an annual basis, to substantiate a claim of severe hardship.

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

Chapter II: COMPONENT SOCIETIES

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

Section 20. Powers and Duties:

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

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

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

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

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

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

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

Section 50. Membership:
A. The membership of each component society, except as otherwise provided in these Bylaws, shall consist of those members within the territorial jurisdiction of the component society, or for the component society representing the Federal Dental Services, are in a federal dental service as defined in Chapter I, Section 20 of these Bylaws, provided that such members are in good standing of the component and this Society.

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

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

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

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

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

Section 100: Elections: Components must hold elections on a regular cycle. Component’s bylaws must address the frequency of elections, number of terms allowable, nominations procedure, proper notice prior to elections and required quorum. The results of component elections shall be reported to the ADSA Executive Director within 30 days after elections have been declared final. Failure to do so may result in the suspension of the component society’s charter, and the forfeiture of the component society’s proration of dues by the Society.
Section 110: Speaking on Behalf of the American Dental Society of Anesthesiology: No individual or component may represent themselves as a representative(s) or spokesperson(s) for the American Dental Society of Anesthesiology without the express written consent of the ADSA Board of Directors. Components that fail to do so may result in the suspension of the component society’s charter and/or the forfeiture of the component society’s proration of dues by the Society. Individuals who fail to do so may be censured, placed on probation and have their membership revoked by the ADSA Board of Directors.

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

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

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

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

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

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

- Alaska
- Alberta
- Arizona
- Arkansas
- California
- Colorado; a regional component society encompassing Colorado
- Utah
- Wyoming
- Connecticut
- Federal Dental Services
Louisiana-Mississippi; a regional component society encompassing
Louisiana
Mississippi
Maine
Maryland
Massachusetts
Michigan
Montana
Nevada
New Hampshire
New Jersey
New Mexico
New York
North Carolina
Ohio
Oklahoma
Ontario
Oregon
Pennsylvania
Puerto Rico
South Carolina
Tennessee
Texas
Upper Midwest; a regional component society encompassing
Iowa
Minnesota
North Dakota
South Dakota
Vermont
Virginia
Washington
West Virginia
Wisconsin

Chapter III. CONFLICT OF INTEREST
It is the policy of this Society that individuals who serve in elective, appointive or employed offices or positions do so in a representative or fiduciary capacity that requires loyalty to the Society. At all times while serving in such offices or positions, these individuals shall further the interests of the Society as a whole. In addition, they shall avoid:

a. placing themselves in a position where personal or professional interests may conflict with their duty to this Society.
b. using information learned through such office or position for personal gain or advantage.
c. obtaining by a third party an improper gain or advantage.

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

Chapter IV: HOUSE OF DELEGATES

Section 10. Composition:

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

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

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

For the purpose of this section, the number of active and life members in good standing shall be determined as of the last day of the calendar year preceding the annual session.
Section 20. Election of Delegates and Alternate Delegates: The officially certified delegates and the alternate delegates of each component society shall be elected in a manner determined by each individual component society.

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

Section 40. Powers:

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

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

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

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

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

A. To elect the elective officers.

B. To elect the members of the Board of Directors

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

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

E. To adopt an annual budget.

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

Section 70. Official Call:

A. Annual Session. The Executive Director or in the absence of an executive director, the Executive Secretary of the Society shall send to the secretary of each component society an official notice of the date and place of the annual session at least ninety (90) days prior to the
annual session of the House of Delegates. An agenda, a financial report and support material, including the curriculum vitae of any candidate for director or elective office which is contested, shall be sent to each member of the House of Delegates at least thirty (30) days in advance of the session.

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

Section 90. Officers:

A. Presiding Officer and Secretary. The House of Delegates shall be presided over by the Speaker of the House of Delegates. The Executive Director of this Society shall serve as Secretary of the House of Delegates. In the absence of an Executive Director, the Presiding Officer shall appoint a Secretary pro tem.

