

2024 WSDA House of Delegates Index of Resolutions

Resolution	Resolution Title	Status	Page
HD-01-2024	Re-establishing the “Organization and Operation of the House of Delegates” Document	Adopted	3
HD-02-2024	Rules for the House of Delegates – September 2024	Adopted	4
HD-03-2024	Committees and Parliamentarian for Annual Meeting of House of Delegates - September 2024	Adopted	6
HD-04-2024	Acceptance of WSDA Independent Accountant’s Review for the Year Ending September 30, 2023	Adopted	7
HD-05-2024	WSDA 2024-2025 Budget	Adopted	8
HD-06-2024	WSDA Dues for 2025	Adopted	9
HD-07-2024	Nominations for Elective Office	Adopted	10
HD-08-2024	Location of 2026 House of Delegates	Adopted	12
HD-09-2024	Staff Recognition	Adopted	13
HD-10-2024	Nomination for Honorary Membership	Adopted	14
HD-11-2024	WSDA Legislative Agenda 2025	Adopted as Amended	15
HD-12-2024	Regarding Creation of Washington Consolidated Dental Society (WCDS) and Implementation of Component Society Dissolution/Consolidation Process (Bylaw Amendment)	Adopted as Amended	18
HD-13-2024	Adoption of Initial Articles of Incorporation for Washington Consolidated Dental Society	Adopted	23
HD-14-2024	Adoption of Initial Bylaws for Washington Consolidated Dental Society	Adopted	28
HD-15-2024	Reimagining Membership: Establishment of 2025-2027	Adopted	42

	Membership Model Pilot (Bylaw Amendment)		
HD-16-2024	Reimagining Membership: Provisions of Membership Model Pilot Financially Impacting WSDA Component Societies in the 2025 Membership Year	Adopted	43
HD-17-2024	Reimagining Membership: Membership Payment Policies	Adopted	45
HD-18-2024	Regarding Predoctoral Member Representation at House of Delegates (Articles of Incorporation Amendment)	Adopted as Amended	46
HD-19-2024	Dental Wellness Task Force – Future Actions	Adopted	48
HD-20-2024	Director at Large Position	Referred to Board of Directors	49
HD-21-2024	Revisions to the Association’s Conflicts of Interest Policy (Bylaws Amendment)	Adopted	50
HD-22-2024	Allowing Foreign Trained Dentists to Become Dental Hygienists	Adopted	51

ADOPTED

HD-01-2024

**Re-establishing the “Organization and Operation of the House of Delegates”
Document**

RESOLVED, that the House of Delegates approves the updated version of the
“Organization and Operation of the House of Delegates” document.

A Tracked Changes version of the “Organization and Operation of the House of
Delegates” document which highlights all proposed changes to the 2024 document is
available for reference in the documents section of wsda.org/HOD.

end

HD-02-2024
Rules for the House of Delegates – September 2024

RESOLVED, that the following shall be adopted as the Rules for the House of Delegates at its annual meeting held in Spokane, Washington, September 12-13, 2024:

1. The House of Delegates shall be organized and operated as outlined in the memorandum entitled “Organization and Operation of the House of Delegates” adopted in December 1960 and as amended by HD-01-2024 Re-establishing the “Organization and Operation of the House of Delegates” Document by the House of Delegates.
2. All resolutions and reports mailed to the members of the House of Delegates prior to the annual meeting may be read in part at the time of their introduction in the House, and such reading shall stand for reading the material in full.
3. If desired, at the request of the majority of the members of this House, any material shall be read in part or in full and amended or discussed at the time of the first reading.
4. Resolutions and reports not pertaining to amendments of the Bylaws may be acted upon by the House at the time of the first reading unless the House by majority vote, or the presiding officer, requests that the resolution or report be referred to a reference committee for further study and recommendations back to this House. Candidates for any position to be elected by the House at this meeting shall be ineligible to serve on a reference committee of this House meeting.
5. Except by majority consent of the members of the House of Delegates, debate on either side of a subject by one individual shall be limited to not more than two speeches, neither of which shall exceed five minutes.
6. The agenda for this House shall be the agenda as established by the Rules and Order Committee and submitted to the House of Delegates. New business not previously submitted and placed on the agenda by the Rules and Order Committee shall be considered only by two-thirds majority consent of the House of Delegates. Any business not receiving such two-thirds majority approval shall be referred to the next session of the House of Delegates by the presiding officer. The Bylaws amendment resolution pertaining to dues, HD-05-2024, and any increases, decreases or other amendments thereof, shall be in order for consideration by this House near the end of its final business session.
7. Voting for elective office will be conducted by electronic ballot. If the number of nominees equals the number of positions to be filled, and there is a difference as to the length of term, delegates shall vote for up to one less than the number of positions to be filled.

51 8. In the case of an elected office (such as board of directors) where more than one
52 person is to be elected, the candidates receiving the most votes are each elected
53 until the positions are filled, with the prevailing candidate receiving the fewer
54 votes receiving the short term, if one is applicable.
55

56 In the event of a tie, necessary to be resolved to complete the election, the run-
57 off election is only among the two or more candidates in the tie. The elected
58 candidate must receive a majority of the votes cast as per WSDA Bylaws
59 Chapter XIV.
60

61 9. To expedite the actions of the House, a list of referrals of known business shall
62 be prepared by the Rules and Order Committee prior to the opening of the
63 House of Delegates and presented to the members of the House at their opening
64 session.
65

66 end

ADOPTED

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2
3 **HD-03-2024**
4 **Committees and Parliamentarian for**
5 **Annual Meeting of House of Delegates - September 2024**
6

7 RESOLVED, that the following appointments by the President are confirmed by the
8 House of Delegates as committees for the annual meeting of the House of Delegates,
9 September 2024:

10
11 **A. Credentials Committee** -- Responsible for being present 30 minutes prior to
12 the opening of each session of the House of Delegates, taking roll, verifying
13 alternate delegates, and serving as tellers for all votes:
14

15 Dr. Minou Karbakhsch, Chair
16 Dr. Douglas Coe
17 Dr. Tessa Holmes
18

19
20 **B. Rules and Order Committee** -- Responsible for preparing Agenda and ruling
21 on procedure; will be advised by Parliamentarian:
22

23 President, Dr. Nathan Russell, Chair
24 President-elect, Dr. Chris Dorow
25 Secretary-Treasurer, Dr. Blake McKinley
26 Immediate Past President, Dr. John Gibbons
27 Speaker of the House, Dr. Andrew Sholudko
28

29 RESOLVED, that Dr. Larry Lawton is appointed Parliamentarian for the 2024 House of
30 Delegates.
31

32 end

ADOPTED

HD-04-2024

**Acceptance of WSDA Independent Accountant's Review
for the Year Ending September 30, 2023**

RESOLVED, that the House of Delegates does accept the independent accountant's review of the Washington State Dental Association for the year ending September 30, 2023, prepared by Jacobsen Jarvis & CO, PLLC, Certified Public Accountants.

Reference the Independent Accountant's Review at:

www.wsda.org/member-center/governance/house-of-delegates

end

ADOPTED

HD-05-2024
WSDA 2024/2025 Budget

RESOLVED, that the attached shall be adopted as the Washington State Dental Association Budget for 2024/2025.

Reference the proposed budget in the documents section of wsda.org/HOD.

End

1
2
3 **HD-06-2024**
4 **WSDA Dues for 2025**
5 **(Bylaws Amendment)**
6

7 RESOLVED, that the first paragraph of Bylaws, Section II, Dues, C. Schedule of
8 Dues, be revised as follows:
9

10 **II. Dues**
11

12 C. Schedule of Dues. The annual dues of active or associate members
13 shall be \$549, plus an additional amount of \$100 designated for political activity
14 support. The total amount of dues, and political activity support is \$649.
15

16 The \$100 designated for political activity support shall be remitted to DentPAC for
17 state or local political campaign contributions and other political expenses of
18 DentPAC; provided, however, a member may elect that the amount instead be
19 allocated to a WSDA Issues Fund for political purposes other than direct campaign
20 contributions to candidates.
21

end

HD-07-2024
Nominations for Elective Office

RESOLVED, that the names listed below shall be placed in nomination for the offices indicated, with the understanding that further nominations may be made from the floor.

President-elect and ADA Delegate (one year as President-elect and three years as ADA Delegate)

Dr. Lisa Egbert

Board of Directors (five positions total: four positions, three-year terms; one position, two-year term)

- Dr. Puneet Aulakh
- Dr. Patricia Benton
- Dr. Ryan Lemke
- Dr. Stephen Rupert
- Dr. Marshall Titus
- Dr. Crystal Vo

ADA Delegate (four positions total: three positions, three-year terms; all three of these positions effective January 2025; per WSDA bylaws, every three years, one delegate position will be reserved for a person who has never been elected to the ADA House and has previously served at least one year as a WSDA-appointed alternate delegate, ASDA delegate, or alternate delegate to the ADA House; one position for the 2024 and 2025 ADA Houses of Delegates.)

