



## CONSTITUTION AND BYLAWS

*IDA of California strives to maintain excellence in dentistry  
and preserve cultural heritage.*

**INDIAN DENTAL ASSOCIATION OF  
CALIFORNIA (U.S.A.)**

**CONSTITUTION AND BYLAWS**

(Revised, December 2017)

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**INDIAN DENTAL ASSOCIATION OF  
CALIFORNIA (U.S.A.)**

**CONSTITUTION AND BYLAWS**  
(Revised, December 2017)

**ARTICLE 1: NAME AND PRINCIPAL OFFICE**

The name of this Association shall be the "Indian Dental Association of California (U.S.A.)" (hereinafter referred to as the "IDA" or the "Association").

The official website of the IDA shall be [www.ida-ca.org](http://www.ida-ca.org) and [www.idacalifornia.info](http://www.idacalifornia.info) and the official email address shall be [idasocal@gmail.com](mailto:idasocal@gmail.com). For the purpose of communication, any correspondence through email related to the official business of the IDA to the members are deemed to be the official mailing of the IDA. the website should contain the names of the members of the executive committee, the Board of trustees and various committees.

Principal Office. The principal office for the transaction of the activities, affairs, and business of the Association is: \_\_\_\_\_

The Executive Council may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

**ARTICLE 2: GOALS AND OBJECTIVES**

**General Purposes**

This Association is a nonprofit and non-political organization incorporated in the State of California, formed for the benefit of its members, and is not organized for the private gain of any person.

None of the activities of this Association shall consist of the carrying on of political activity or propaganda or otherwise attempting to influence legislation, nor shall this Association participate or intervene in any political campaign, including publishing or distribution of statements, on behalf of any candidate for public office.

This Association is organized exclusively for the purposes and within the meaning of, Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States internal revenue law) and part of the net income or assets of this Association shall ever inure to the benefit of any trustee, officer, Executive Council member, or member thereof, or the benefit of any private persons or individuals.

Notwithstanding any other provision of this Constitution and Bylaws, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of this Association, and the Association shall not carry on any activities not permitted to

be carried on by an entity exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States internal revenue law.

### **Specific Goals and Objectives**

The specific goals and objectives of the IDA are as follows:

- 2.1 To improve the dental health of, and the quality of dental services to, the public by:
  - (i) hosting continuing dental education classes for IDA members to ensure that they timely meet all legal requirements for the practice of dentistry;
  - (ii) further assisting IDA members to maintain a high level of competency and efficiency in the practice of the dental profession through lectures by knowledgeable speakers, seminars, national conventions and other meetings which promote the art and science of dentistry, and expose members to new concepts and cutting edge research, technologies, and dental tools and equipment; and
  - (iii) to aid IDA members (as applicable) in their preparation for the Dental Board Licensing examinations;
- 2.2 To promote closer professional and social ties and interaction between members and their families, and to conduct, coordinate and promote events, activities, programs and projects of common interest to IDA members;
- 2.3 To pursue such other goals and objectives as may be approved from time to time by the Executive Council.

### **ARTICLE 3: MEMBERSHIP**

There shall be four types of membership: (I) regular member; (II) life member; (III) associate member; (IV) honorary member; and (V) patron member

#### **3.1 Eligibility**

- I. Regular Member. Any Dentist of Indian Origin (as defined in Exhibit 1), who is licensed to practice dentistry in the United States of America or retired after holding the license to practice dentistry in the USA for a period of at least two years, is eligible to apply to become a regular member of the IDA.
- II. Life Member. Any (i) regular member (ii) who pays the life membership dues set by the Executive Council from time to time, is eligible to apply to become a life member of the IDA.
- III. Associate Member. Any dentist of Indian origin, who is not licensed to practice dentistry in the USA.
  - a. Any dental student of Indian Origin who is pursuing a dental pre-doctoral, dental post-doctoral, or dental hygienist course in the dental school in USA; is eligible to apply to become an associate member of IDA and then become a regular member upon getting a license to practice dentistry.
  - b. Any dental hygienist of Indian Origin who is licensed to practice dental hygiene in the USA.

