



Bylaws of the Santa Clara County Dental Society

Amendments ratified December 5, 2024 by mail-in ballot

CHAPTER I: ORGANIZATION

SECTION 10. Name:

The name of this organization shall be the Santa Clara County Dental Society, hereinafter referred to as the Society.

SECTION 20. Objectives:

The objective of this Society is to support dentist members in their practices as they strive to improve the oral health of the community and to promote the art and science of dentistry, and as otherwise specified in the Articles of Incorporation.

SECTION 30. Geographic Area:

The area served by this Society is designated by the California Dental Association (CDA).

SECTION 40. Component Society of CDA:

This Society is a component society of and chartered by CDA.

SECTION 50. Government:

- A. The supreme authoritative body of this Society shall be society members voting at a General Membership Meeting or special meeting of the Society.
- B. The administrative and managing body, with fiduciary responsibility for the Society, is the Board of Directors, hereinafter referred to as the Board.

SECTION 60. Rule of Order:

American Institute of Parliamentarians Standard Code of Parliamentary Procedure, latest revised edition, shall govern all matters not provided for by these Bylaws.

SECTION 70. Additional Rules:

The Society and/or the Board shall adopt and publish all rules necessary or convenient to implement these Bylaws. These shall be included in the Governance Policies and Procedures document.

CHAPTER II: MEMBERSHIP

SECTION 10. Qualifications:

Membership in this Society shall be open to any individual who subscribes to, adheres to and is bound by the ethics, Bylaws and rules and regulations of the American Dental Association (ADA), CDA, and this Society, and who qualifies under the following criteria:

- A. Is a holder of a DDS, DMD or other degree that meets the educational requirements for licensure as a dentist in a state or other jurisdiction of the United States (District of Columbia, the Commonwealth of Puerto Rico, the Commonwealth of the Northern Mariana Islands and the territories of the United States Virgin Islands, Guam and American Samoa).

SECTION 20. Membership, Rights and Obligations:

- A. The categories of membership are defined in the Bylaws of CDA.
- B. In addition, two Associate Membership categories are:
 - a. **Affiliate Member:** any dentist, including a military member, who maintains membership in good standing in the ADA and who is not otherwise eligible for membership in this Society, may be classified as an Affiliate Member. Affiliate Members shall have all rights and privileges except the right to vote or hold elected office.
 - b. **Dual Member:** any dentist may be classified as an active Dual Member if he/she/they maintains an active membership in good standing in his/her/their primary California component and meets all requirements for Active membership in SCCDS other than the requirement for practicing within the boundaries of the Society. Dual Members will enjoy all rights and privileges of Active Members of SCCDS except the right to hold elective office simultaneously in another component society.
- C. Any member who at any time ceases to be qualified or to conform to membership criteria set forth in these Bylaws automatically ceases to be a member of this Society.
- D. An application for membership or the payment of dues to this Society shall constitute signature to and acceptance of the Bylaws of this Society, including the obligation to abide by the policies, regulations and decisions of duly constituted committees of the Society.
- E. No member shall be personally or otherwise liable for any debts or obligations of the Society.

SECTION 30. Discipline:

Members may be disciplined by CDA in accordance with the provisions of Chapter VIII of the Bylaws for conduct subject to discipline.

SECTION 40. Waiver:

Upon becoming a member of this Society, each member waives the right to hold this Society or any member thereof responsible for any damage in case of punishment imposed pursuant to these Bylaws or in case of the confirmation of any such punishment imposed by the Society.

SECTION 50. Dues and Assessments:

- A. The amount of dues and assessments shall be established by a simple majority of voting members present at any General Membership Meeting of the Society, provided that all members have been given at least 21 days' notice via email and publication in the Society publications.
- B. The due date and delinquent date of dues and assessments is determined by CDA.