Due to the staggered start of the terms for the four elected positions (3 positions for ADA HOD 2025, 2026, and 2027 and 1 position for ADA HOD 2024, 2025), one incumbent running that has already been elected as an ADA delegate for 2024 HOD, and the WSDA bylaws requirement to elect a new delegate that meets specific requirements outlined in the bylaws, these four elected positions will be elected on three separate ballots:

ADA Delegate (new delegate designation: 1 position, three-year term: ADA HOD 2025, 2026, 2027)

Dr. Lisa Buttaro (new delegate designation eligible)

ADA Delegate (two positions, three-year term: ADA HOD 2025, 2026, 2027)

- Dr. Christopher Delecki
- Dr. Tofunmi Osundeko

51 ADA Delegate (1 position, two-year term: ADA HOD 2024, 2025)
52
53 Dr. Brittany Dean (will be nominated from the floor)
54
55 End

ADOPTED

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HD-08-2024
Location of the 2026 House of Delegates

RESOLVED, that the 2026 WSDA House of Delegates be held in Spokane, Washington,
at the Historic Davenport Hotel from September 17-19.

end

HD-09-2024
Staff Recognition

RESOLVED, that the House of Delegates, through resolution, commend and acknowledge the support of the staff of the Association and its component societies on the fifth anniversary of employment and every five years thereafter so long as the staff member is employed by the Association or its component societies;

And be it further

RESOLVED, that the anniversary of employment of staff be recognized at the House of Delegates in the same calendar year as the recognized anniversary;

Therefore, be it

RESOLVED, that the following individuals be recognized for their service at the 2024 House of Delegates:

20 Years: Peggy Stanley, Kitsap County Dental Society

5 Years: Nancy Tupper, Mount Baker District Dental Society
Emily Wilkinson, Washington Dentists' Insurance Agency

end

ADOPTED

HD-10-2024

Nomination for Honorary Membership

RESOLVED, that Peggy Stanley, who was hired in 2004 at the Kitsap County Dental Society, after 20 years of service, be awarded honorary membership in the Washington State Dental Association.

end

HD-11-2024
WSDA Legislative Agenda for 2025

RESOLVED, that notwithstanding the legislative positions and core principles outlined in this legislative agenda, the Association’s legislative priorities, which shall supersede and take primacy over all others, are as follows:

- 1. Legislation that a) improves dental benefits policies and processes negatively impacting patient care or b) reduces detrimental interference of dental benefits carriers in the doctor-patient relationship
- 2. Legislation that mitigates the severe shortages of dental hygienists and dental assistants in Washington state;

And be it further

RESOLVED, that WSDA supports state revenue policies that are fair to dentistry and opposes tax and fee increases that negatively affect dentistry;

And be it further

RESOLVED, that WSDA supports the preservation and extension of funding for dental Medicaid, dental residency programs, Federally Qualified Health Center dental clinics, loan repayment programs, the RIDE program, and other state funded initiatives that reduce barriers to dental care without compromising patient safety;

And be it further

RESOLVED, that WSDA will oppose enacted or proposed legislation that creates, expands the scope of care, or expands the approved clinical settings for dental therapists, dental hygiene therapists, or any other non-dentist provider that performs irreversible procedures;

And be it further

RESOLVED, that WSDA will oppose any legislation that amends the definition of dentistry found in RCW 18.32.020 (3) to allow non-dentists to own dental practices or otherwise interfere in the doctor-patient relationship;

And be it further

RESOLVED, that WSDA supports reforms to the Medicaid audit process;

And be it further

RESOLVED, that WSDA supports legislation that prioritizes the payment of preventive dental care provided by dentists prior to an individual’s deductible being met;

49 And be it further

50

51 RESOLVED, that WSDA supports reforms to dental benefits that will result in better
52 patient care;

53

54 And be it further

55

56 RESOLVED, that WSDA supports legislation to address the dental workforce shortage
57 crisis in Washington state.

58

59 And be it further

60

61 RESOLVED, that the WSDA supports legislation that codifies the right of dentists to
62 provide in office membership plans/wellness partnerships to their patients;

63

64 And be it further

65

66 RESOLVED, that WSDA reaffirms the following policy in determining its annual
67 legislative agenda:

68

69 The Legislative Session Task Force, in consultation with the Board of Directors, will
70 apply the following core principles and the existing political climate of the Legislature
71 to any given legislative position to determine its advocacy strategy.

72

73 1. It is in the best health and safety interest of the public at large and dental
74 providers.

75 2. It maintains and protects the diagnostic authority of the dentist.

76 3. It is cost-effective for the public.

77 4. It is cost effective for the dental profession.

78 5. It addresses those in need of dental services and provides adequate
79 reimbursement to the provider of the dental service.

80 6. It maintains the integrity of the dental delivery system.

81 7. It maintains that only a dentist can provide irreversible procedures within
82 the scope of their practice.

83

84 And be it further

85

86 RESOLVED, that the Association supports the following dental workforce initiatives:

87

88 Amend RCW 18.260.010 to allow dental assistants to add general supervision to
89 their scope (Gives DQAC rulemaking authority and presents the opportunity to
90 add more than disinfecting operatories and sterilizing equipment).

91 Amend RCW 18.260.070 to allow EFDAs to disinfect operatories and sterilize
92 equipment under general supervision.

93 Amend RCW 18.260.040 to allow dental assistants to do the following procedures
94 under close supervision:

95

96 • Dental prophylaxis for patients in a healthy oral state including the
97 polishing and scaling of teeth with supragingival, “visible” calculus

• Periodontal probing

HD-12-2024

Regarding Creation of Washington Consolidated Dental Society (WCDS) and Implementation of Component Society Dissolution/Consolidation Process (Bylaw Amendment)

RESOLVED, that the WSDA Bylaws be amended to create a new 18th state-wide consolidated component society, the "Washington Consolidated Dental Society" (WCDS) with jurisdiction across all Counties in the State of Washington by amending Article IX.A. of the Bylaws as follows:

A. The Jurisdiction of the Component Societies. The jurisdiction of the component societies shall be as follows:

- 1. Benton-Franklin Counties Dental Society-Benton and Franklin County.
2. Clark County Dental Society-Clark County and that portion of Skamania County south of 46 N. latitude.
3. Grant County Dental Society-Grant County and that portion of Adams County lying west of 119 degrees latitude.
4. Grays Harbor District Dental Society--Grays Harbor County and Pacific County except the southern and peninsular areas of Pacific County.
5. Kitsap County Dental Society--Kitsap County.
6. Lewis County Dental Society-Lewis County.
7. Lower Columbia District Dental Society-Wahkiakum County, Cowlitz County, and that portion of Skamania County north of 46 N latitude and the southern and peninsular areas of Pacific County.
8. Mount Baker District Dental Society-Whatcom, Skagit, and San Juan Counties, and Island County excepting that portion of Whidbey Island lying south of Greenbank.
9. North Central District Dental Society-Chelan, Okanogan and Douglas Counties.
10. Olympic Peninsula Dental Society-Clallam and Jefferson Counties.
11. Seattle King County Dental Society-King County.
12. Snohomish County Dental Society-Snohomish County and that portion of Whidbey Island lying south of Greenbank.
13. Spokane District Dental Society-Ferry, Stevens, Pend Oreille, Lincoln, Spokane, Adams and Whitman Counties and that portion of Adams County lying east of 119 degrees latitude.
14. Pierce County Dental Society-Pierce County.
15. Thurston Mason Counties Dental Society-Thurston and Mason Counties.
16. Walla Walla Valley Dental Society-Walla Walla, Columbia, Garfield and Asotin Counties.
17. Yakima Valley Dental Society-Yakima, Kittitas, Klickitat Counties.

48 18. Washington Consolidated Dental Society – all Counties within the
49 State of Washington, as provided for in these Bylaws and Standing
50 Rule.
51

52 And, be it further

53 RESOLVED, that a new section be added to the WSDA Bylaws (Article IX.E.) which
54 establishes the process for creating WCDS:

55 E. Consolidated Component Society. A consolidated component society
56 with jurisdiction across the entire State of Washington shall be formed by WSDA as a
57 non-profit corporation and application shall be made for the entity’s tax-exempt status
58 with the Internal Revenue Service. Articles of Incorporation and Bylaws for such
59 Washington Consolidated Dental Society (“WCDS”) shall be drafted and submitted for
60 approval by the House of Delegates.

61
62 1. The initial Board of Directors of WCDS shall be appointed by the
63 Board of Directors of WSDA to serve from the date of WCDS’ formation until the
64 election of directors by WCDS’ members at the first regular meeting of the WCDS
65 membership.

66
67 2. Initial funding of WCDS shall be made in part through a one-time
68 five-thousand-dollar (\$5,000.00) contribution to operating capital from WSDA, and in
69 part through payment of initial member dues as described in Article XI.F(4).

70
71 3. New members residing in the jurisdiction of a previously dissolved
72 component society shall become members of WCDS.

73
74 4. Notwithstanding any contrary provision in Standing Rule, to
75 preserve representation from across the State of Washington, WCDS shall be allocated
76 a minimum of one (1) at-large Delegate to the House of Delegates for each component
77 society dissolved and consolidated in WCDS. For the avoidance of doubt, if four (4)
78 component societies dissolve and consolidate in WCDS, then WCDS shall be allocated
79 a minimum of four (4) at-large delegates. WCDS shall participate in the allocation of
80 the remaining at-large delegates in the same manner as other component societies as
81 provided for in Standing Rule.