- c. Any dental technician of Indian Origin who is certified and works in the USA.
  - d. Any dentist of non-Indian origin who is licensed to practice dentistry in the USA, who is married to a person of Indian origin is eligible to apply to become an associate member of the IDA.
- IV. Honorary Member. A person who has rendered outstanding or valuable services to the IDA or who may be beneficial to the welfare of IDA may be admitted as an honorary member of the IDA either by (i) a majority vote of the members present at any regular meeting of the members, or (ii) by a unanimous vote of the Executive Council.
- V. Patron Member. Any regular member after 5 years of continuous membership in good standing, after paying the prescribed fee and upon approval of the executive council can become a patron member.
- VI. The term "of Indian origin" shall have the meaning ascribed to it in Exhibit 1 here to, which exhibit is by this reference fully incorporated herein.

### **3.2 Application Procedures**

The Executive Council shall prescribe rules and regulations from time to time governing the admission of members, which rules and regulations shall set forth the procedures to be followed by each prospective member applying for membership in IDA. Each prospective member shall submit a written application for membership, specifying the class of membership for which he/ she is applying for, and shall attach such supporting documentation or declarations under penalty of perjury as may be required by the Executive Council to verify that the applicant satisfies the requirements of the class of membership for which he/ she is applying.

### **3.3 Rights, Responsibilities, and Privileges of Members**

#### I. Regular Members.

- a. Regular members in good standing shall have the right to vote at all regular and special meetings of the Association. Each regular member shall have one vote.
- b. Regular members may serve in any regular or special committee.
- c. Regular members, shall be entitled to attend and participate in the events, activities, programs and projects of the Association.

#### II. Life Members.

- a. Life members who are, and have been, in good standing for not less than one year immediately prior to the election shall be eligible to serve as a member of the Executive Council, the Board of Trustees, and any regular or special committee.
- b. Life members in good standing shall have the right to vote at all regular and special meetings of the Association. Each life member shall have one vote.
- c. Life members shall be entitled to attend and participate in the events, activities, programs and

projects of the Association.

III. Associate Members.

- a. Associate members shall be entitled to attend and participate in the events, activities, programs and projects of the Association.
- b. Associate members may serve in any regular or special committee.
- c. Associate members shall not be eligible to serve in the Executive Council or the Board of Trustees.
- d. Associate members shall have no voting rights.

IV. Honorary Members.

- a. An honorary member may serve in any regular or special committee.
- b. An honorary member may attend any regular or special meeting of the members of the Association.
- c. An honorary member shall have no voting rights, and shall not be eligible to serve in the Executive Council or the Board of Trustees.

- V. Patron Members shall have all the rights and benefits enjoyed by the life members and in addition they are entitled to have annual continuing education courses at half of the prescribed fees.

**3.4 Life Membership Dues and Annual Dues**

- a. Dues payable by life members shall consist of a one time lifetime fee as determined by a two-thirds (2/3rds) majority vote of the Executive Council. The Executive Council may, from time to time, change the lifetime membership fee for future life members.
- b. Annual dues payable (i) by regular members, and (ii) by associate members, shall be as determined from time to time by a two-thirds (2/3rds) majority vote of the Executive Council. Lower annual dues may be set for associate members.
- c. No dues shall be levied against honorary members.
- d. The annual dues for each calendar year payable by regular members and by associate members shall be due and payable on or before the 1st day of January of each year; provided, however, if a regular or associate member is admitted as a new member, the annual dues may be submitted with the membership application, and in any event his/her annual dues shall be payable no later than thirty (30) days of the date of admission.

### **3.5 Loss of Membership Privileges**

Any member who violates the Constitution and Bylaws of the IDA, as amended from time to time, may be suspended by a two-thirds (2/3rds) majority vote of the Executive Council at any regular or special meeting of the Executive Council. A suspended member may be reinstated by a two-thirds (2/3rds) majority vote at any subsequent regular or special meeting of the Executive Council.