- C. Delinquency and reinstatement for non-payment of dues and assessments:
 - a. A member whose dues and assessments have not been paid by the delinquent date ceases to be a member of this Society.
 - b. Reinstatement of membership lost for non-payment of dues and assessments may be secured on the payment of the required dues, assessment for the current year, and in compliance with other applicable provisions of the Bylaws of this Society, of the CDA and the ADA.
 - c. When a member loses membership as a result of non-payment of any assessment, the Society reserves the right to collect the assessment.
 - d. No dues will be refunded except as approved by a two-thirds vote of the Board of Directors or its designee, in its sole and final discretion.

CHAPTER III: EXECUTIVE COMMITTEE MEMBERS, BOARD OF DIRECTORS, CDA BOARD OF COMPONENT REPRESENTATIVES AND DELEGATES, EXECUTIVE DIRECTOR

SECTION 10. Executive Committee:

The Executive Committee is a subcommittee of and accountable to the Board, and subject to these Bylaws and any other policies established by the Board. The Executive Committee encompasses the personnel oversight committee which is responsible for the general oversight of human resource policies and procedures for the Santa Clara County Dental Society as well as the finance committee which is responsible for general oversight of budget preparation, regular budget monitoring, oversight of adherence to financial policies and procedures and preparation of the annual tax filing. The Executive Committee members shall be President, President-Elect/Treasurer, Secretary, and Immediate Past President. The Executive Director is a non-voting participant.

1. **President:** The President's term is one year. It shall be the duty of the President to:
 - a. Perform such duties as provided by these Bylaws or as directed by the Board.
 - b. Serve as Chair of the Executive Committee.
 - c. Preside at all Society Board and General Membership Meetings. The President does not vote unless needed to break a tie.
 - d. Appoint the Chair(s) and members of all Committees, subject to approval of the Board. The President may modify the composition of any committee or task force by adding or removing members. This shall apply to all committees except for the Bylaws, Nominating, and Finance Committees. If a committee or task force is deemed important because of significant financial or strategic impact, creation or member modification requires majority approval of the Board of Directors.
 - e. Serve as official representative of this Society.
 - f. Serve as Immediate Past President upon expiration of the term of -Presidency.
 - g. Chair the Society's delegation to the CDA House of Delegates.
2. **President-elect/Treasurer:** The President-elect/Treasurer's term is one year. It shall be the duty of the President-Elect/Treasurer to:
 - a. Assist the President, as requested.
 - b. Be acquainted with the duties of the President.
 - c. Perform the duties of the President in the absence of the President.
 - d. Assume the office of the President at the expiration of the president's term.
 - e. Succeed to the office of President in case of removal, resignation, or death of the President.
 - f. Serve as chief financial officer subject to the direction of the Board.
 - g. Oversee the maintenance of an accurate account of all receipts and disbursements.
 - h. Meet regularly with the Executive Director to review finances.
 - i. Oversee preparation and submission of an annual budget to the Board.
 - j. Serve as Parliamentarian.