82
83 And, be it further

84 RESOLVED, that a new section be added to the WSDA Bylaws (Article IX.F.) which
85 establishes the process for Component Society dissolution and consolidation:

86 F. Option for Component Society Dissolution and Consolidation. If a
87 component society has difficulty maintaining administrative compliance with its
88 charter, is facing challenges associated with low member census or participation,
89 and/or other matters of concern, such component society may elect to dissolve and
90 transfer its assets and members to WCDS as provided for herein.

91

92 1. A component society’s election to dissolve and consolidate assets
93 and members in WCDS must satisfy any applicable provisions of the dissolving
94 component society’s charter or articles of incorporation and bylaws, and comply with
95 applicable law, including Internal Revenue Service (“IRS”) requirements governing the
96 disposition of assets by a tax-exempt entity, if applicable.

97
98 2. In addition to meeting the requirements of Article IX(F)(1) above, a
99 component society’s election to dissolve and consolidate in WCDS shall be
100 documented in (a) a written recommendation by the component society’s leadership,
101 and (b) approval by majority vote of the component society’s members participating in
102 a special meeting called for that purpose where a quorum is present. Participation
103 may be in person or through electronic means through which all participants may be
104 heard or hear all other participants.

105
106 3. Prior to the effective date of dissolution, a component society must
107 satisfy or make provision to satisfy all then-existing debt, liabilities, and obligations,
108 including without limitation, employment or independent contractor agreements,
109 leases, vendor or supplier contracts, loans, and similar financial or performance
110 obligations. Neither WCDS nor WSDA shall assume or otherwise become obligated for
111 any such debt, liabilities, or obligations.

112
113 4. A dissolving component society will pay WCDS an initial per
114 member dues amount, equal to the dissolving component society’s member dues for
115 the 2025 membership year, for each member of the dissolving component society that
116 becomes a member of WCDS. The members of a dissolving component society will
117 become members of WCDS automatically upon dissolution of the original component
118 society. Following dissolution and consolidation, regular member component society
119 dues shall be paid by the individual members in accordance with WSDA Bylaws,
120 Standing Rules, policy, or procedure.

121
122 5. Any remaining assets of a dissolving component society, including
123 bank accounts, cash on hand, equipment, and similar tangible items of value, must be
124 transferred by bill of sale or assignment to WCDS upon dissolution of the original
125 component society. Notwithstanding the foregoing, WCDS will account for each
126 dissolved component society’s funds separately in the WCDS books of account,
127 excluding only the initial member dues, and will use such funds, if any, for activities
128 and events benefiting the dissolved component society’s jurisdiction. The foregoing
129 transfer or assignment of assets and dedicated use of funds by WCDS will be
130 accomplished in a manner consistent with applicable IRS requirements.

131
132 6. A dissolving component society will demonstrate its compliance
133 with the foregoing requirements by providing regular updates to the WSDA Board of
134 Directors. WSDA will provide technical support to any dissolving component society in

135 the same manner provided for in Article IX.D of these Bylaws, including assistance
136 with filing dissolution paperwork, notifying the Internal Revenue Service of dissolution
137 and transfer of assets, facilitating membership and asset transfers to WCDS, and
138 other support or administrative services as may be reasonably necessary to
139 accomplish consolidation of a dissolving component society's assets and members in
140 WCDS.

141
142 7. All books and records of a dissolving component society shall be
143 transferred to WCDS in the same manner as the transfer of other assets is
144 accomplished. WCDS shall maintain and preserve such records in the same manner
145 that it maintains and preserves its own books and accounts.

146
147 8. The dissolution and consolidation of any component society as
148 described herein shall have no effect on the continued existence of any separate
149 foundation or similar separate non-profit organization established by a dissolved
150 component society.

151 And, be it further

152 RESOLVED, that a new section be added to the WSDA Bylaws (Article IX.G.) which
153 establishes the process for reconstituting a dissolved Component Society:

154
155 G. Option to Reconstitute a Dissolved Component Society. Members of
156 WCDS who reside in the jurisdiction of one of the seventeen (17) component societies
157 identified in the WSDA Bylaws other than WCDS may determine to reconstitute a
158 previously dissolved component society based on changed circumstances or other
159 considerations, in accordance with the Bylaws of WCDS.

160
161 1. The decision to reconstitute a previously dissolved component
162 society shall be documented through approval by majority vote of the WCDS members
163 who reside in the relevant jurisdiction participating at a special meeting called for that
164 purpose where a quorum of such WCDS members is present.

165
166 2. The Articles of Incorporation and Bylaws of a reconstituted
167 jurisdiction-based component society must comply with the Association's
168 requirements, including acknowledgement by the WSDA Board of Directors.

169
170 3. The Association shall ensure that WCDS transfers any remaining
171 assets from a previous dissolution, as outlined in Article IX.F.5., to an appropriately
172 reconstituting component society in a manner consistent with applicable IRS
173 requirements.

174 And, be it further

175 RESOLVED, that the 2026 membership year shall be the first year that the
176 Washington Consolidated Dental Society may be formed.

177 And, be it further

178 RESOLVED, that any Component Society that intends to dissolve and consolidate into
179 the Washington Consolidated Dental Society for the 2026 membership year shall
180 notify WSDA not later than April 1, 2025.

181

182 And, be it further

183

184 RESOLVED, that prior to transfer of assets or members from any dissolved component
185 society, WSDA shall take all steps necessary and desirable (i) to establish WCDS as a
186 tax-exempt entity, (ii) to file with the Washington Secretary of State, the WCDS Articles
187 of Incorporation as adopted in HD-13-2004, (iii) to obtain and maintain insurance
188 coverage for WCDS operations, including Directors and Officers coverage, (iv) to
189 establish an initial operating budget for WCDS, and (v) to take such other steps as
190 may be necessary to operationalize WCDS.

191

192

end

HD-13-2024

Adoption of Initial Articles of Incorporation for Washington Consolidated Dental Society

RESOLVED, that the House of Delegates adopts the following initial Articles of Incorporation for the Washington Consolidated Dental Society:

ARTICLES OF INCORPORATION

OF

WASHINGTON CONSOLIDATED DENTAL SOCIETY

The undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03A of the Revised Code of Washington) (the "Act"), hereby signs and verifies the following Articles of Incorporation for such corporation.

ARTICLE I NAME

The name of the corporation shall be "Washington Consolidated Dental Society" (hereinafter referred to as the "Corporation").

ARTICLE II DURATION

The Corporation shall have perpetual existence.

ARTICLE III PURPOSES AND POWERS

Section 1. Purposes. The Corporation is an association of persons having a common interest and not engaging in a regular business of the kind ordinarily carried on for profit, organized as a business league within the meaning of Sections 501(a) and 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, the Corporation shall exist to bring into one compact society the members of the dental profession in the State of Washington and to unite with similar societies within Washington as constituent parts of the Washington State Dental Association, with a view to:

- A. the extension of dental knowledge and to the advancement of dental science;
B. the elevation of the standard of dental education and the enactment and enforcement of just dental laws;
C. the promotion of friendly intercourse among dentists and the liberal exchange of their opinions and experiences;

- 39 D. the enlightenment and direction of public opinion in regard to the
40 problems of dentistry so that the profession shall become more capable
41 and honorable within itself and more useful to the public in the prevention
42 and cure of disease and in the prolonging and adding comfort to life; and
- 43 E. taking such action as may be desirable or necessary to carry into effect all
44 the foregoing purposes.

45 **Section 2. Powers.** In general, and subject to such limitations and conditions
46 as are or may be prescribed by law, the Corporation shall have all powers which now or
47 hereafter are conferred by law upon a corporation organized for the purposes set forth
48 above or are necessary or incidental to the powers so conferred or are conducive to the
49 attainment of the Corporation's purposes.

50 **ARTICLE IV**
51 **LIMITATIONS**

52 **Section 1. Consistent with Limitations of Section 501(c)(6).** Notwithstanding
53 any other provisions of these Articles, the Corporation shall not carry on any activities
54 not permitted to be carried on by a corporation exempt from federal and state income
55 taxes under Section 501(c)(6) of the Code or the corresponding provision of any future
56 United States internal revenue law.

57 **Section 2. Political Activity.** No substantial part of the activities of the
58 Corporation shall be the carrying on of propaganda, or otherwise attempting to influence
59 legislation, except as otherwise permitted to an organization described in Section
60 501(c)(6) of the Code or the corresponding provision of any future United States internal
61 revenue law.

62 **Section 3. No Inurement to Private Persons.** No part of the net earnings of the
63 Corporation shall inure to the benefit of, or be distributable, to its members, directors,
64 officers, or other private persons, except that the Corporation is authorized or
65 empowered to pay reasonable compensation for services rendered and to make
66 payments and distributions in furtherance of its purposes.

67 **ARTICLE V**
68 **MEMBERS**

69 The qualification of members, if any, the application process, the property, voting
70 and other rights and privileges of members and their liability for dues and assessments,
71 and the method of collection thereof, shall be set forth in the Bylaws.