### **ARTICLE 4: BOARD OF TRUSTEES**

- I. The Board of trustee (BOT) shall consist of a minimum of seven (7) and a maximum of fifteen (15) life members of IDA-CA. The total number of members shall always be in odd numbers and to be appointed by the president with the approval of the majority of the executive council. Before the end of the term of the current BOT, the President may solicit nominations from the interested members of IDA who meet the criteria for nominations. The President and the Executive council reserve the right to reject or accept the candidates for nomination from the list so received.

The composition of the board is as follows:

- a. Past president (immediately after serving as immediate past president in the executive council)
  - b. Remaining members from the following categories:
    - i) All life members who have served as president, vice president, secretary, joint secretary, treasurer and council members.
    - ii) Life members with prior organizational experience and minimum of five years of continuous IDA membership. (Resume and verification of experience required)
- II. The current chairman shall preside over all meetings of BOT but shall have no vote except to break a tie. In case of the chairman's absence, vice chairman shall preside over the meeting and will have no voting privileges with the exception of breaking a tie.
  - III. The term for BOT shall be two (2) years starting on July 1st of the calendar year following the year of induction of the new executive council and ending on June 30th upon completion of 2 years term. There is no term limit, members of the BOT may be reappointed upon completion of their current term.
  - IV. The chairman of the BOT shall be elected by a majority vote of all of the trustees. The term of the chairman shall be (2) years.
  - V. The BOT shall have at least two meetings during its term excluding the orientation meeting with the Executive Council.
  - VI. Quorum for the BOT meeting shall be no less than 2/3 of the total BOT members. No proxy or ballot is allowed for absent members. Absence of a member without an acceptable excuse for two consecutive meetings may justify an action by the BOT to replace such member by another

from the BOT eligible category.

## VII. General Functions and Duties:

The BOT along with the acting president are the legal custodians of records and assets of the Association and they have the duty to guard, preserve, and protect the Association principles, structure, and values of all kinds; they shall fully cooperate in performing the following functions:

- A. To conduct election of the Executive council as per Article 5.2
- B. To conduct the orientation to the new executive council members and to review and adopt the bylaws as per Article 12.
- C. To exercise reasonable supervision over the Association expenditures and verify records and documents pertinent there of.
- D. Watch, assure, and provide guidance regarding the compliance of the Association with the Laws governing non-profit organizations, and, for such functions, to engage and seek advise of professionals and experts as needed.
- E. Conduct a review and audit of the treasurer's annual report and all fiscal transactions and records no later than 30 days prior to its submission by the executive council to the general body.
  - i. Receive and investigate written complaints from any IDA-CA member as it relates to business/activities of IDA and take appropriate action to seek acceptable remedies and solutions. If the complaint is against a member of the association, such member shall be notified with the accusation against him/her and be given an opportunity to respond in oral or written testimony. No attorneys shall be allowed at hearings, but the accused member can bring another member of the association to help him/herself in oral representation or to act as consultant. At the end of investigation a decision shall be made as to liability or no liability. Liability decision requires approval of at least two thirds of all members of the quorum. Voting members forming such quorum shall be present in person at a meeting of the BOT. The decision by the quorum may include sanctions. Sanctions may be demand of apology, reprimand, request for return of funds, suspension of membership (temporary), of office, or of membership. Any other sanction may be imposed at the discretion of the BOT or the Executive Council provided it does not violate the laws and the constitution of the United States.
  - ii. If a complaint is filed against a member of the BOT, the BOT shall refer the investigation and all the procedures to the Executive Council who shall abide by all provisions of 4.E.i above.
- F. In general the BOT shall be the source of guidance, advise, and help the president and the Executive Council assuring the continuity and progress of the association.
- G. To identify and refer violations of the fundamental principles and ideals of the Association as embodied in this Constitution and Bylaws to the Executive Council.
- H. To conduct the elections of officers, the executive council and office bearers.



- I. No trustee shall receive any salary or stipend or other compensation from the Association for his/her services to the Association.