- k. Serve on the Executive Committee.
 - l. General oversight of human resources policies and procedures
 - m. Delegate the duties imposed by these Bylaws to the Executive Director or others. The delegation of any duty does not relieve the responsibility of office.
 - n. Perform other duties as provided by these Bylaws or as directed by the Board.
3. **Secretary:** The Secretary's term is one year. It shall be the duty of the Secretary to:
- a. Oversee maintenance of all documents and instruments of the Society.
 - b. Oversee supervision of the SCCDS membership records..
 - c. Meet regularly with the Executive Director and President Elect/Treasurer to review finances.
 - d. Delegate the duties imposed by these Bylaws. The delegation of any duty does not relieve the responsibility of office.
 - e. Serve as recording officer of the Society, Board and the Executive Committee and be the custodian of their records.
 - f. Chair the Bylaws and Governance Policies Review Committee.
 - g. Serve on the Executive Committee.
 - h. General oversight of human resources policies and procedures
 - i. Perform other duties as provided by these Bylaws or as directed by the Board.
4. **Immediate Past President:** The Immediate Past President's term is generally one year, but may be longer if the most recent Immediate Past President is unable or unwilling to serve. It shall be the duty of the Immediate Past President to:
- a. Chair the Nominating Committee.
 - b. Serve on the Executive Committee.
 - c. General oversight of human resources policies and procedures
 - d. Perform other duties as provided by these Bylaws or as directed by the Board.
5. **Board of Component Representative (BCR):** The Board of Component Representatives (BCR) shall represent component perspectives on issues of shared importance to serving members and will foster the flow of information between CDA and the components.
- a. Represent component perspectives at CDA on issues of membership, component leadership development and governance, and other issues of shared importance to serving members.
 - b. Consider proposals and vote on recommendations, for final approval by the CDA board or house.
 - c. Consider the board of directors' slate of candidates, to approve or provide an alternate slate for final election by the CDA board.
 - d. Serve as an advisory committee to the house, to include reviewing component resolutions and providing input to the author(s) to shape the final recommendation and enhance the effectiveness of house discussions.
 - e. Discuss and share best practices amongst components.
6. **Executive Director:** The Board may appoint an Executive Director and fix his/her/their compensation. The Executive Director is a non-voting participant on the Executive Committee, the Board of Directors, and on all committees except Nominating, Peer Review, and Personnel Oversight. It shall be the duty of the Executive Director to be the executive head of the Society office and responsible for hiring, supervising, and terminating Society staff. The Executive Director shall be subject to the oversight and supervision of the Board. The Executive Director shall perform such other duties as assigned by the Board and the Executive Committee.

SECTION 20. The Board of Directors: ~~The Board of Directors is the administrative and managing body with fiduciary responsibility for the Society.~~ The Board of Directors serves as the Society's governing and fiduciary body. Directors shall act in good faith, in the best interests of the Society, and with the care an ordinarily prudent person would exercise under similar circumstances. The Board provides policy oversight and

strategic direction, while delegating day-to-day operations to the Executive Director. Directors may rely on information and reports from officers, employees, counsel, accountants, and other qualified professionals reasonably believed to be reliable. No individual director, officer, or committee member may act on behalf of the Society without Board authorization. The Board shall maintain a Conflict of Interest Policy applicable to all directors and officers.

- A. The Board of Directors of this Society consists of the Executive Committee members, the representative to the CDA Board of Component Representatives, and a maximum of 6 Directors-at-Large (including the Chief Communications Officer/Editor) elected from the membership to serve three-year terms.
- B. Chairs/co-chairs of standing committees and all Past Presidents except the immediate past President shall be guests should they wish to attend a Board meeting.
- C. Terms of Office: The consecutive tenure of a Director-at-Large and the Chief Communications Officer/Editor shall be limited to two full terms of three years each.
- D. Powers: The Board shall have the power to establish rules and regulations provided for and consistent with these Bylaws.
- E. Meetings: The Board shall meet a minimum of four times per year or as the Board deems necessary to conduct the business of this Society.
- F. No current member of the SCCDS Board of Directors may serve coterminously on either the Santa Clara County Dental Foundation Board of Directors or the Santa Clara County Dental Society Members' Political Action Committee Board of Directors.
- G. Chief Communications Officer/Editor: The Chief Communications Officer/Editor's term is three years, renewable for three years for a total of six years. It shall be the duty of the Chief Communications Officer/Editor to:
 - a. Oversee SCCDS' communications strategy and activities, including the magazine, digital and social media, and public media communications.
 - b. Perform other duties as provided by these Bylaws or as directed by the Board.
- H. **Past President Emeritus (Non-Voting):** A Past President (not immediate past president), at the board's discretion on an annual basis, may be appointed to serve as a Past President Emeritus for a period of one (1) year (up to one term).