72 **ARTICLE VI**
73 **MANAGEMENT**

74 The management of the Corporation shall be vested in a board of directors. The
75 board of directors shall be comprised of the three (3) elective officers of the Corporation,
76 namely the President, President-Elect, and Secretary/Treasurer, and such other at-
77 large directors elected by the membership as provided for in the Bylaws of the
78 Corporation. The Executive Director, if any, shall serve as an *ex officio* non-voting
79 member of the board of directors. The powers and duties, qualifications, and terms of

80 officers and the board of directors, manner of election, and time and place of meetings,
81 shall be prescribed in the Bylaws of the Corporation. The initial board of directors of the
82 Corporation shall be three (3) individuals appointed by the Washington State Dental
83 Association to serve until the first membership meeting and election. The names and
84 addresses of the persons who are to serve as the initial directors of the Corporation are
85 as follows:

86	Name	Address
87	[]	[]
88	[]	[]
89	[]	[]

90 **ARTICLE VII**
91 **OFFICER AND DIRECTOR LIABILITY LIMITATIONS**

92 No officer or director of the Corporation shall be personally liable to the
93 Corporation for monetary damages for conduct as an officer or a director, unless such
94 conduct involves (a) intentional misconduct or a knowing violation of law by the officer
95 or director, (b) a violation of RCW 24.03A.590 or RCW 24.03A.495, as applicable, or (c)
96 any transaction from which the officer or director will personally receive a benefit in
97 money, property or services to which the officer or director is not legally entitled. If the
98 Act is hereafter amended to authorize corporate action further eliminating or limiting
99 the personal liability of officers and/or directors, then the liability of an officer and/or
100 director shall be deemed eliminated or limited to the full extent permitted by the Act, as
101 so amended. Any repeal or modification of this Article shall not adversely affect any right
102 or protection of an officer or director of the Corporation existing at the time of such
103 repeal or modification for or with respect to an act or omission of such officer or director
104 occurring prior to such repeal or modification. For purposes of this Article, all
105 individuals elected or appointed as officers of the Corporation shall be entitled to
106 protection as “officers” under this provision and all individuals elected to serve on the
107 board of directors of the Corporation shall be entitled to protection as “directors” under
108 this provision.

109 **ARTICLE VIII**
110 **INDEMNIFICATION**

111 Upon determination of the board of directors in each instance, the Corporation
112 shall have the power and authority to indemnify, including advancing reasonable
113 expenses to, any director or officer of the Corporation made or threatened to be made a
114 party to any suit or legal proceeding by reason of the fact that they are or were a director
115 or officer of the Corporation, or arising out of their activities undertaken on behalf of the
116 Corporation, except that such indemnity shall not apply on account of:

- 117 (a) Acts or omissions of an officer or director finally adjudged to be intentional
118 misconduct or a knowing violation of law;

119 (b) Conduct of an officer or director finally adjudged to be in violation of RCW
120 24.03A.590 or RCW 24.03A.495, respectively; or

121 (c) Any transaction with respect to which it was finally adjudged that such
122 officer or director personally received a benefit in money, property, or services to
123 which the officer or director was not legally entitled.

124 This indemnity shall continue after a person has ceased to be a director or officer of the
125 Corporation and may inure to the benefit of the heirs, executors, and administrators of
126 such a person. For purposes of this Article, all individuals elected or appointed as
127 officers of the Corporation shall be entitled to protection as “officers” under this
128 provision and all individuals elected to serve on the board of directors shall be entitled
129 to protection as “directors” under this provision.

130 **ARTICLE IX**
131 **BYLAWS**

132 Bylaws of the Corporation shall be adopted by the incorporators and may be
133 amended as provided for therein, so long as such Bylaws or amendments are not
134 inconsistent with the provisions of these Articles, the Act, or the Articles of
135 Incorporation, Bylaws and Standing Rules of the Washington State Dental Association.

136 **ARTICLE X**
137 **ADDRESS OF REGISTERED OFFICE AND AGENT**

138 The address of the initial registered office of the Corporation shall be 126 N.W.
139 Canal Street, Suite 300, Seattle, Washington 98107. The name of the initial registered
140 agent of the Corporation at such address shall be Bracken Killpack, Executive Director
141 of the Washington State Dental Association.

142 **ARTICLE XI**
143 **DISSOLUTION**

144 No member, director or officer shall be entitled to share in the distribution of any
145 of the corporate assets upon dissolution of the Corporation, or the winding up of its
146 affairs. Upon the winding up or dissolution of the Corporation, the assets of the
147 Corporation remaining after payment of, or provision for payment of, all debts and
148 liabilities of the Corporation, shall be distributed to an organization or organizations
149 recognized as exempt under Section 501(c)(3) or 501(c)(6) of the Code, or the
150 corresponding provision of any future United States internal revenue law, and used
151 exclusively to accomplish the purposes for which this Corporation is organized.

152 **ARTICLE XII**
153 **INCORPORATOR**

154 The name and address of the incorporator of the Corporation is as follows:

155 Washington State Dental Association
156 By its Executive Director, Bracken Killpack
157 126 N.W. Canal Street, Suite 300

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Seattle, WA 98107

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles
of Incorporation this ___ day of _____, 202x.

Bracken Killpack, Executive Director
Washington State Dental Association
126 N.W. Canal Street, Suite 300
Seattle, WA 98107

end

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2
3 **HD-14-2024**
4 **Adoption of Initial Bylaws**
5 **for Washington Consolidated Dental Society**

6 RESOLVED, that the House of Delegates adopts the following initial Bylaws for the
7 Washington Consolidated Dental Society:

8 **BYLAWS OF WASHINGTON CONSOLIDATED DENTAL SOCIETY**

9
10 **CHAPTER I - MEMBERSHIP**

11 **Section 1. ELIGIBILITY FOR MEMBERSHIP.** Membership in the Washington
12 Consolidated Dental Society (herein, the “Society”) is limited to individuals who reside
13 in the State of Washington in a jurisdiction that does not have a legally organized
14 component society of the Washington State Dental Association (“WSDA”) as such
15 jurisdictions are defined geographically in Article IX of the Bylaws of WSDA, as in
16 effect from time to time. Individuals residing in a jurisdiction where the component
17 society’s membership has elected to dissolve, but such process is not complete, are
18 also eligible for membership in the Society.

19 **Section 2. CATEGORIES OF MEMBERSHIP.** The categories of membership in the
20 Society are:

21 A. ACTIVE MEMBER. Every dentist who meets the requirements for active
22 membership in WSDA shall be eligible for active membership in the Society. An active
23 member in good standing shall be entitled to all the rights and privileges of
24 membership including, but not limited to, the right to vote, hold office, attend all
25 meetings of the Society, and to receive the Society’s communications.

26 B. ACTIVE LIFE MEMBER. An active member of the Society who meets the
27 requirements to be an active life member of WSDA shall be eligible for active life
28 membership in the Society. An active life member in good standing shall be entitled to
29 all the rights and privileges of an active member and such additional privileges as the
30 Society may make available to life members from time to time.

31 C. RETIRED MEMBER. An active member of the Society who meets the
32 requirements to be a retired member of WSDA shall be eligible for retired membership
33 in the Society. A retired member in good standing shall be entitled to all the rights and
34 privileges of an active member.

35 D. RETIRED LIFE MEMBER. An active member of the Society who meets
36 the requirements to be a retired life member of WSDA shall be eligible for retired life
37 membership in the Society. A retired member in good standing shall be entitled to all
38 the rights and privileges of an active member and such additional privileges as the
39 Society may make available to life members from time to time.

40 E. HONORARY MEMBER. Any person who has rendered outstanding
41 service to the dental profession or to the Society or has made a valuable contribution

42 to the science of dentistry is eligible for honorary membership in this Society.
43 Honorary members of WSDA are also eligible for honorary membership in the Society.
44 An honorary member shall be entitled to all the rights and privileges of an active
45 member except the right to vote or hold office. An honorary member shall be exempt
46 from the payment of all dues.

47 F. ASSOCIATE MEMBER. A person who meets the requirements to be an
48 associate member of WSDA shall be eligible for associate membership in the Society.
49 An associate member in good standing shall receive the Society's communications and
50 may attend meetings as may be authorized from time to time by the Board of Directors
51 but shall not have the right to vote or hold office.

52 The above membership categories shall be distinguished and apply as defined
53 in the WSDA Bylaws and Standing Rules, as in effect from time to time. In the event
54 WSDA eliminates, modifies, or pilots a membership category or the qualifications of
55 any membership category, those shall also apply to membership in this Society.

56 **Section 3. MEMBERSHIP APPLICATION AND ELECTION PROCESS.**

57 A. DENTIST MEMBERSHIP. The Society will process membership
58 applications expeditiously as follows:

59 1. A completed application for membership shall be submitted to the
60 Secretary/Treasurer of the Society.