## **ARTICLE 5: EXECUTIVE COUNCIL**

### **5.1 Composition**

- A. The Executive Council shall consist of thirteen (13) members: the President, Vice-President/President Elect, Secretary, Joint Secretary, Treasurer, immediate past president, and seven members. The immediate past president shall automatically become a member of the new Executive Council upon the expiration of his/her term as president, and no election shall be required.
- B. The term of office for members of the Executive Council shall be two (2) years, starting soon after being duly sworn in to serve the office in the month of January.
- C. Only life members who are, and have been, in good standing for not less than one year immediately prior to the election shall be eligible to serve as a member of the Executive Council.
- D. No person shall be permitted to hold more than one office on the Executive Council.
- E. No elected officer of the Association or member of the Executive Council shall receive any salary or stipend or other compensation from the Association for his/her services to the Association.
- F. Any member who wants to serve on the executive council or the BOT shall sign a disclosure statement stating that he/she is not in conflict with the functioning of IDA-CA, ethical standards, personal benefit or involved in direct competition with the activities and the revenue source of IDA.

### **5.2 Election of the Executive Council**

Election. The election of the new Executive Council shall be conducted by the BOT at a general meeting of the members of the Association to be held in the last quarter of the term of the Executive Council then in office. Voting shall be by written ballot

Nomination. Any two (2) members of the Association in good standing may submit a nomination in writing, signed by them and accepted by the nominee, addressed to the Secretary no later than fifteen (15) days prior to the election date.

Eligibility To Serve As An Officer. A life member must have served two (2) years in the Executive Council in any capacity prior to his nomination for the position of Joint Secretary in the Executive Council

In addition:

- i. In order to be the Secretary, one should have served as a Joint Secretary for at least one (1) term

- ii. In order to be Treasurer one should have served as Secretary for at least one (1) term
- iii. In order to be Vice President/President Elect one should have served as Treasurer for at least one (1) term
- iv. If any of the eligible candidates are not available to fill in the position with the above criteria, BOT with it's 2/3 majority vote can override the above eligibility criteria.

Announcement of Nominations. The Chairman shall announce to the members at the general meeting all valid nominations received by the Secretary. If there is only one nomination for any officer position, the nominee shall be declared duly elected. If any officer position is contested, or if more than seven (7) nominations are received for-the seven (7) Executive Council membership positions available, then elections will be held for those contested offices.

Election Procedure. Voting shall be either in person present at the General Body meeting in the form of a written ballot or as a mail in ballot prescribed as follows:

- i. By September 15th of the election year the Secretary shall call for nominations.
- ii. The deadline to receive the nomination shall be set as and postmarked by October 15th of the election year.
- iii. By November 1st the secretary to check the eligibility and qualify the candidates for the position they are seeking and prepare the ballots to be mailed out by the 5th of November.
- iv. The deadline to receive the ballot shall be November 20th as evidenced by the postmark.
- v. The Chairman and the BOTs shall count the ballots by adding the ballots received by mail and the votes cast in person at the General Body meeting.

Two tellers shall be appointed by the chairman from the Board of Trustees to count the election ballots and the Chairman shall declare the members who have received the highest number of votes as duly elected members of the Executive Council, or the office for which he/she was nominated (as applicable).

Installation of New Executive Council. The installation ceremony for the new Executive Council shall occur at the next annual meeting of the members. All new officers and members of the Executive Council shall be sworn in by the chairman of the BOT. All the Association's book and records shall be handed over to the incoming President, Secretary and Treasurer immediately after the installation ceremony.

### **5.3 Powers of the Executive Council**

General Powers. Subject to the provisions and limitations of California laws applicable to the Association, and any other applicable laws, and subject to any limitations in this Constitution and Bylaws, the Association's activities and affairs shall be managed, and all organizational power shall be exercised under the Executive Council's direction.