B. Duties.

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

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

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

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

Section 110. Rules of Order:

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

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

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

Chapter V: BOARD OF DIRECTORS

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

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

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

Section 40. Nominations:

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

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

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

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

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

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

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

Section 80. Powers:

A. The Board of Directors shall be the administrative body of this Society.
B. It shall recommend and administer the policies which shall govern this Society.
C. It shall have the power to adopt, interpret and amend the Code of Ethics for governing the
professional conduct of the members.
D. It shall have the power to recommend revocation or suspension of charters of component
societies to the House of Delegates.
E. It shall have the power to establish rules and regulations not inconsistent with these Bylaws
to govern its organization and procedure.
F. It shall have the power to decide the success or failure of a candidate who has completed an
Examination in Sedation for Dentistry.
G. It shall have the power to elect honorary and emeritus members.
H. It shall have the power to create special committees of the Society.

I. It shall have the power to approve all appointments of the President as provided in Chapter VI, Section 80A and Chapter XII, Section 30.

J. It shall have the power to approve all memorials, resolutions or opinions issued in the name of the Society.

K. It shall have the power to establish \emph{ad interim} policies when the House of Delegates is not in session and when such policies are essential to the management of the Society, provided, however, that all such policies must be presented for review and approval at the next session of the House of Delegates.

L. It shall have the power to appoint an Executive Director.

M. It shall have the power to approve the recipient(s) of the \textit{Jay A. Heidbrink Award}.

N. It shall have the power to approve the recipient(s) of the \textit{John A. Yagiela Excellence in Teaching Award}.

O. It shall have the power to approve the recipient(s) of the \textit{Peter H. Jacobsohn Distinguished Service Award}.

P. It shall have the power to perform such other duties and functions as may be necessary to carry on the business of the Society when the House of Delegates is not in session.

Section 90. Duties: It shall be the duty of the Board of Directors

A. To determine the date and place for convening each annual session.

B. To cause to be bonded by a surety company, the President, the President-elect, the Treasurer and the Executive Director and/or the Executive Secretary.

C. To cause all accounts of the Society to be reviewed and fully audited by a certified public accountant once every year.

D. To prepare a budget for carrying on the activities of the Society for each ensuing fiscal year.

E. To review the reports of all standing committees and special committees of the Society and act upon such reports.

F. To approve life, associate and affiliate members.
G. To meet in executive session at each regular session of the Board of Directors.

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

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

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

Section 100. Sessions:

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

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

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

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

Section 120. Officers and Advisors:

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

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

In the absence of the Secretary, the Chairperson shall appoint a Secretary pro tem.
B. Parliamentarian. During sessions of the Board of Directors, the Speaker of the House of Delegates shall serve as parliamentarian. In the absence of the Speaker of the House of Delegates, the Board of Directors may appoint a qualified individual to serve as parliamentarian pro tem.

C. Duties:

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

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

Chapter VI: ELECTIVE OFFICERS

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

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

Section 30. Nominations:

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

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

The President-elect shall confirm that a duly submitted nomination is eligible in accordance with Section 20 of this Chapter of the Bylaws. Candidates may be nominated from the floor of the House of Delegates provided they have been duly submitted to the Administrative Office and confirmed as eligible by the President-elect.
Nominating speeches, statements or remarks, not to exceed five (5) minutes per candidate may be made by the candidate or by an active, life or retired member on behalf of a candidate nominated for an open director position that is contested.

Section 40. Elections: The elective officers shall be elected by the House of Delegates in accordance with Chapter IV, Section 130 of these Bylaws.

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

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

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

Section 80. Duties:

A. President. It shall be the duty of the President:
   a. To serve as an official representative of this Society in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Society.
   b. To serve as an ex officio member of the House of Delegates without the right to vote.
   c. To serve as Chairperson of the Board of Directors and ex officio member of the Board of Directors and to perform such duties as are provided in Chapters IV and V or these Bylaws.
   d. To call special sessions of the Board of Directors as provided in Chapter V of these Bylaws.
e. To submit appointments to the Board of Directors for all standing Committees, at the
session of the Board of Directors immediately preceding installation as President.
f. To review on an annual basis, all appointments to standing Committees of the Society.
g. To appoint any additional members to standing Committees and the Advisory Board,
where appropriate, subject to the approval of the Board of Directors.
h. To appoint the members of all committees of the House of Delegates except as
otherwise provided in these Bylaws.
i. To appoint any representatives to outside agencies, where requested, subject to the
approval of the Board of Directors
j. To submit an annual report to the House of Delegates.
k. To perform such other duties as may be provided in these Bylaws.