61 2. If the applicant is a Washington licensed dentist and has no
62 pending disciplinary action, the applicant shall promptly be notified by WSDA
63 that he or she is a pending member with access to all benefits of membership.
64 The Society's Board of Directors has a period of thirty days to review the
65 application. If the application is not rejected by the Society's Board of Directors
66 within the thirty-day period, it shall be deemed accepted. The applicant is then
67 a member in good standing (subject to payment of dues and other such
68 obligations).

69 3. If the applicant has a pending disciplinary action, the applicant
70 shall be referred to the Society's Board of Directors for consideration.

71 4. If the Board of Directors recommends membership application be
72 denied, the applicant will be given written notice of the denial and the reasons
73 for the rejection of the application. When making decisions on whether to reject
74 membership, the Society's Board of Directors shall consider the following
75 criteria developed by the Washington State Dental Association:

76 • If the Dental Quality Assurance Commission has revoked the applicant's
77 license, the Board must wait one calendar year after the Dental Quality
78 Assurance Commission grants an initial license or reissues a license
79 before considering their application for membership.
80

81 • If an applicant has multiple Dental Quality Assurance Commission
82 actions on their license, consideration for membership will be on a case-
83 by-case basis.
84

85 • If an applicant has been charged with a felony, consideration for
86 membership will be on a case-by-case basis.
87

88 B. HONORARY MEMBERSHIP. Persons eligible for honorary membership
89 may be admitted by majority vote of the Society members participating at any regular
90 meeting.

91 C. APPEAL OF MEMBERSHIP DENIAL. If an application for membership is
92 denied, the applicant may request a hearing with the Society’s Board of Directors.
93 Following such a request, the Board of Directors shall review the membership decision
94 with authority to change the result of the prior decision.

95 1. A membership applicant hearing is informal. Neither the applicant
96 nor the Society will be represented by counsel. The applicant will be offered an
97 opportunity to present their position but will not be permitted to question
98 members of the Board of Directors.

99 2. If the applicant does not appear at the scheduled hearing, the
100 Board of Directors may decide the matter in the applicant’s absence. If the
101 applicant provides good cause for failing to appear at a scheduled hearing, the
102 Board of Directors will afford the applicant a second hearing. In the event the
103 applicant does not attend the second scheduled hearing, the original decision of
104 the Board of Directors to deny the application will stand.

105 3. An applicant whose membership application has been denied by
106 the Society after a hearing under this Section 3(c), may appeal that decision to
107 the WSDA Board of Directors (or an appeal panel the WSDA Board designates to
108 hear the appeal). Such appeals must be filed within thirty (30) days of the
109 applicant’s receipt of notice that the application was denied after hearing.
110 Appeals to WSDA are subject to all WSDA processes and requirements.

111 4. The membership applicant hearing and appeal rights do not apply
112 to a decision by the Society’s membership to not elect an honorary member.

113 D. SPECIAL SITUATIONS PERTAINING TO MEMBERSHIP. Special
114 situations pertaining to membership shall be processed and resolved in the manner
115 prescribed in the WSDA Bylaws and Standing Rules, or as determined by the Board of
116 Directors of the Society in a manner consistent with such requirements. Special
117 situations pertaining to membership governed by this Section include disability of a
118 member, a member’s call to active duty, and a member’s change of location. A member
119 may submit a written request for the Board of Director’s consideration under this
120 section. Such request should be submitted to the Secretary/Treasurer of the Society.
121 The Society will provide the member with written notice of the Board of Directors’
122 decision on the request.

123 E. MEMBER “IN GOOD STANDING”. A member of this Society whose dues
124 are paid current shall be “in good standing”; *provided that*, a member engaged in
125 practice, to remain in good standing, is required to satisfy all applicable state licensing
126 and continuing education requirements. In addition, a member that has agreed to
127 participate in peer review established by this Society or WSDA is required to cooperate
128 and comply with all decisions resulting from the peer review process in order to
129 remain in good standing.

130 **Section 4. SUSPENSION OR REVOCATION AND LOSS OF MEMBERSHIP.**

131 A. LOSS OF LICENSE. A member whose license to practice dentistry in the
132 State of Washington has been suspended or revoked shall automatically have their
133 membership in the Society suspended or revoked in accordance with the WSDA
134 Bylaws and Standing Rules as in effect from time to time.

135 B. DISCIPLINARY SUSPENSION. A member subject to disciplinary
136 suspension by the Society or WSDA for less than one (1) year is not entitled to vote on
137 any matter or to hold elected or appointed office for the duration of the suspension.

138 C. REVOCATION. A member subject to disciplinary suspension by the
139 Society or WSDA for a period of one (1) year or longer shall have all membership in
140 this Society revoked.

141 D. RESIGNATION. When a member resigns or otherwise terminates or loses
142 their membership in this Society, they shall thereby forfeit all rights and privileges of
143 membership in this Society.

144 E. REINSTATEMENT OF MEMBERSHIP. A member who has lost
145 membership due to loss of license, disciplinary suspension, resignation or otherwise,
146 may reapply for membership in accordance with Chapter 1, Section 3 of these Bylaws,
147 subject to all eligibility requirements set forth herein.

148 **Section 5. DISCIPLINE AND EXPULSION OF MEMBERS.**

149 A. REASONS FOR DISCIPLINARY ACTION. A member may be disciplined by
150 the Society for: (1) conviction of any felony; (2) violation of the Washington Dental
151 Practice Act or any successor thereto; (3) violation of any uniform code of professional
152 conduct applicable to the member's practice; and/or (4) violation of any code of ethics,
153 bylaws, or standing rule made applicable to Society members by these Bylaws,
154 including those of this Society, the WSDA, and the American Dental Association.

155 B. FORMS OF DISCIPLINE. Discipline may include censure, probation,
156 suspension, or expulsion, which may include preclusion of future membership for a
157 stated period of time, or for life.

158 C. DISCIPLINARY PROCEDURE.

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162 1. The Board of Directors may initiate a disciplinary investigation on
163 its own or because of a complaint received. The investigation will be conducted
164 by one (1) or two (2) Society members appointed by the Board of Directors. The
165 investigators will be selected in a manner to minimize the risk of actual bias or
166 the appearance of potential bias.

167
168 2. If the investigators determine it is probable that a violation or
169 unprofessional or unethical conduct occurred, the investigators will prepare
170 and submit a written report to the Board of Directors stating in ordinary and
171 concise language the acts or conduct identified that support a finding of
172 probable violation or unprofessional or unethical conduct.
173

174 3. Based on the investigators' report, the Board of Directors may
175 initiate a disciplinary proceeding by appointing a panel of three (3) Society
176 members to conduct a disciplinary hearing. The panel members shall be
177 selected in a manner to minimize the risk of actual bias or the appearance of
178 potential bias. One panel member shall be designated as the panel Chair.
179

180 4. The Board of Directors will notify the member accused of a
181 violation or of unprofessional or unethical conduct of its decision to initiate a
182 disciplinary proceeding following investigation. Such notice shall be delivered by
183 certified mail to the member's last known address within a reasonable time
184 after the Board of Directors appoints the disciplinary panel.
185

186 5. The Society may engage an attorney to present the Society's
187 position at the disciplinary proceeding at the Society's sole cost and expense.
188 The member may also be represented by an attorney at the disciplinary
189 proceeding at the member's sole cost and expense.
190

191 6. A disciplinary proceeding shall follow the hearing scheduling and
192 evidentiary procedures established by the WSDA as in effect from time to time.
193 The member and their attorney, if applicable, shall be entitled to receive a copy
194 of the hearing procedures in writing with the notice described above.
195

196 7. The panel shall consider and make its decision and set forth the
197 penalty to be imposed, if any, in writing within a reasonable time following the
198 disciplinary hearing, but in all cases no more than sixty (60) days following the
199 end of the hearing. A vote of two thirds (2/3) of the members on the panel shall
200 be required to censure, place on probation (with defined requirements),
201 suspend, or expel a member. No panel member who has not participated in the
202 entire hearing may vote on the matter. The panel's decision shall be filed with
203 the Board of Directors and copies thereof shall be served on the member in the
204 manner provided above for giving notice.
205

206 D. APPEALS PROCEDURE. A member may appeal a disciplinary decision of
207 the Society by delivering written notice to the WSDA President within thirty (30)
208 calendar days of receipt of the Society's written decision. Such appeals are subject to
209 all WSDA processes and requirements.
210

211 E. RESTORATION OF MEMBERSHIP.
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213 1. A member who has been censured, placed on probation, or
214 suspended by action of the Society shall have their membership and all
215 applicable privileges restored at the end of the term of censure, probation, or
216 suspension.
217

218 2. A member who has been expelled may reapply for membership in
219 accordance with Chapter 1, Section 3 of these Bylaws, subject to all eligibility
220 requirements set forth herein.
221

222 **Section 6. DUES.**

223 A. DUES.

224 1. The Board of Directors shall determine the amount of annual
225 active membership dues of this Society, subject to any requirements of WSDA.
226 Dues shall be discounted for categories of members in the same manner as
227 such discounts are applied to categories of members by WSDA, if any. In
228 establishing the dollar rate of dues expressed as a percentage of active member
229 dues, computations resulting in fractions of a dollar shall be rounded up to the
230 next whole dollar.