Specific Powers. Without prejudice to the general powers set forth above, but subject to the same limitations, the Executive Council ("Council") through a majority vote shall have the power to:

- i. Appoint and remove any of the Association's agents, and employees; prescribe powers and duties for them that are consistent with the law, and the Constitution and Bylaws of this Association.
- ii. Conduct, manage and control the IDA's affairs, events, activities, programs and projects, and execute any rules, regulations, procedures, and forms, consistent with the law, and with the Constitution and Bylaws of this Association, as deemed appropriate and in the best interests of the IDA by the Council.
- iii. Change the principal office or the principal business office in California from one location to- another cause the Association to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of the Council, the Board of Trustees or members.
- iv. Adopt and use a seal; prescribe the forms for membership certificates.
- v. With the approval of the BOT, borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- vi. Apply for, and obtain grants or other financial aid from any governmental or other agencies for the purposes of the Association.
- vii. To appoint executive staff and fix their compensation.
- viii. To adopt such resolutions and take such actions as may be deemed necessary or desirable by the Council to further the goals of the Association
- ix. To call and hold regular and special meetings of the members, of the Board of Trustees, and of the Council from time to time.
- x. To nominate and appoint honorary members.
- xi. To create regular or special committees whenever it is necessary.
- xii. To adopt an annual budget and approve any expense of over \$250.00.
- xiii. To select the place for the regular or special meetings of the members of the Association.
- xiv. To fix, revise, give incentives or subsidize the membership dues for various categories through a vote of the combined majority of the executive council and the Board of Trustees.
- xv. To take such other action or steps or measures to further the goals of the IDA as the Council may deem fit.

Voting. Each Council member (including each officer) shall have one vote on each matter submitted

to a vote of the Council. Cumulative voting, voting by proxy, and splitting votes into fractional votes is prohibited. Voting shall be by show of hands unless secret ballot is either prescribed in this Constitution and Bylaws, or is requested, by Council member or officer before any vote, in which event voting shall be by secret ballot. The results of voting shall be recorded and reflected in the minutes of the Council's meeting.

#### **5.4 Meetings of the Executive Council**

- A. The meetings of the Executive Council shall be called at the direction of the President or at the written request of three (3) members of the Executive Council. The Secretary shall send to each Council member a written notice no less than ten (10) days prior to each meeting and such notice shall include the agenda for the meeting.
- B. The President shall preside at all meetings.
- C. Any Council member who remains absent during two (2) consecutive meetings of the Executive Council without permission of the President or the Secretary shall be deemed resigned from the Council.
- D. Executive Council meetings shall be held at least once every 3 months.

#### **5.6 Vacancies**

In the event of a vacancy in the Executive Council, except for the office of the President, the remaining Council members shall have the power to appoint a qualified life member to fill such vacancy for the unexpired portion of the term.

In the event of a vacancy in the position of the President, the Vice-President/President Elect shall become President for the unexpired portion of the term.

Events Causing Vacancy. A vacancy or vacancies on the Council shall exist on the occurrence of the following: (a) the death, incapacitation or resignation of any Council member, or (b) the declaration by resolution of the Council and BOT carried out by a two thirds (2/3rds) affirmative vote of the removal of a Council member, or (c) the declaration by resolution of the Council of a vacancy in the office of a Council member who has been declared of unsound mind or physically or mentally incompetent by an order of court or convicted of a felony, or convicted of any other offense involving moral turpitude, or, found not to comply with the requirements of life membership.

Resignations. Except as provided below, any Council member (or officer, trustee or committee member) may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. The resigning Council member (i) shall not be entitled to any refund of any part of fees or dues paid to the Association, (ii) shall return all property and documents of the Association, together with the notice of resignation, and (iii) take any and all steps and measures (in conjunction with the President, Vice-President, Secretary or the Treasurer) and execute such documents to remove his/her name from the bank accounts, assets and properties of the Association no later than (5) business days of the date of the notice of resignation.

## **5.7 Quorum**

2/3 of the total members of the Executive Council shall constitute a quorum for the transaction of business at any regular or special Council meeting, and a majority vote of those present shall prevail.

Any loss of over \$10,000 at a single event shall be notified to the BOT for review and recommendations.