SECTION 30. Representative to the CDA Board of Component Representatives: It shall be the duty of the SCCDS Representative to the CDA Board of Component Representatives to:

- A. To serve as a voting member of the Santa Clara County Dental Society Board of Directors.
- B. Represent the interests of SCCDS on the CDA Board of Component Representatives.
- C. An applicant for SCCDS Representative to the CDA Board of Component Representatives must meet the requirements set by CDA, must have been a SCCDS member for a least three years, and have served in a leadership position such as board member, committee or task force chair/ member within SCCDS, CDA or ADA.
- D. **Term of Office:** The SCCDS Representative to the CDA Board of Component Representatives shall serve a term consistent with the requirements established by the California Dental Association (CDA), currently two (2) years for up to three (3) terms. The representative may be eligible for reappointment or reelection to a subsequent term in accordance with CDA guidelines and SCCDS election procedures. In the absence of performance concerns, the incumbent may be recommended by the Nominating Committee for an additional term without requirement for a contested nomination process.

SECTION 40. Delegates to the House of Delegates of CDA:

The total number of delegates is determined by the CDA. The Board of Directors shall be given priority for the designated delegate slots, with any remaining positions to be recommended by the President with the approval of the Board of Directors.

CHAPTER IV: ELECTION PROCEDURES:

SECTION 10. Nominating Committee:

The Nominating Committee is a standing committee whose duty it shall be to nominate the President, President-Elect/Treasurer, Secretary, and Directors-at-Large, and the SCCDS Representative to the CDA Board of Component Representatives.

- A. The Nominating Committee shall consist of the Immediate Past President serving as Chair with the right to vote and six members appointed by the Board, three to be appointed each year for a two-year term.
- B. No voting Board member may be a member of this Committee, with the exception of the Immediate Past President, who shall act as Chair.
- C. No member of the Nominating Committee can be nominated for elected office in the Society.
- D. The names of those selected by the Nominating Committee shall be e-mailed to the general membership and published in at least one issue of the Society magazine immediately prior to the election. The Nominating Committee shall also make its report at two General Membership Meetings immediately preceding the meeting at which the election is scheduled.

SECTION 20. Nominations from the Floor:

After the first report of the Nominating Committee to the General Membership Meeting, nominations may be made from the floor by any active member in good standing. Nominations from the floor will not be accepted after close of the second General Membership Meeting at which nominees are introduced. The names of any candidates nominated from the floor and a short statement submitted by all candidates in contested elections will be published in the next issue of the Society magazine and sent to all members via email.

SECTION 30. Voting Procedure:

Election shall be held at a fall (September, October November) General Membership Meeting. The vote shall be secret and written if more than one candidate has been nominated for any one office. ~~Candidates receiving a simple majority of votes cast for any office shall be considered elected, except the candidates for Director-at-Large where the candidates with the most votes for the Board of Directors shall be considered elected.~~ Candidates for all officers, other than Director-at-Large, who receive a majority (more than 50%) of the votes cast shall be elected. Candidates for Director-at-Large shall be elected based on a plurality of the votes cast, with the candidates receiving the highest number of votes filling the available positions. ~~Newly~~ elected Board members shall be installed by the outgoing President and recognized at an early January ceremony for members. The incoming President will also be installed and recognized at the same event.

SECTION 40. Vacancies:

- A. President: If a vacancy occurs nine months or less before the end of the President's term, the President-Elect/Treasurer shall be the acting President for the balance of the term and shall succeed to the office of President at the next installation. If more than nine months remain in the term of office, the President-Elect/Treasurer shall be installed as President by the Board of Directors within 15 days and shall be President for the balance of the unexpired term only. The Secretary then assumes the position of President-Elect/Treasurer and a director at large will be voted to the position of Secretary ~~the Secretary~~. The Nominating Committee shall then select a new Secretary, whose name shall be presented at the next General Membership Meeting, with appropriate notices as in the case of other nominations. Nominations can be accepted from the floor, and election of a new Secretary will occur at the next General Membership Meeting.
- B. Should a vacancy occur in an Executive Committee position, a special meeting of the Nominating Committee shall be held. The vacancy shall be filled from the recommendations of the Nominating Committee with the approval of a simple majority of the members of the Board present and voting.