231 2. Membership dues shall be due January 1 of each year for all
232 members. Those members elected to membership in this Society after July 1,
233 except for those whose membership has lapsed for failure to pay the current
234 year's dues, shall pay fifty percent (50%) of the current year's dues, and those
235 elected after October 1 shall pay twenty-five percent (25%) of the current year's
236 dues for their membership category.

237 3. Dues shall be paid in the same manner as dues are paid to WSDA
238 and in accordance with WSDA policy.

239 B. SPECIAL CIRCUMSTANCES. A member may request deferral (through a
240 payment plan) or waiver of member dues in the event of special circumstances or
241 significant financial hardship that prohibits them from payment of the full dues. Such
242 requests shall be submitted to the Secretary/Treasurer for consideration by the Board
243 of Directors at its next regular meeting.

244 C. LOSS OF MEMBERSHIP AND REINSTATEMENT.

245 1. A member whose dues have not been paid by March 31 of the
246 current year shall automatically cease to be a member of this Society.

247 2. A member that has lost membership for failure to timely pay their
248 annual dues will be automatically reinstated as a member upon payment of all
249 dues then owed to the Society.

250

251 **Section 7. LEGISLATIVE BODY.** The legislative, governing and policy making body
252 of the Society shall be its voting members meeting in general session.

253 **Section 8. MEETINGS OF MEMBERS.**

254 A. REGULAR MEETINGS. The regular meetings of the general membership
255 of the Society shall be held on the dates and at the times established by the Board of
256 Directors and published in notice sent to all members at least ten (10) days and not
257 more than sixty (60) days before the first meeting of each calendar year.

258 B. ANNUAL MEETING. The last meeting of the calendar year will be the
259 annual meeting at which time the officers of the Society shall be elected.

260 C. PARTICIPATION AND ACTION. Participation in member meetings may be
261 in person or through electronic means through which all participants may be heard
262 and hear all other participants. The Society shall establish and maintain means for
263 electronic participation at all member meetings. Except as otherwise provided in the
264 Articles, these Bylaws or applicable law, the members shall act by majority vote of the
265 members participating in a meeting where quorum is present.

266 D. QUORUM. Participation of one-fifth (1/5) of the voting members of the
267 Society shall be necessary to constitute a quorum for the transaction of business at
268 any meeting of the membership.

269 E. SPECIAL MEETING TO RECONSTITUTE DISSOLVED COMPONENT
270 SOCIETY.

271 1. At any time, at least twenty (20) members who collectively reside
272 in the jurisdiction of one of the seventeen (17) component societies identified in
273 the WSDA Bylaws may call a special meeting to consider whether to
274 reconstitute such dissolved component society as permitted by Article IX,
275 Section G of the WSDA Bylaws.

276 2. Notice of the special meeting shall be sent by WCDS to all affected
277 members at least ten (10) days and not more than sixty (60) days before the
278 special meeting.

279 3. Participation, action, and quorum shall be as provided for in this
280 Section 8.

281 4. A member's decision to participate in the call of a special meeting
282 under this section or in the effort to reconstitute a dissolved component society
283 as provided for herein shall not diminish or alter in any way such member's
284 rights or obligations as a member of WCDS and may not be used as a basis to
285 discipline or discriminate against such member in any manner.

286 5. If the members participating in a special meeting called under this
287 section elect to reconstitute the dissolved society, those members shall rely on
288 WSDA staff for assistance and WCDS shall have no obligation to provide
289 financial or other support for such efforts. Once a dissolved component society
290 is reconstituted, all members residing in that jurisdiction shall automatically
291 become members of such component society and their membership in WCDS
292 shall end.

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CHAPTER II – BOARD OF DIRECTORS

Section 1. POWERS. The Board of Directors shall be the managing body of this Society vested with full power to conduct all business of the Society subject to the Act and other applicable law, the Articles of Incorporation, and the Bylaws of this Society.

Section 2. COMPOSITION.

A. All elective members of the Board of Directors must be voting members of the Society.

B. The Board of Directors shall consist of:

1. The elective officers of the Society: the President, the President-Elect, and the Secretary/Treasurer.

2. Up to five (5) at-large directors, including at least one (1) at-large director residing in each of the jurisdictions (as defined in Article IX(A) of the WSDA Bylaws) of the component societies that are consolidated in this Society. The directors elected to the Board of Directors under this Section 2(B)(2) shall be in addition to any elective or appointed officers from the same jurisdiction also serving on the Board of Directors.

3. The appointed Executive Director of the Society, if any, shall participate as a non-voting director.

Section 3. AT-LARGE DIRECTOR ELECTIONS AND TERM OF OFFICE. The nomination and election of at-large directors from the consolidated component society jurisdictions (as described in Section 2(B)(2) above) shall be held at the annual membership meeting at the end of each calendar year. The term of office of these directors shall be one (1) year. Terms shall begin on January 1 and end on December 31 of each year, or when their successor(s) are elected and begin their term(s), or until removal or resignation, whichever occurs first.

Section 4. MEETINGS.

A. SCHEDULE AND CALL. The Board of Directors shall determine its regular meeting dates, time, and place by resolution. Regular meetings shall be held on the days and at the times as determined by the Board of Directors and may be held immediately before or after regular meetings of the members. Special meetings of the Board of Directors shall be held whenever called by the President or by three (3) or more directors.

B. PARTICIPATION. Participation in Board of Director meetings may be in person or through electronic means through which all participants may be heard and hear all other participants. The Society shall establish and maintain means for electronic participation at all Board of Director meetings. Members of the Board of Directors may not act by proxy on any matter.

C. QUORUM. A majority of the Board of Directors participating at a meeting shall be necessary to constitute a quorum for the transaction of business.

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CHAPTER III - OFFICERS

Section 1. TYPE, TERM, VACANCIES.

A. ELECTIVE OFFICERS. The elective officers of this Society shall be the President, President-Elect, and Secretary/Treasurer. The elective officers shall be nominated by the Board of Directors and elected by the membership at its annual meeting.

B. APPOINTED OFFICERS. The appointed officers of this Society shall be the Delegate(s) to the WSDA House of Delegates and the Executive Director, if any. The Board of Directors shall appoint the Society’s Delegate(s) and the Society’s Executive Director, if any.

C. ELIGIBILITY. No person shall be nominated or elected to the office of President, President-Elect, or Secretary/Treasurer, or appointed as a Delegate who has not been a member of the Society for the preceding two (2) consecutive years.

D. TERM OF OFFICE. The term of office for all elective and appointed officers shall be one (1) year. All officer terms shall begin on January 1, and end on December 31, or when the officer(s)’ successor(s) are elected or appointed and begin their term(s), or until an officer’s removal or resignation, whichever occurs first. No elective officer shall serve more than two (2) consecutive terms in office.

E. VACANCIES. Vacancies in any of the elective or appointed offices shall be filled by appointment by the Board of Directors for the remainder of the vacant term. If the office of the President becomes vacant, the Executive Council shall seek to fill the vacancy first by offering it to the President-Elect. If the office of President-Elect becomes vacant, it shall remain vacant and the office of the President for the succeeding year shall be filled by an election at the annual meeting.

F. MULTIPLE OFFICES. An officer of this Society may hold more than one office in this Society at the same time, except that the offices of President and Secretary/Treasurer may not be held by the same person.

Section 2. ELECTIVE OFFICERS.

A. NOMINATIONS FOR ELECTIVE OFFICE. The Board of Directors shall present its elective officer nominations to the Society members in writing at least one month prior to the annual meeting and officer elections.

B. ELECTION. For elective offices, a majority vote of the members participating in the meeting is required to elect an officer.

368 **Section 3. APPOINTMENT OF DELEGATES.**

369 A. NOMINATION. The Board of Directors, or a committee thereof, shall
370 identify and nominate for appointment as this Society's Delegate(s) to the WSDA
371 House of Delegates at least one candidate who resides in each of the jurisdictions (as
372 defined in Article IX(A) of the WSDA Bylaws) of the component societies consolidated
373 in this Society.

374 B. APPOINTMENT. At a meeting held within sixty (60) days of notice from
375 WSDA of the number of delegates allocated to the Society, and in all cases at least
376 thirty (30) days prior to the Board of Director's last meeting of each calendar year, the
377 Board of Directors shall consider the candidates and appoint by majority vote the
378 Society's Delegate(s) for a one (1), two (2), or three (3) year term starting the following
379 January 1.

380 C. REPRESENTATION. The Board of Directors shall appoint a Delegate who
381 resides in each of the jurisdictions (as defined in Article IX(A) of the WSDA Bylaws) of
382 the component societies that are consolidated in this Society. If the number of
383 Delegate(s) allocated by WSDA to the Society is more than the number of component
384 society jurisdictions consolidated in the Society, the Board of Directors shall appoint
385 additional Delegate(s) from the consolidated jurisdiction(s) in proportion to the number
386 of Society members residing in each consolidated jurisdiction.

387 **Section 4. OFFICER DUTIES.** The elective and appointed officers of the Society shall
388 perform the duties set forth herein, and other such duties as may be delegated to them
389 by the Board of Directors from time to time, in accordance with applicable law.

390 A. PRESIDENT. It shall be the duty of the President to:

391 1. Direct the business of the Society.