## **5.8 Officers' Duties and Powers**

- A. **President.** Subject to the supervision and control of the Executive Council, the president shall be the Chief Executive Officer and general manager of the Association and shall supervise, direct, and control the Association's activities, affairs, and officers.
- i. To preside at all meetings of the Executive Council and all meetings of the members of the Association.
  - ii. To call regular and special meetings of the members of the Executive Council and of the members.
  - iii. To officially represent the Association vis-a-vis governmental agencies, and civic, business, and professional organizations for the purpose of advancing the goals and objectives of this Association.
  - iv. To present all proposed events, activities, programs and projects to the Council for its prior approval.
  - v. To be an ex-officer member of all committees, with all the powers and duties usually vested in the office of the president.
  - vi. To perform such other duties as may be provided in this Constitution and Bylaws.
- B. **Vice-President/President Elect.**
- i. To automatically assume the office of the President in the next election.
  - ii. To assist the President as requested, and to act in place of the President in the event of absence or inability of the President.
  - iii. To succeed to the office of President in the event of a vacancy in such office.
- C. **Secretary.** The secretary shall keep or cause to be kept, at the IDA's principal office or such other place as the Executive Council may direct, a book of minutes of all meetings, proceedings, and actions of the Executive Council, general meetings of the members, and of committees established by the Executive Council. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at the Executive Council and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of this

Constitution and Bylaws, as amended from time to time. To provide a copy of the minutes of each executive council meeting and the General Body Meeting to the executive council members and the chairman of BOT within 30 days of their approval.

- i. To act as custodian of all books and records of the Association, including past records.
  - ii. To give, or cause to be given, notice of all meetings of the members, Council, Board, and of committees required to be given hereunder.
  - iii. To provide a copy of the minutes of each Council meeting and each general meeting to Council members within ten (10) days for their approval.
  - iv. To keep or cause to be kept, at the Association's principal office or at a place determined by Council resolution, a record of the Association's trustees, Council members, and officers, showing each such person's name, and address.
  - v. To perform such other duties as may be assigned by the President or Executive Council. The Secretary shall have such other powers and perform such other duties as the Council may prescribe.
- D. Joint-Secretary. Shall act in the place of Secretary in the absence or inability on the part of the Secretary. The Joint-Secretary shall also assume such other duties as may be assigned to him by the Executive Council and/ or the Secretary.
- E. Treasurer. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the Council may designate, shall disburse the Association's funds as the Council may order, and shall render to the president, and the Council, when requested, an account of all transactions as treasurer and of the financial condition of the Association.
- i. To serve as custodian of all monies, check books, bank statements, accounts, and securities belonging to the Association.
  - ii. To make disbursements from Association funds upon presentation of a signed voucher by the President.
  - iii. To keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions, receipts and disbursements.
  - iv. To prepare and file any required documents with governmental agencies, and liaise with independent auditors.
  - v. To perform such other duties as the Council may prescribe.

### **5.9 Checks, Notes, Instruments, Contracts, Deposits and Gifts**

Checks. Notwithstanding anything to the contrary in this Constitution and Bylaws, the president, the secretary and the treasurer shall be authorized signatories on all IDA bank and other accounts.

Notes, Evidences of Indebtedness. All notes, orders for payment of money, or other evidences of indebtedness of the Association shall be signed by two officers named and so authorized by the Council.

Association Contracts and Instruments. The Council may authorize one or more officers to enter into any contract or execute any instrument in the Association's name and on its behalf. This authority shall be confined to specific instances. Unless expressly authorized by the Council, no trustee, officer, Executive Council member, employee or agent shall have the power or authority to bind the Association by any contract or engagement, to pledge its credit, or render it liable for any purpose or in any amount.

Deposits. All donations, dues, fees, or other sums received by the Association and other funds shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Council shall determine from time to time.

Gifts. The Council may accept of behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Association.

#### **ARTICLE 6: REGULAR COMMITTEES**

The Executive Council at its discretion may appoint various committees from time to time.

Composition of Committees. Each committee shall consist of at least three (3) members, including one Council member, who shall be the chairman of that committee, and two other members, selected by the chairman of that committee.

Additional Committees. Other committees may be appointed by the Executive Council and their scope and authority shall be as determined by the Executive Council. The chairman of each such committee shall be appointed by the Executive Council and that chairman shall select at least two other members.

Limitation of Authority. No committee shall have the right or authority to make any commitments financial or otherwise, or to incur any obligation which shall bind the Association:, except after obtaining the written approval of the Executive Council.

