

NGS

**NORTHEASTERN
GNATHOLOGICAL
SOCIETY**

**BY-LAWS
November 11, 1994**

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NORTHEASTERN GNATHOLOGICAL SOCIETY

BYLAWS

Revised November 1994

NAME

The name of the Society is the Northeastern Gnathological Society.

ARTICLE II

PURPOSES

The Society is organized, and shall be operated, exclusively for scientific, charitable and educational purposes to advance, foster, encourage, promote and improve the art, science, and practice of prosthodontics, gnathological, planned occlusion, and advanced techniques for restoring and maintaining the health and function of the masticatory system.

To perform any acts, including the raising of funds, necessary or incidental to the carrying out of any of the purposes hereinabove set forth. To solicit, accept and hold contributions, gifts and grants of every sort, and to borrow funds for the purpose of the Society. To hold, invest, reinvest, and administer the Society's property of every kind and description including but not limited to its funds, and to use, apply, expend, disburse, grant and contribute the same for the purposes of the Society. To do and participate in all and everything necessary, suitable or proper for the accomplishment of the Society's purposes or powers and the attainment of its objects, subject to the restrictions of all applicable law. The Society shall not operate for pecuniary profit or financial gain.

Nothing herein shall authorize the Society to engage in the practice of the profession of dentistry or any other profession required to be licensed by the Title VIII of the New York State Education Law. Nothing herein shall authorize this Society, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-For-Profit Corporation Law, Section 404(b) -(c)-except 404(d). Nothing contained in this certificate shall authorize or empower the Society to perform or engage in any act or practice prohibited by the General Business Law, Section 340, or other antimonopoly statute, of the State of New York.

ARTICLE III

PROHIBITED ACTIVITIES

No part of the net earnings of the Society shall inure to the benefit, or be distributable to, the Members, Directors or Officers of the Society, or any private shareholder or individual, except that the Society shall have the authority and power to pay reasonable compensation for personal services actually rendered to or for the Society. Notwithstanding any other provision of the By-Laws or Articles of Incorporation of the Society or any provision of the General Corporation Law of the State of New York, (or of any present or future law of the State of New York governing or pertaining to the Society) the Society shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 170(C) and Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal Income tax law).

ARTICLE IV

OFFICES

Section 1

Registered Office- The registered office shall be in the City of New York, County of New York, State of New York.

Section 2

Other Offices- The Society shall also have offices at such other places both within and without the state of New York as the Executive Board may from time to time determine or the business of the Society may require.

ARTICLE V

MEMBERSHIP

Section 1

Categories of Members- The Society shall have seven categories of members: Dentist, Technician, Honorary Founders, Honorary, Life Fellows, Retired, and Student.

- A. Dentist- There shall be two categories of membership for dentists: Members and Fellows.
- 1- Members shall possess the following qualifications:
 - (a) Be members in good standing of the American Dental Association or equivalent organization.
 - (b) Demonstrate an interest in the study and promotion of Prosthodontics with particular emphases upon periodontics and planned occlusion.
 - 2- Fellows shall possess the following qualifications:
 - (a) Must meet the qualifications of membership for not less than 2 years.
 - (b) Shall demonstrate an understanding of Prosthodontic and gnathological principles and utilization of planned occlusion to the satisfaction of the Examining Board.
- B. Technicians- There shall be two categories of Membership for Technicians: Technical Members and Technical Fellows.
- 1- Technical Members shall be experienced dental technicians demonstrating an interest in the technical aspects of Prosthodontics with particular emphasis on biologic contours and planned occlusion.
 - 2- Technical Fellows shall possess the following qualifications:
 - (a) Must meet the qualifications of Membership for not less than 2 years.
 - (b) Shall demonstrate an understanding of Prosthodontic and Gnathological principles and utilization of planned occlusion to the satisfaction of the Examining Board.
- C. Honorary Founders- The status of Honorary Founder has been bestowed on those few Fellows who have been recognized from both within the Society as well as by the greater dental community for their leadership in establishing this Society and for their contribution to advancing the fields of Prosthodontics and occlusion.
- D. Honorary- Honorary membership may be granted to individuals who have provided extraordinary service to improve the quality of Prosthodontics, or who are respected authorities in the field of gnathology, prosthodontics, or allied fields; or such other persons that the Board of Directors shall determine deserve to become Honorary Members.

- E. Life Fellows- Life Fellowship may be granted to any Fellow who makes application having been a Fellow for not less than 15 years and has reached the age of 65.
- F. Retired- Retired Membership may be granted to any member who makes application having been a member for not less than fifteen years and has retired from active practice.
- G. Student- membership may be granted to students or residents of accredited advanced education programs in Prosthodontics who present their credentials by application to the Executive Board.