392 2. Serve as the chair and preside at all meetings of the membership.

393 3. Serve as an *ex-officio* member of any committees created by the
394 Board of Directors.

395 4. Appoint the chair and members of any committees created by the
396 Board of Directors.

397 5. Serve as official representative of this Society in its contacts with
398 governmental, civic, business, and professional organizations for the purpose of
399 advancing the objectives and policies of this Society.

400 6. Submit regular reports to the members and the Board of Directors
401 regarding Society business.

402 7. Supervise all activities of this Society's central office and the
403 Executive Director, if any.

404 8. Perform other duties as may be provided in these Bylaws.

405

- 406 B. PRESIDENT-ELECT. It shall be to duty of the President-elect to:
- 407 1. Assist the President as requested.
- 408 2. Act in the absence of the President.
- 409 3. Be acquainted with the duties of the President and assume that
410 office one (1) year after election.
- 411 4. Succeed to the office of President in case of removal, resignation,
412 or death of the President while in office.
- 413 C. SECRETARY/TREASURER. It shall be the duty of the
414 Secretary/Treasurer to:
- 415 1. Supervise the collection and banking of all monies of the Society,
416 the disbursement of which shall be by check (paper or bank) or electronic funds
417 transfer.
- 418 2. Assist the Board of Directors with development of an annual
419 budget for the Society and obtain approval of the Board of Directors for
420 payment of any non-budgeted expense.
- 421 3. Supervise correspondence and membership records of the Society.
- 422 4. Maintain separate accounting records for dissolved component
423 society funds as required by Chapter VII, Section D of these Bylaws.
- 424 5. Serve *ex-officio* on any committees, without the right to vote, and
425 keep the minutes of all meetings.
- 426 D. DELEGATES TO WSDA HOUSE OF DELEGATES. The Delegate(s) shall
427 represent the Society at the annual WSDA House of Delegates meeting. The
428 Delegate(s) shall determine, insofar as possible, the desires and opinions of the
429 members of the Society in order to conduct the business of WSDA intelligently as it
430 relates to the Society. The Delegate(s) shall report to the members of the Society at the
431 next regular membership meeting following the House of Delegates meeting, the
432 proceedings of that body.
- 433 E. EXECUTIVE DIRECTOR. If the Society's Board of Directors appoints an
434 Executive Director, the Executive Director shall work under the control of the Board of
435 Directors and under the direct supervision of the President. It shall be the duty of the
436 Executive Director to:
- 437 1. Manage the central office of the Society, including the hiring and
438 discharging of employees of said office, if any.
- 439 2. Assist the Board of Directors in all of its activities, including the
440 preparation of the annual budget.
- 441 3. Coordinate and assist any committees in their work.
- 442 4. Administer all business of the Society.

443 5. Present to the Board of Directors regularly and immediately prior
444 to the annual membership meeting a report of the state of the Society and the
445 activities of the Executive Director over the past month or year, as applicable.

446 6. Serve as an *ex-officio* member of the Board of Directors, without
447 the right to vote.

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CHAPTER IV - COMMITTEES

450 **Section 1. COMMITTEES.** The Board of Directors shall determine whether to
451 create such committees as may be necessary or advisable to assist and support the
452 completion of the Board's work in a timely manner.

453 **Section 2. GENERAL.**

454 A. MEMBERS. All committees shall be composed of voting members in
455 good standing appointed by the President.

456 B. CHAIR. The chair of a committee shall be appointed by the President for
457 a term of up to one (1) year. Chairs shall not serve in that position for more than two
458 (2) successive years.

459 C. PARTICIPATION. Participation in committee meetings may be in person
460 or through electronic means through which all participants may be heard and hear all
461 other participants. The Society shall establish and maintain means for electronic
462 participation at all committee meetings.

463 D. QUORUM. A majority of the members of a committee shall constitute a
464 quorum.

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CHAPTER V – PEER REVIEW

467 As described in the WSDA Bylaws, as in effect from time to time, once a member
468 agrees to participate in the peer review process, the member must comply with the
469 requirements and outcomes thereof. Peer review conducted by the Society shall be
470 constituted and performed consistent with the WSDA Peer Review Procedure Manual.

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CHAPTER VI - CODE OF ETHICS

473 The standards set forth in the American Dental Association Principles of Ethics are
474 hereby adopted and incorporated as the code of ethics of this Society, as
475 supplemented and interpreted by this Society. Such standards shall govern the
476 conduct of the members in their relation to each other, the Society, and to the public.

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CHAPTER VII - MISCELLANEOUS

479 A. CONFLICT. No provision in these Bylaws shall conflict with or limit the
480 Constitution and Bylaws of the American Dental Association or the Articles of
481 Incorporation, Bylaws, or Standing Rules of the Washington State Dental Association.

482 B. FISCAL YEAR. The fiscal year of this Society shall begin on the first day
483 of January and end on the last day of December in each year.

484 C. INDEMNIFICATION.

485 1. Determination. When an officer or director is entitled to
486 indemnification under the Articles of Incorporation of the Society or applicable
487 law, it shall only be made after a determination that it is permissible under the
488 circumstances. This determination shall be made:

489 a By the Board of Directors, by a majority vote of a quorum
490 consisting of directors who are not parties to such proceeding at
491 the time; or

492 b If such a quorum cannot be obtained, then by a majority vote of
493 the elective officers, duly designated to act in the matter,
494 consisting solely of two (2) or more officers who are not parties to
495 such proceedings at the time; or

496 c In a written opinion by legal counsel at the request of the Board of
497 Directors.

498 2. Reasonableness of Expenses. When applicable, a determination
499 as to reasonableness of expenses shall be made in the same manner as the
500 determination that indemnification is permissible.

501 3. Non-exclusivity of Rights. When applicable, the right to
502 indemnification and the payment of reasonable expenses incurred in defending
503 a proceeding in advance of its final disposition shall not be exclusive of any
504 other right which any person may have or hereafter acquire under any statute,
505 provision of the Articles of Incorporation, Bylaws, agreement, vote of members,
506 if any, or disinterested directors or otherwise.

507 4. Insurance, Contracts and Funding. The Society may obtain and
508 maintain insurance at its expense to protect itself and any director, officer,
509 employee, or agent of the Society against any expense, liability, or loss, whether
510 or not the Society would have the power to indemnify such persons against
511 such expense, liability or loss under Washington law, as applied to nonprofit
512 corporations. The Society may, without further membership action, enter into
513 contracts with any director or officer of the Society in furtherance of the
514 provisions of this Chapter and may create a trust fund, grant a security
515 interest, or use other means (including, without limitation, a letter of credit) to
516 ensure the payment of such amounts as may be necessary to effect
517 indemnification as provided in the Articles of Incorporation and these Bylaws.

518 D. SEPARATE ACCOUNTING. Notwithstanding any provision to the
519 contrary herein, the Society shall account separately for the funds of each dissolved
520 and consolidated component society that were transferred to the Society as part of the
521 consolidation process, if any, excluding only the initial member dues paid by each
522 dissolved and consolidated component society to WCDS. WCDS will use such funds
523 for activities and events benefiting the dissolved component society's jurisdiction. The
524 foregoing dedicated use of funds by WCDS will be accomplished in a manner
525 consistent with applicable Internal Revenue Code requirements.

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CHAPTER VIII - RULES OF ORDER

528 The rules contained in the current edition of *The Standard Code of Parliamentary*
529 *Procedure* by Alice Sturgis shall govern the deliberations of this Society in all cases in
530 which they are applicable and not in conflict with the Articles of Incorporation or these
531 Bylaws.

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CHAPTER IX - CONSTRUCTION

534 Where the context or construction requires, all titles and personal pronouns used in
535 the Bylaws, whether used in the masculine, feminine or neutral gender, shall include
536 all genders.

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CHAPTER X - AMENDMENTS

539 These Bylaws may be amended or repealed by majority vote of the members
540 participating at the annual meeting or at a special meeting called for that purpose, a
541 quorum being present, *provided that*, notices setting forth the contemplated changes
542 have been mailed to the membership at least thirty (30) days prior to the voting date.

543

544 The foregoing bylaws were adopted this 14th day of September, 2024, by the WSDA
545 House of Delegates.

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end

HD-15-2024

**Reimagining Membership: Establishment of 2025-2027 Membership Model Pilot
(Bylaw Amendment)**

RESOLVED, that the following language be added before Article I. of the Bylaws:

Notwithstanding any provision in these Bylaws, the Board of Directors is authorized to implement a membership model pilot, in collaboration with the American Dental Association and WSDA’s Component Societies, for the membership years of 2025, 2026, and 2027 that does not conform with Articles I., II., and IX. of these Bylaws. The Board of Directors must submit provisions of the membership model pilot that will financially impact WSDA’s Component Societies to the House of Delegates for its approval prior to implementation. The Board of Directors will submit a report to the House of Delegates annually, reporting on the operation of the membership model pilot, and any findings and conclusions resulting from the operation of the pilot.

end

HD-16-2024

Reimagining Membership: Provisions of Membership Model Pilot Financially Impacting WSDA Component Societies in the 2025 Membership Year

RESOLVED, that the House of Delegates requires WSDA Component Societies to keep their base membership rates for the 2025 membership year the same as their base rate for the 2024 membership year, unless otherwise specified in this resolution;

And be it further

RESOLVED, that the House of Delegates requires WSDA Component Societies, for the 2025 membership year, to cap membership for its members designated by the WSDA Board of Directors as “Early Career Dentists” as follows:

- The membership rate for members up to 1.5 years out of dental education, as defined by the WSDA Board of Directors, is \$0.
- The membership rate for all other members less than six years out of dental education, as defined by the WSDA Board of Directors, is capped at \$150. Component Societies whose membership rate is less than \$150 shall keep their membership rate unchanged.