#### **ARTICLE 7: AUDITORS**

The Executive Council shall for each calendar year engage a qualified certified public accountant to examine the financial books, records and accounts of the Association and report there upon. This report shall be submitted to the President who shall cause that report to be provided to the Board of Trustees for its review, and approval thereafter published and submitted to the members of the Association of the next general meeting. Upon approval of the annual accounts by the members, the President shall instruct the Association's accountant to file the Association's tax returns for that year.

## **ARTICLE 8: MEETINGS OF MEMBERS**

**8.1 Regular Meetings of Members.** An annual meeting of the members of the Association shall be held on or before January 31 of each year, at a time and place determined by the Executive Council. Notice of such meeting shall be mailed to each member at least thirty (30) days prior to the annual meeting. A minimum of two (2) regular meetings of the members of the Association shall be held within the two year term of each Executive Council. All other meetings of the members shall be deemed special meetings.

**8.2 Special Meetings of Members.** A special meeting of the members of the Association may be called by the President at any time, or upon receipt of a written petition signed by at least fifteen (15) life or regular members in good standing stating the purpose of the special meeting. Notice of such meeting shall be mailed by the Secretary to each member at least fifteen (15) days prior to such meeting.

**8.3 Quorum At Meetings of Members.** 10% of the total life and regular members of the Association present in person shall constitute a quorum for the transaction of business at any duly constituted meeting of the members. In the event an even number of votes are cast on any matter, the President shall have one additional tie breaking vote.

**8.4 Minutes.** Brief abstracts of the minutes of the Executive Council meetings shall be available at the general meetings of the Association.

## **ARTICLE 9: INDEMNIFICATION, INSURANCE, DEBTS AND LIABILITIES.**

**9.1 Right of Indemnity.** To the fullest extent permitted by law, this Association shall indemnify its agents (as defined in 9.2) against all expenses (as defined in 9.2), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, (as defined in Exhibit 2), and including an action by or in the right of the Association, by reason of the fact that the person is or was an agent.

### **9.2 Indemnity Definitions.**

For the purposes of Article 9, the following terms shall have the meaning ascribed below:

- i. "Agent" means any person who is or was a trustee, officer, Executive Council member employee or other agent of the Association.
- ii. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.
- iii. "Applicable standard of conduct" shall mean that the person seeking indemnification acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association, and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association or that the person had



reasonable cause to believe that the person's conduct was unlawful.

**9.3 Approval of Indemnity.** On written request to the Executive Council by any person seeking indemnification under this Article 9, the Executive Council shall promptly determine whether the applicable standard of conduct (as defined in Exhibit 2) has been met and, if so, the Executive Council shall authorize indemnification.

**9.4 Determination of Applicable Standard of Conduct.** Any indemnification under this Article 9 shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct by:

- i. a majority vote of the Executive Council members consisting of members who are not parties to such proceeding; or
- ii. a majority vote of the members, with the persons to be indemnified not being entitled to vote thereon; or
- iii. the court in which such proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Association.

If the Executive Council cannot authorize indemnification because the number of Executive Council members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Executive Council members who are not parties to that proceeding, the Executive Council shall promptly call a joint meeting of Executive Council members and the BOT who are not parties to such proceeding, and a majority of such members shall constitute a quorum for the purposes of making such a determination. At that meeting, the disinterested members shall determine whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person shall authorize indemnification.

**9.5 Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article 9 in defending any proceeding (as defined in Exhibit 2) shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

**9.6 No Indemnification.** No indemnification or advance shall be made under this Article 9, except as provided in this section above, in any circumstances where it appears:

- i. That it would be inconsistent with a provision of this Constitution and Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were

paid which prohibits or otherwise limits indemnification; or

- ii. That it would inconsistent with any condition expressly imposed by a court in approving a settlement.

**9.7 Insurance.** The Association shall have the power and right to purchase and, maintain insurance to the full extent permitted by law on behalf of any agent of the Association, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article 9; provided however, the Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association where a self dealing transaction is involved, namely, a transaction where the Association is a party and one or more of its agents has a material financial interest.

**9.8 No Personal Liability.** No trustee, officer, Executive Council member, employee, or agent of the Association shall be personally liable for the debts, liabilities or obligations of the Association.