Section 2

Election of Members- Candidates for all categories of Membership shall be elected by a majority of the Executive Board at a duly constituted meeting at which a quorum is present.

Section 3

Voting and other Rights- Dental Members and Fellows, Technical Members and Fellows, Honorary Founders, Honorary Members, Life Fellows and Retired Members shall be entitled to vote on all matters brought before the Membership. Students Members shall be non-voting Members. In case of a tie the presiding officer shall cast a deciding vote.

Section 4

Yearly Review- The continuing eligibility of each Member and Fellow shall be reviewed each year with respect to the standards of the Society. Those Members found to no longer be eligible for Membership shall have their Membership terminated as provided in Section 5.

Section 5

Termination of Membership- The Executive Board, by two-thirds (2/3) of all the Members of the board, may suspend or expel a member for cause after an appropriate hearing. It may also, by a majority vote of those present at any regularly constituted meeting, terminate, suspend, or expel any member who shall be in default in the payment of dues for the period fixed in the Article XIV, Section 2 of these By-Laws.

Section 6

Resignation- Any member may resign by filling a written resignation with the Secretary, but such registration shall not relieve the member of the obligation to pay any dues, assessments or other charges thereof accrued and unpaid.

Section 7

Reinstatement- Upon written request signed by a former member and filed with the Secretary, the Executive Board may, by affirmative vote of two-thirds (2/3) of all the Members of the Board, reinstate such former member to Membership upon such terms as the Executive Board may deem appropriate.

Section 8

Transfer of Membership- Membership in this Society is not transferable or assignable.

ARTICLE VI

MEETINGS OF MEMBERS

Section 1

Bi-Annual Meetings- There shall be two meetings of the Members each year, one in the Spring and one in the Fall. The Spring meeting shall be designated for the election of the Executive Board and Officers when elections are in order. Both meetings shall convene for the transaction of other business as may come before the Society. The Executive Board shall determine the place and date of these

meetings. Notification shall be given at least ten (10) but not more than ninety (90) days prior to the meeting date. In addition, notice of the meeting shall be given as is set forth below.

Section 2

Special meetings can be called by the Executive Board or by written petition signed by a least 10 voting Members.

Section 3

Place of Meeting-The Executive Board may designate any place, either within or without the State of New York, as the place of meeting for any bi-annual meeting or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the office of the Society in the State of New York.

Section 4

Notice of Meetings- Written notice stating the place, day, hour and purpose of any meeting of Members shall be delivered, either personally or by mail, to each member not less than ten or more than ninety days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice, (in such cases notification except in emergency at least three days notice shall be given). If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Society, with postage thereon prepaid.

Section 5

Informal Action by Members- Any action required to be taken at any bi-annual or special meeting of Members, or any action which may be taken at any annual or special meeting of such Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the number of Members that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the Society action without a meeting by less than unanimous written consent shall be given to those Members entitled to vote who have not consented in writing.

Section 6

Quorum- One-third (1/3) of the total voting Membership (including at least two Officers and three other members of the Executive Board) shall constitute a quorum. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 7

Proxies- At any meeting of Members, a member entitled to vote may vote by proxy executed in writing by the member or the member's duly authorized attorney-in-fact.

Section 8

Manner of Acting- A majority of the votes entitled to be cast on a matter to be voted upon by the Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these By-Laws.

Section 9

Procedure- The most current edition of *Sturgis' Standard Code of Parliamentary Procedure* shall be used as parliamentary authority for the conduct of meetings for the Members.

ARTICLE VII

EXECUTIVE BOARD

Section 1

General Powers- The affairs of the Society shall be managed by its Executive Board. It shall make recommendations to the Society and shall perform such other duties as are specified in these By-Laws. The Board shall be subject to the orders of the Society and none of its acts shall conflict with action taken by the Society.

- (a) Membership- The Executive Board shall consider for approval for Membership recommendations of the Membership Committee as are submitted to it, from time to time, pursuant to such procedures as the Executive Board shall have adopted.
- (b) Establishment and Committees- The Executive Board shall establish by resolution committees that the President deems appropriate from time to time pursuant to such procedures as the Executive Board shall have adopted

Section 2

Number, Term of Office and Qualifications- The Executive Board shall consist of the Officers of the Society, the Immediate Past President, four Dentist Fellows-at-large, and two Technical Fellows-at-large. Each year, the President shall request each Past President to serve on the Executive Board for that year. Those Past Presidents who choose to serve will be considered full voting Members of the Board. All Members of the Executive Board must be chosen from among The Fellows of The Society. The officers and the Immediate Past President shall serve for two year terms. The four Dental Fellows-at-large and two Technical Fellows-at-large shall serve four year terms. Of these Fellows-at-large, two Dental Fellows-at-large and one Technical Fellow-at-large shall be elected every two years so that there are overlapping terms. Dental and Technical Fellows-at-large may not be re-elected to serve consecutive terms.