B. President-elect. It shall be the duty of the President-elect:

a. To assist the President as requested.
b. To serve as an ex officio member of the House of Delegates without the right to vote.
c. To serve as an ex officio member of the Board of Directors.
d. To confirm that all candidates are eligible for election to an elective office or position
in this Society.
e. To ascend to the office of President at the annual session of the House of Delegates
where the current President’s term expires.
f. To succeed immediately to the office of the President in the event of vacancy for the
unexpired term and for the succeeding term.
g. To serve as chairperson of the Committee on the Annual Session.
h. To serve as chairperson of the Committee on Awards.

C. Vice President. It shall be the duty of the Vice President:

a. To assist the President as requested.
b. To serve as an ex officio member of the House of Delegates without the right to vote.
c. To serve as an ex officio member of the Board of Directors.
d. To serve as chairperson of the Committee on Continuing Education.
e. To succeed to the office of President as provided in Chapter VI, Section 70 of these
Bylaws.

D. Treasurer. It shall be the duty of the Treasurer:

a. To assist the President as requested.
b. To serve as an ex-officio member of the House of Delegates without the right to vote.
c. To serve as an ex officio member of the Board of Directors.
d. To prepare an annual financial report for the membership.
e. To serve as custodian of all monies, securities, and deeds belonging to the Society
which may come into the Treasurer’s possession and to hold, invest and disburse same,
subject to the discretion of the Board of Directors, and perform such other duties as are
prescribed by the Board of Directors or these Bylaws.
f. To serve as Chairperson of the Committee on Membership and Component Development.
g. To serve as a member of the Editorial Board.

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

Chapter VII: APPOINTIVE OFFICER

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

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

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

A. To report to the Board of Directors.

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

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

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

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

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

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

Chapter VIII: COMMITTEES

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

Committee on the Annual Session
Committee on Awards
Committee on Budget and Finance
Committee on Continuing Education
Committee on Ethics and Bylaws
Committee on Legislation
Committee on Membership and Component Development
Committee on Public and Professional Relations

Section 20. Appointments, Members:

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

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

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

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

The Committee on Continuing Education shall be composed of the President-elect and the course directors for each individual program concentration offered that fiscal year. The Chairperson of the Committee shall be the Vice President.

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

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

Section 30. Eligibility:

All members of standing committees must be active or life members in good standing of this Society except as otherwise provided in these *Bylaws*. 
Section 40. Chairpersons: One member of each committee shall be appointed by the President to serve as chairperson except as otherwise provided in Chapter VI, Section 80 and Chapter VIII, Section 20 of these Bylaws.

Section 50. Consultants, Advisers and Secretaries:

A. The President may, at his discretion, appoint a consultant or adviser from the Board of Directors to serve on any standing committee of the Society.

B. The Administrative Office shall provide clerical assistance to all standing committees. It will assist in the preparation and arranging of meetings of standing committees.

Section 60. Term of Office: The term of office of members of committees shall be two (2) years except as otherwise provided in these Bylaws.

Section 70. Quorum: A majority of the members of any committee shall constitute a quorum.

Section 80. Annual Report and Budget:

A. Annual Report. Each committee shall submit through the Executive Director or in the absence of an executive director, the Executive Secretary, an annual report to the Board of Directors and the House of Delegates.

B. Proposed Budget. Each committee shall submit to the Board of Directors, through the Executive Director or in the absence of an executive director, the Executive Secretary, a proposed itemized budget for the ensuing fiscal year if indicated.

Section 90. Duties:

A. Committee on the Annual Session. The duties of the Committee on the Annual Session shall be:

   a. To provide for the management of, and make all arrangements for each annual session, subject to the approval of the Board of Directors, unless otherwise provided in these Bylaws.

B. Committee on Awards. The duties of the Committee on Awards shall be:

   a. To consider nominees for the *Jay A. Heidbrink Award* (also referred to as the *Heidbrink Award*) in accordance with criteria and guidelines established by the Board of Directors.

   b. To consider nominees for the *Peter H. Jacobsohn Distinguished Service Award* (also referred to as the *Jacobsohn Award*) for meritorious service in accordance with criteria and guidelines established by the Board of Directors.
c. To consider nominees for the John A. Yagiela Excellence in Teaching Award (also referred to as the Yagiela Award) in accordance with criteria and guidelines established by the Board of Directors.
d. To annually recommend to the Board of Directors, the recipient(s) of the Heidbrink Award, the Jacobsohn Award, and/or the Yagiela Award when appropriate.