- C. Should a vacancy occur in the Chief Communications Officer/Editor position, the President shall nominate an interim replacement with approval of the Board of Directors. The Nominating Committee shall nominate a replacement for the position to be voted on by the membership at the next election cycle.
- D. Should a vacancy occur in a Board Member-at-Large position, all members shall be invited to apply. The Nominating Committee will receive, review, and recommend a replacement for no more than 12 months with the new member filling out the remaining calendar year of the vacating member's term. The nominated board member may run for his/her/their own 2 terms for a maximum of 7 years.
 - a. Election of the new board member is conducted per section 30, or a special election can be held at any time of the year.
- E. Should a vacancy occur in the SCCDS Representative to the CDA Board of Component Representatives, the Board of Directors will appoint an interim member from the current Board of Directors for no more than 12 months. During this interim time, all members will be notified of the vacancy. The interim incumbent may apply for the position. Once a permanent replacement has been elected by the general membership, the new BCR member will serve the remainder of the vacating BCR member's term.
- F. The Board can be missing up to 2 members for no more than 12 months.

SECTION 50. Removal from Office:

Any Executive Committee Member, Director-at-Large, Chief Communications Officer or CDA Board of Component Representative ~~may be removed either (a) by a two-thirds (2/3) vote of the members present and voting at a General Membership Meeting, OR (b) for cause, by a two-thirds (2/3) vote of the Board of Directors, provided due process is followed as defined in Governance Policies.~~ ~~may be removed from office by the members present and voting at a General Membership Meeting.~~ In all such actions, the Board member involved and the entire membership shall ~~furnish~~ be provided a copy of the statements of reasons for removal not less than 15 days in advance of the meeting. In all such actions, the decision of the membership is final.

CHAPTER V: GENERAL MEMBERSHIP MEETINGS

- A. Regular business of the Society may be transacted at any General Membership Meeting.
- B. A special meeting must be called by the President of the Society if so directed in writing by 50 members of the Society. The President or the Board of Directors may also call a special meeting.
- ~~C. A quorum is 200 members with voting privileges in attendance.~~
- D. ~~A quorum for the transaction of business at any General Membership Meeting shall consist of 10 percent (10%) of the voting members of the Society, or two-hundred (200) members, whichever is less, unless otherwise required by law. The presence of a quorum at the beginning of a meeting shall permit the transaction of business for the duration of the meeting~~
- E. Any action which may be taken at a General Membership Meeting may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

SECTION 10 Voting:

- Any action that may be taken at a meeting of the membership may be conducted in person or by electronic ballot or other electronic means in accordance with applicable law.
- Board action may be taken by electronic transmission only if it constitutes unanimous written consent of all directors, or during a duly noticed meeting conducted by teleconference or other electronic means that allows all directors to hear one another simultaneously, in compliance with California law.
- The organization shall implement reasonable measures to verify voter identity, prevent duplicate voting, and preserve ballot confidentiality where required. For any vote requiring a secret ballot under California law, the voting system shall ensure that votes cannot be identified with the voter.

SECTION 20 Election Procedures

The organization shall conduct all elections and membership votes in accordance with procedures adopted by the Board of Directors and maintained in the Voting Procedures outlined in the Governance Policy, as amended from time to time.

Such procedures shall comply with applicable law and ensure voter eligibility verification, ballot confidentiality where required, and accurate tabulation of result.

CHAPTER VI: DECISIONS OF THE BOARD OF DIRECTORS

SECTION 10: Any decision of the Board of Directors may be revoked by a 2/3 majority affirmative vote of the Society members present and voting at a General Membership Meeting or special meeting of the Society. A copy of the decision in question and reason for its proposed revocation shall be distributed by the best means possible not less than fifteen or more than ninety days in advance of the meeting.