Section 3

Elections-The Officers and Fellows-at-large shall be elected as described in Article IX.

Section 4

Meetings- Four regular meetings of the Executive Board shall be held each year without other notice than this By-Law. The Executive Board shall provide by resolution the time and place for holding such regular meetings or additional meetings as deemed necessary from time to time without other notice than such resolution.

Section 5

Special Meetings- Special meeting of the Executive Board may be called by or at the request of the President or any two Board Members. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 6

Notice- Notice of any special meeting of the Executive Board shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Executive Board member at the member's address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon pre-paid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of,

any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 7

Attendance at Meetings- Any member of the Society may attend meeting of the Executive Board, but shall not be allowed to take part in the proceedings unless invited to do so by the President.

Section 8

Quorum- Seven Members of the Executive Board, including at least two elected Officers shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than the required quorum is present a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 9

Manner of Acting- The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these By-Laws.

Section 10

Vacancies- Any vacancy occurring in the Executive Board may be filled by the affirmative vote of a majority of the remaining Members, though less than a quorum of the Executive Board. A member elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

Section 11

Compensation- Board Members as such shall not receive any stated salaries for their services.

Section 12

Informal Action by Board Member- Any action required by law to be taken at a meeting of the Executive Board, or any action which may be taken at a meeting of the Executive Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Executive Board. Any one or more Members of the Executive Board may participate in a meeting by means of a conference telephone or similar communications equipment which allows all Members participating in the meeting to hear each other at the same time.

Section 13

Removal of Executive Board Members- At any meeting of the full Membership, duly called as provided in these By-Laws, any Executive Board member or Members may, by the affirmative vote of a majority of the Members entitled to vote, be removed from office, either with or without cause, and the Executive Board member's successor or their successors may be elected at such meeting; or the remaining Executive Board Members may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

Section 14

Procedure- The most current edition of *Sturgis' Standard Code of Parliamentary Procedure* shall be used as parliamentary authority for the conduct of meetings of the Executive Board.

ARTICLE VIII

OFFICERS

Section 1

Officers- The Officers of the Society shall be the President, President-Elect, Vice President, Secretary, Treasurer and Editor.

Section 2

Term and Qualifications of Officers- Officers of the Society shall be nominated and elected for a term of two years at the regular Spring meeting of Membership and installed at the following regular Fall meeting. Officers shall be elected only from the Dental or Technical Fellows and shall hold office until their successors have been elected and installed.

Section 3

Elections- Officers of the Organization shall be elected as described in Article IX.

Section 4

Removal- At any meeting of the Members, duly called as provided in these By-Laws, at which a quorum is present, any officer may, by the affirmative vote of a majority of all Members entitled to vote, either present or by proxy, be removed from office, either with or without cause, and such officer's successor or their successors may be elected at such meeting; or the Executive Board may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal. Any officer elected or appointed by the Executive Board may be removed, either with or without cause, by the Executive Board.

Section 5

Vacancies- A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Executive Board, for the unexpired portion of the term.

Section 6

President- The President shall be the principal Executive Officer of the Society and shall in general supervise all of the business and affairs of the Society. The President shall preside at all meetings of the Members and Executive Board. The President may sign, with the Secretary, Treasurer, or any other proper officer of the Organization authorized by the Executive Board, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these By-Laws or by statute to some other officer or agent of the Society; and in general the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Executive Board from time to time. The President shall appoint all committees with the approval of the Executive Board.

Section 7

President-Elect- The President-Elect shall assist the President and succeed him in the next term. In the President's absence or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

Section 8

Vice-President- The Vice-President shall assist the President and shall perform such other duties as from time to time shall be assigned by the President, the Executive Board, or the By-Laws. In the absence of the President and the President-Elect or in the event of their inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions upon the President.

Section 9

Secretary- The Secretary shall keep the minutes of the meetings of the Members and meetings of the Executive Board. He shall see that all notices are duly given in accordance with the provisions Article VI Section 4 and Article VII Section 6 of these By-Laws or as required by law including but not limited to notification of meetings and nomination for Officership. He shall be custodian of the Society's records; keep a register of the post office address of each member which shall be furnished to the Secretary by such a member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Executive Board.

Section 10

Treasurer- The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws. The treasurer shall pay all bills approved by the Executive Board. He shall present periodic financial reports at executive Board meetings and an annual official audit of the financial affairs of the Organization each January.

If required by the Executive Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Executive Board shall determine; the expense for which shall be borne by the Society.