And be it further

RESOLVED, that the House of Delegates requires WSDA Component Societies, for the 2025 membership year, to eliminate any membership discount for members with an “Active Life” designation, as defined by the WSDA Board of Directors.

And be it further

RESOLVED, that the House of Delegates requires WSDA Component Societies, for the 2025 membership year, to set a membership rate of \$0 for all members that are retired, as defined by the WSDA Board of Directors.

And be it further

RESOLVED, that WSDA shall provide financial support to its Component Societies for participating in the membership model pilot using the following methodology:

- At the conclusion of the 2024 membership year, WSDA will provide each Component Society with a report on its revenue from 2024 membership, broken down by quarter.
- On a quarterly basis in 2025, WSDA will run a comparison report for each Component Society which shows membership revenue by quarter for both the 2024 and 2025 membership years.

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- In the event that 2025 revenue is less than 2024 revenue for the quarter, WSDA shall pay the Component Society an amount equal to the difference between 2024 and 2025 revenue.
 - At the end of the 2025 membership year, WSDA shall reconcile the quarterly reports with a year-end report. In the event that WSDA has contributed more than the amount necessary to make 2025 membership revenue equal to 2024 membership revenue, WSDA shall work with the Component Society to develop a payment plan for returning any excess contribution.

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end

HD-17-2024

Reimagining Membership: Membership Payment Policies

RESOLVED, that the House of Delegates affirms the following payment policies for the 2025-2027 membership model pilot:

- Membership rates will no longer be referred to as “dues”. Membership rates will be marketed primarily in monthly amounts.
- Starting with the 2025 membership year, WSDA will no longer charge a fee to members that pay for membership in monthly installments.
- Members will be required to pay for membership electronically, as defined by the WSDA Board of Directors, in order to purchase optional packages or to be eligible for select membership rate discounts, as defined by the WSDA Board of Directors.
- Starting with the 2025 membership year, membership will be presented electronically as auto-renewing in 2026 and future membership years. Members will be given appropriate electronic communication, as defined by the WSDA Board of Directors, prior to charging members for membership in future years.
- WSDA will continue to mail paper membership invoices but will encourage members to go online to determine if they are eligible for membership rate discounts or to purchase optional packages.

end

HD-18-2024

Regarding Predoctoral Member Representation at House of Delegates
(Articles of Incorporation Amendment)

RESOLVED that ARTICLE IV of the Articles of Incorporation be amended as follows:

MANAGEMENT

(As amended, 4-2-57, 12-3-60, 12-3-66, 12-2-72, 12-6-80, 12-4-82, 9-21-85, 9-18-93, 9-7-96, 9-16-00, 9-22-01, 9-17-05, 9-15-12, 7-27-20, 9-14-24)

Except as provided by law, the affairs of this corporation shall be managed and the corporate powers of the corporation shall be exercised by its House of Delegates and its Board of Directors, which may act through and by means of its officers.

The officers of the Association shall be a President, a President-elect, a Secretary-Treasurer, who shall be elected from the membership of this Association, and the Immediate Past President. The President, President-elect, and the Immediate Past President shall serve a term of one administrative year or until their successors are elected and installed. Beginning October 1, 2014, the President-elect shall also be the Vice President. The separate office of Vice President is then eliminated. The term of office of the Secretary-Treasurer shall be for three years or until their successor is elected and installed. The Secretary-Treasurer may be reelected, but shall not serve more than two consecutive terms. Serving out an unexpired term does not count towards this limitation.

There shall be a governing and administrative body in this corporation to be known as the House of Delegates, which shall have a minimum of seventy-seven voting members and shall consist of the President, the President-elect, the Immediate Past President, ~~the Vice President,~~ the Secretary-Treasurer, the delegates elected by the component societies, and two undergraduatepredoctoral dental students from each dental school headquartered in the State of Washington as selected by the respective students of each dental school through a process determined by the aforementioned students.~~the first and second ASDA delegates elected annually by University of Washington dental student members of the Washington Chapter of ASDA. A third ASDA member from the sophomore class will attend the meeting of the House of Delegates and that member will be reimbursed for his or her lodging.~~

Each component society shall be entitled to one delegate in the House of Delegates; the remaining delegates shall be apportioned among the component societies in proportion to the number of their members holding active and life membership in the Washington State Dental Association. The number of delegates to which each society is entitled shall be computed annually as of January 1 for each year. Once all the remaining at-large delegates have been apportioned, any dental society left with only a single delegate will be allowed one additional delegate for that year only.

During the interim between meetings of the House of Delegates, necessary business of the corporation shall be transacted by a Board of Directors consisting of the President, President-elect, Immediate Past President, ~~Vice President,~~ Secretary-Treasurer and

49 twelve additional members elected by the House of Delegates. The twelve additional
50 members shall serve a term of three years or until their successors are elected and
51 installed. The twelve additional members shall be elected on a staggered basis. No
52 member shall be eligible to serve more than two consecutive terms as an elected
53 member of the Board of Directors except where the initial service is a shortened term
54 to facilitate transition to orderly rotation or for the purpose of filling an unexpired
55 term. After three years off the Board of Directors, the member may be eligible again.
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57 end

HD-19-2024

Dental Wellness Task Force – Future Actions

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RESOLVED, that WSDA allocates \$40,000 in the 2024/25 budget for supporting the wellness of its members across the state,

And be it further,

RESOLVED, that the dental wellness task force and WSDA staff will continue to meet into the 2024/25 fiscal year to work on expanding wellness services to WSDA members,

And be it further,

RESOLVED that the task force will work with WSDA staff to find a provider and develop a mental wellness system that members can access with ease,

And be it further,

RESOLVED, that the allocated budget for this task force be spent on providing free mental wellness therapy sessions for members (initially on a first-come first-serve basis) that secures the anonymity of dentists that elect to use the prospective services,

And be it further,

RESOLVED that the task force will directly communicate with members regarding pertinent project updates and an accurate timeline for the mental wellness program roll-out.

end

REFERRED TO BOARD OF DIRECTORS

HD-20-2024

Director at Large Position

RESOLVED, that a two (2) year Director at Large position be established and appointed by the Board of Directors. An application and interview are required. The Director at Large must have graduated from a CODA accredited program within the past 7 years, be licensed to practice dentistry in the State of Washington without any restrictions, and be a member of the Washington State Dental Association.

end

HD-21-2024

Revisions to the Association’s Conflicts of Interest Policy (Bylaws Amendment)

RESOLVED, that Article IV. Section I of the Bylaws be amended as follows:

I. ~~Conflicts of Interest. A member may not serve as an officer or member of the Board of Directors of the WSDA while serving as a member of the Washington State Dental Quality Assurance Commission. A member of this state Commission may serve as a member of a WSDA standing committee or a task force, but shall not participate in matters which are likely to come before the Commission on which he or she serves. Any WSDA officer, Board of Directors member, or member of a standing committee who has a financial interest or other position which gives him or her a stake in the outcome of a particular matter shall disclose the conflict of interest and, if appropriate under the circumstances, shall abstain from participating in the matter under consideration.~~

1. Any WSDA Officer, Board of Directors member, ADA Delegate or Alternate Delegate, WSDA Delegate or Alternate Delegate, or member of a standing committee, task force, or subsidiary board who has a financial interest or other stake in the outcome of a particular matter before the body on which they serve shall disclose it as a potential conflict of interest. It shall be the responsibility of the body, to which the conflict is reported, to determine if a conflict of interest exists and, if a conflict exists, the conditions under which the member with a conflict may or may not participate in the deliberations of the body.

2. A member may not serve on the WSDA Board of Directors while serving as a member of the following entities:

- Washington State Dental Quality Assurance Commission
- Washington State Legislature
- Delta Dental of Washington Member Advisory Panel
- The Board of Directors of any organization affiliated with any Delta Dental
- The Board of Directors of any medical or dental insurance or benefits carrier that operates in the State of Washington
- The Board of Directors of any company that directly competes with a subsidiary of the Washington State Dental Association
- The American Dental Association Board of Trustees

3. The Board of Directors may adopt additional policy related to conflicts of interest in Standing Rule.

end

ADOPTED

HD-22-2024

Allowing Foreign Trained Dentists to Become Dental Hygienists

RESOLVED, that WSDA supports creating a pathway for foreign trained dentists to become licensed dental hygienists in Washington state, provided licensure via this pathway includes passage of appropriate examination(s) and any other qualifications determined by the WSDA Legislative Task Force.

end