SECTION 20: Meeting by Conference or Other Electronic Means.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or other communication equipment if all of the following apply:

- A. Each member can communicate with all of the other members concurrently.
- B. Each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken.
- C. A means of verification is adopted and implemented by the corporation as to both of the following:
 - i. the person communicating by electronic means is entitled to participate in the Board meeting and
 - ii. all statements, questions, actions or votes were made by that person, not by another not entitled to participate.

This Section shall also apply to committees of the Society unless otherwise provided by the Board.

SECTION 30: Action by Unanimous Written Consent without a Meeting.

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

This Section shall also apply to committees of the Society unless otherwise provided by the Board.

~~**SECTION 40: Participation by Electronic Means**~~

~~Members of the Board of Directors and Committees may participate in a meeting through the use of conference telephone, video conferencing, or other communications equipment, provided that all participants can hear one another simultaneously. Participation in such a meeting shall constitute presence in person.~~

~~This Section shall also apply to committees of the Society unless otherwise provided by the Board.~~

CHAPTER VII: COMMITTEES

SECTION 10: Committees: The Standing Committees are:

- Bylaws and Governance Policies Review Committee
- Ethics Committee
- Finance Committee
- Nominating Committee
- Peer Review Committee (inactive)

The Board, by majority vote, may add or eliminate committees, sub-committees, or temporary task forces to conduct the business of the Society. They shall be appointed by the President with the approval of the Board of Directors, with the exception of the Nominating Committee which shall be appointed directly by the Board of Directors.

All records, papers, computations, reports, findings and other data of all committees including those of the Executive Committee shall remain the property of the Society.

The Board of Directors may review all actions of all committees.

Committee responsibilities are described in the Governance Policies and Procedures document.

CHAPTER VIII. CONDUCT OF MEMBERS AND JUDICIAL PROCEDURES

SECTION 10. Professional Conduct of Members:

The professional conduct of a member of this Society shall be governed by the Principles of Ethics of the CDA, ADA and this Society.

SECTION 20. Discipline of Members:

- A. A member may be disciplined by CDA for:
 - a. Having been found guilty of a felony.
 - b. Having been found guilty of violating the Dental Practice Act of the State of California.
 - c. Violating this Society's Bylaws, the Code of Ethics of the CDA, or the Principles of Ethics and Code of Professional Conduct of the ADA.
- B. A member may be placed under a sentence of censure, probation, suspension, or may be expelled from membership for any of the offenses enumerated in Section 20-A of this Chapter. A member may be placed under the conditional status of probation following the stay of a penalty of censure, suspension or expulsion.
 - a. Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular type of conduct or act.
 - b. Suspension means all membership privileges, except continued entitlement to coverage under insurance programs, are lost during the suspension period.
 - c. Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided herein.
 - d. Probation, to be imposed for a specified period and without loss of rights, may be administratively and conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been suspended. Probation shall be conditioned upon good behavior. Additional reasonable conditions may be set forth in the decision for the continuation of probation. In the event that the conditions for probation are found by the Society to have been violated, after a hearing on the probation violation charges in accordance with Section 20-C of this Chapter, the original disciplinary penalty shall be automatically reinstated; except that when circumstances warrant the original disciplinary penalty may be reduced to a lesser penalty. There shall be no right of appeal from a finding that the conditions of probation have been violated.
- C. Disciplinary proceedings shall be initiated only by CDA, either upon its own initiative or

upon request of the Society. The Society shall refer disciplinary matters to CDA with a request that CDA initiate disciplinary proceedings. In the event that CDA declines to initiate the requested disciplinary proceedings, CDA shall promptly notify the Society. Before a disciplinary penalty is invoked against a member of the Society, the following procedures shall be followed by the Society:

- a. Hearing. The accused member shall be entitled to a hearing at which they shall be given the opportunity to present a defense to all charges. Accused members may represent themselves, be represented by another member, or, be represented by legal counsel. Members shall bear all costs for representation. The hearing shall occur not less than five days before the effective date of the censure, suspension, expulsion or probation.
- b. Notice. The accused member shall be notified in writing of charges and of the time and place of the hearing, such notice to be sent by certified letter and mailed not less than 21 days prior to the date set for the hearing.
- c. Charges. The written charges shall include an officially certified copy of the alleged conviction or determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been violated, and shall include a description of the conduct alleged to constitute each violation.
- d. Decision. Every decision which shall result in censure, suspension, or expulsion shall be documented, and shall specify the charges made against the member, the facts which substantiate any or all of the charges, the verdict rendered and the penalty imposed. A notice shall be mailed to the accused member about the right to appeal. Within 10 days of the date on which the decision is rendered, a copy shall be sent by certified mail to the last known address of each of the following parties: the accused member, the president and secretary of the CDA, and to the executive director and chair of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.
- D. A member, under sentence of censure, suspension or expulsion, shall have the right to appeal a decision of CDA, or hearing panel thereof, to the Council on Ethics, Bylaws and Judicial Affairs of the ADA, in accordance with the Constitution and Bylaws of the ADA.
- E. In the event of a failure of technical conformance to the procedural requirements, the agency hearing the appeal shall determine the effect of technical nonconformance.

CHAPTER IX: AMENDMENTS TO BYLAWS

SECTION 10. Amendments:

These Bylaws may be amended at any General Membership Meeting of the Society by an affirmative vote of 2/3 of the members present and voting provided that all members have been given at least 30 days written notice to such action.

SECTION 20. Abrogation:

All Bylaws heretofore in force are hereby abrogated and these Bylaws remain the sole Bylaws of this Society.

SECTION 30. Conflict:

Should any of these Bylaws be in conflict with the Bylaws of CDA and/or ADA, that section of these Bylaws shall immediately become inoperative.

CHAPTER X: POLICY DOCUMENT

The Governance Policies and Procedures document of the Society shall include and define the administrative procedures, rules and regulations of this Society, which may be enacted by the members as

set forth in Chapter V of these Bylaws, or by action of the Board.

CHAPTER XI: FINANCES

SECTION 10. Fiscal Year:

The fiscal year of this Society is January first through December thirty-first.

SECTION 20. General Fund:

The general fund shall consist of all monies received other than those specifically allocated to other funds by these Bylaws. The General Fund may be divided into operating and reserve divisions at the direction of the Board.

SECTION 30. Research and Scholarship Funds:

This Society may also establish other funds, such as for research and for scholarship purposes. The principal of these funds however shall be derived only from direct contributions, grants and earnings, and shall be used exclusively for the purposes for which said funds were raised.

CHAPTER XII: EMERGENCY ACTION

The Board of Directors or Executive Committee of this Society may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Society and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Society, in its sole discretion, upon conclusion of the emergency.

CHAPTER XIII: INDEMNIFICATION AND INSURANCE

~~**SECTION 10:** To the fullest extent permitted by the law and governed by SGCDS insurance coverage, the Society shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Society's behalf. "Agent" for this purpose shall include representatives, members of the Board of Directors, members, and employees.~~

To the fullest extent permitted by the laws of the State of California, the Society shall indemnify, defend, and hold harmless its agents against any and all claims, liabilities, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising out of any alleged or actual act or omission in the performance of duties on behalf of the Society, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the Society.

For purposes of this section, "agent" includes any director, officer, committee member, employee, or other authorized representative of the Society.

The right to indemnification shall include the right to the advancement of expenses to the fullest extent permitted by law.

~~**SECTION 20:** The Association shall purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising~~

~~out of the agent's status as such.~~

The Society shall purchase and maintain insurance, including EPLI & Directors and Officers (D&O) liability insurance, to the fullest extent permitted by law, on behalf of its agents against any liability asserted against or incurred by such agents in their capacity as representatives of the Society.