Section 11

Editor- The Editor shall be in charge of the publications of the Society and represent the Society to the "Journal of Prosthetic Dentistry".

Section 12

Executive Board- The Executive Board shall conduct the business of the Organization.

ARTICLE IX

ELECTIONS

Section 1

Election of Officers and Members of the Executive Board- Officers shall be nominated and elected for a term of two years. Dental Fellows-at-large and Technical Fellows-at-large shall be elected for a four year overlapping terms as described in Article VII Section 2. Nominations and elections of the Officers and Fellows-at-large shall take place at the regular Spring meeting of the Society when elections are in order and confirmed by majority vote of the Members present at the meeting provided there is a quorum as defined in these By-Laws. They shall be installed and their term shall begin at the close of the next regular Fall meeting of the Society and continue until their successors are installed. If the election of Officers shall not be held at such meetings, such election shall be held as soon thereafter as conveniently may be. The Immediate Past President shall automatically become a member of the Executive Board and serve for two years concurrent with the new state of Officers. All other Past Presidents may serve as full voting Members of the Executive Board for renewable terms of one year as provided for in Article VII Section 2.

Section 2

Nominations- Nominations for elective offices shall be made by the Nominating Committee. The state shall be presented for approval to the Executive Board and published for the general Membership. Nominations may also be made from the floor by any voting member.

ARTICLE X

COMMITTEES

Section 1

Standing Committees- The following shall be the standing committees:

- (A) Membership Committee
- (B) Fellowship Examination Committee
- (C) Nominating Committee
- (D) Program Committee
- (E) Arrangements Committee
- (F) Finance Committee

- (G) Education Committee
- (H) Awards Committee

Section 2

Committee Appointments- Committee appointments will be made by the President for approval by the Executive Board by a majority vote of those present at any regularly constituted meeting of the Executive Board at which a quorum is present.

Section 3

Other Committees- Such other committees, standing or special, shall be appointed as stated above.

Section 4

Terms of office-

- (a) Standing Committee. Each member of a standing committee shall sever coterminous with the President or until the succeeding President has appointed a successor, unless the committee shall sooner be terminated or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.
- (b) Special Committee. Each member of a special committee shall serve until that committee's mandate is completed or until disbanded by the authority which appointed them.

Section 5

Chairperson- One member of each committee shall be appointed Chairperson by the President.

Section 6

Vacancies- Vacancies in the Membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

Section 7

Quorum- Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8

Rules- Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Executive Board.

ARTICLE XI

CONTRACT, CHECKS, DEPOSITS AND FUNDS

Section 1

Contracts- The Executive Board may authorize any officers, agent or agents of the Society, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2

Checks, Drafts, etc.- All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or Officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Executive Board.

Section 3

Deposits- All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Executive Board may select.

Section 4

Gifts- The Executive Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

ARTICLE XII

BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Executive Board and committees having any of the authority of the Executive Board, and shall keep at its registered or principal office a record giving the names and addresses of the Members entitled and not entitled to vote. All books and records of the Society may be inspected by a member, or the member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV

DUES

Section 1

Annual Dues- The Executive Board may determine from time to time the amount of Initiation fee, if any, and annual dues, if any, payable to the Society by Members of each class.

Section 2

Payment of Dues- Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to Membership, for the remainder of the fiscal year of the Organization.

Section 3

Default and Termination of Membership- When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, such member's Membership may thereupon be terminated by the Executive Board in the manner provided in Article V, Section 5 of these By-Laws.

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Corporation Law of the state of Delaware or under the provisions of the Articles of Incorporation or the By-Laws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

AMENDMENTS TO BY-LAWS

The By-Laws may be altered, amended or repealed, and new By-Laws may be adopted, by an affirmative vote by the majority of the Members present at duly convened meeting at which a quorum is present.

ARTICLE XVII

INDEMNIFICATION

Section 1

To the extent permitted and in the manner provided by law, the Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, where civil, criminal or administrative or investigative, by reason of the fact that such person is or was a Director or Officer of the Society or-is or was serving at the request of the Society as a Director or Officer of another organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The foregoing right of indemnification shall not be deemed exclusive of any rights to which any person seeking indemnification may be entitled under any agreement, vote of Members or disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2

By action of the Executive Board, notwithstanding any Interest of the Directors in the action, the Society may purchase and maintain insurance, in such amounts as the Executive Board may deem appropriate, on behalf of any person who is or was a Director, Officer, employee or agent of another organization, partnership, joint venture or other enterprise, against any liability asserted against and incurred by such person in any such capacity, or arising out of the person's status as such whether or not the Society would have the power to indemnify such person against such liability under applicable provisions of law.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The most current edition of *Sturgis' Standard Code of Parliamentary Procedure* shall be used as parliamentary authority for the conduct of the Society.