C. Committee on Budget and Finance. The duties of the Committee on Budget and Finance shall be:
a. To maintain the financial solvency of the Society.
b. To receive quarterly reports of all financial activities of the Society.
c. To meet no less than two (2) times a year, in advance of regular sessions of the Board of Directors, to prepare an annual budget for approval by the Board of Directors, with consideration for anticipated expenditures.
d. To maintain a reserve fund consisting of all monies unspent at the end of a fiscal year.

D. Committee on Continuing Education. The duties of the Committee on Continuing Education shall be:
a. To develop and coordinate the continuing education programs offered by the Society.
b. To assist in the development and coordination of continuing education on the component level.

E. Committee on Ethics and Bylaws. The duties of the Committee on Ethics and Bylaws shall be:
a. To develop, maintain and consider proposals for amending the Code of Ethics of this Society.
b. To provide advisory opinions regarding the interpretation of the Code of Ethics of this Society.
c. To review the Constitution and Bylaws in order to keep them consistent with the Society's program and purpose.
d. To recommend editorial corrections in the Bylaws.
e. To draft or approve the proposed text of all amendments to the Constitution and Bylaws prior to their submission to the House of Delegates for action.
f. To provide guidance and advice on ethical and professional issues to component societies.

F. Committee on Legislation. The duty of the Committee on Legislation shall be to monitor legislative activities of significance to anesthesiology in dentistry.

G. Committee on Membership and Component Development. The duties of the Committee on Membership and Component Development shall be:
a. To recruit new members.
b. To monitor and encourage activity in existing component societies.
c. To encourage liaison between existing component societies and their state and regional dental societies.
d. To encourage liaison between existing component societies and their state boards of dentistry.
e. To encourage development of new component societies in the United States, its territories and possessions and in Canada.

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

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

Chapter IX: SPECIAL COMMITTEES

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

Chapter X: CODE OF ETHICS

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

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

Section 30. Non-Compliance: In the event of failure to conform to the American Dental Association’s Principles of Ethics and Code of Professional Conduct and Code of Ethics of this Society, a member will no longer be considered in good standing.
Section 10. Object: The annual session of this Society is established to foster the presentation and discussion of subjects pertaining to the health of the public and the science and art of anesthesiology as an integral part of dentistry.

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

Section 30. Management and General Arrangements: The Board of Directors, through the Committee on the Annual Session, shall provide for the management of, and make all arrangements for, each annual session unless otherwise provided in these Bylaws.

Section 40. Commercial Exhibits: Products of commercial enterprises may be exhibited at each annual session under the direction of the Board of Directors and in accordance with rules and regulations established by that body.

Section 50. Admission: Admission to meetings of the annual session shall be limited to all members of this Society who are in good standing and to others in accordance with rules and regulations established by the Board of Directors. Fees for admission to the annual session shall be established by the Board of Directors.

Chapter XII: PUBLICATIONS

Section 10. Official Journal:

A. Title. This Society shall publish or cause to be published an official journal under the title of Anesthesia Progress.

B. Object. The object of Anesthesia Progress shall be to report, chronicle and evaluate activities of scientific and professional interest to individuals interested in anesthesiology in dentistry.

C. Use of the Designation "Official Journal." Any organization identifying Anesthesia Progress as its official journal may only do so with permission granted by the Board of Directors of this Society. Renewal of such permission must be submitted to the Board of Directors for approval every two (2) years.

D. Frequency of Issue and Subscription Rate. The frequency of issue and the subscription rate of Anesthesia Progress shall be determined by the Board of Directors. Any organization that identifies Anesthesia Progress as its official journal shall be assessed a subscription rate to be determined by the Board of Directors.

Section 20. Newsletter:
A. Title. This Society shall publish or cause to be published an official newsletter under the title of The Pulse.

B. Object. This Society shall publish or cause to be published The Pulse, for the dissemination of official news to the members of the Society.

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

Section 30. Editorial Board:

A. The Editorial Board shall include the Editor of Anesthesia Progress, the Editor of The Pulse and the Treasurer. The Chairperson of the Editorial Board shall be the Editor of Anesthesia Progress.

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

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

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

E. Vacancy: In the event of a vacancy in the editorship of Anesthesia Progress or The Pulse, an active, life or retired member shall be appointed by the President to fill such position for the remainder of the unexpired term, subject to the approval of the Board of Directors.
F. Budget. The annual budget of the Editorial Board shall be determined by the Chairperson of the Editorial Board subject to the approval of the Board of Directors. It shall be listed as a separate line item in the annual budget submitted by the Committee on Budget and Finance of the Society.

Chapter XIII: NATIONAL DENTAL BOARD OF ANESTHESIOLOGY

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

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

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

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

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

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

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

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

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

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

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

F. To transmit to the Board of Directors of the Society, any new policies or proposed changes to existing policies that impact both the Certifying Board and the Society.
G. To submit to the Board of Directors of this Society at the Annual Session, an annual report describing the activities of the Certifying Board for the previous year.

Section 7.0. Fellowship in Anesthesiology:

A. An individual upon successfully achieving Diplomate status in the National Dental Board of Anesthesiology will become a Fellow in Anesthesiology of this Society. Once successfully obtaining the designation of Fellow in Anesthesiology, the individual will maintain that designation regardless of his or her affiliation with the National Dental Board of Anesthesiology.

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

Section 8.0. Meetings:

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

Section 9.0. Administrative Support: The Executive Director and staff of the American Dental Society of Anesthesiology shall provide administrative support to the National Dental Board of Anesthesiology.

Chapter XIV: COLLEGE OF SEDATION IN DENTISTRY

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

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

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

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

A. To develop and maintain the Examinations in Sedation for Dentistry of this Society consistent with criteria established by the American Dental Association.
B. To administer and monitor the conduct of the Examinations in Sedation for Dentistry of this Society.

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

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

E. To establish the requirements for membership in the College of Sedation in Dentistry.

F. To issue a certificate to those applicants who have successfully completed the requirements for the College of Sedation in Dentistry.

Section 50. Finances:

A. The Treasurer of the Society shall serve as the custodian of all funds received by the College of Sedation in Dentistry.

B. The annual budget of the College of Sedation in Dentistry shall be listed as a separate line item in the annual budget of the Society.

Section 60. Meetings: The College of Sedation in Dentistry shall hold a minimum of one (1) meeting each fiscal year, to be held in conjunction with the annual session of this Society.

Chapter XV: AMERICAN DENTAL COLLEGE OF ANESTHESIOLOGY

Section 10. Name: The American Dental College of Anesthesiology, hereinafter referred to as "the College", shall come into being upon approval of the Board of Directors of the Society.

Section 20. Membership and Eligibility: The College shall be composed of those members, in good standing, of the Society who have satisfied the criteria established in the bylaws of the College.

Section 30. Governing Board: The Governing Board of the College shall be composed of not less than five (5) and not more than ten (10) members. Members shall be appointed by the President of the Society for a term of five (5) years.

Section 40. Powers: The American Dental College of Anesthesiology shall have the power to establish bylaws, rules and regulations to govern the conduct of the College provided such bylaws, rules and regulations do not conflict with, or limit, these Bylaws.
Section 50. Officers: The officers of the College shall be chairperson, secretary and such others, with the exception of treasurer, as may be prescribed in its bylaws. The Chairperson shall be elected by majority vote of the Board of Governors of the College.

Section 60. Duties: The duties of the College shall be:

A. To arrange and conduct suitable examinations for the College.

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

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

Section 70. Finances:

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

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

Chapter XVI: FINANCES

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

Section 20. General Fund:

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

Section 30. Other Funds:

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

Each director, officer, committee member, employee and other agent of the Society shall be
held harmless and indemnified by the Society against all claims and liabilities and all costs and
expenses, including attorney's fees, reasonably incurred or imposed upon such person in
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
agent of the Society, in good faith. This right of indemnification shall inure to such person
whether or not such person is a director, officer, committee member, employee or agent of the
Society at the time such liabilities, costs or expenses are imposed or incurred and, in the event
of such person's death, shall extend to such person's legal representatives. To the extent
available, the Society shall insure against any potential liability hereunder.

Chapter XVIII: AMENDMENTS

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