**9.9 No Liability For Debts Involving Real Estate.** No member of the Association shall be individually or personally liable for debts or liabilities contracted or incurred by the Association in the acquisition of lands, or leases, or the purchase, leasing, designing, planning, architectural supervision, construction, repair, or furnishing of buildings, or other structures to be used for the purposes of the Association.

**9.10 Assumption of Debts.** Any contract by which a member of the Association assumes any debt or liability of the Association shall be invalid unless the contract or some note or memorandum thereof, specifically identifying the contract which is assumed, is in writing and signed by the party to be charged or by his agent.

## **ARTICLE 10: FINANCES**

**10.1 Tax Year.** The tax year of this Association shall be a calendar year, beginning on January 1, and ending on December 31.

**10.2 General Operating Fund.** The Association's General Operating Fund shall consist of all monies received by the Association. This fund shall be used to pay all costs and expenses incurred by the Association.

- i. Tax year for the IDA-CA is the calendar year, January 1<sup>st</sup> to December 31st.
- ii. Accounting and final financial report shall include the following;
  - a. Profit and loss for each event showing expenses itemized and documented and income showing what is taxable and what is exempted.
  - b. Revenue from Continued Education (CE) Dues and any other source clearly categorized, identified and corroborated by proper documents. Payment of a members dues shall be on members lists.

- c. General fund and reserve fund shall be separate and separate accounts shall be maintained for each group.
- d. Receipts for expenses and written explanation for each shall be available for examination.
- e. All financial statements will be filed in a timely manner and in accordance with the laws of the state of California.
- f. Profit and loss statement for the whole year and copies of tax forms shall be available for examination by the BOT 10 days prior to filing of the annual tax returns with the IRS.
- iii. A reasonable percentage of the net profits, if any, shall be allocated as a reserve fund. Decisions as to the amount to be allocated or spent shall be made by the BOT and the Executive Council either jointly or severally in accordance with the Article 10.2.v.
- iv. Any expense over \$10,000 other than CE programs for a single event shall be approved by the BOT.
- v. From the IDA operating fund, the Executive council at the end of their 2 year term, shall keep \$50,000 plus the amount required to conduct the installation banquet for the incoming executive council. Any amount in excess of \$50,000 shall be transferred to the IDA reserve fund before the transfer of powers to the new Executive Council.
- vi. any withdrawal of funds from the reserve fund and investment decisions of the reserve fund needs authorization from the majority of the Executive Council and a majority of BOT present at a joint meeting.

## **ARTICLE 11: BRANCHES**

**11.1 Establishment of Branches.** The Executive Council may at any time establish branch or subordinate offices ("branches") at any place or places in the United States of America where the Association is qualified to conduct its activities. The establishment of branches and their affairs shall be conducted and governed by such rules and regulations as the Executive Council may prescribe from time to time.

**11.2 Dues.** All membership dues shall be payable to the Association, and shall be deposited in the Association's General Operating Fund. No branch shall be permitted to levy or collect any dues from members. An allocation or appropriation shall be made in the budget of the Association for normal administrative expenses incurred by the branches. The Executive Council shall determine the funds to be allocated or the accounts to be paid for and on behalf of the branches.

**11.3 Suspension.** The Executive Council may suspend a branch upon a two-thirds (2/3rds) vote of the members of the Executive Council. In the event of suspension, all the funds, records and other property of the branch shall be delivered to the Executive Council, and revert directly to the Association.

**11.4 Branch Officers.** Officers of the branches shall be elected by their branch members, subject to and in accordance with the Constitution and Bylaws of the Association, to such rules and

regulations as the Executive Council may prescribe from time to time.

## **ARTICLE 12: AMENDMENTS**

A proposal for an amendment to the Constitution and Bylaws may be initiated by (i) the Board of Trustees, or (ii) the Executive Council, or (iii) by a proposal in writing signed by fifteen (15) or more life and/ or regular members in good standing.

The BOT shall review the proposed amendment and submit its recommendations at a regular or special meeting of the members of the Association, and the adoption of all amendments shall require an affirmative 2/3rd (two thirds) majority vote of all of the life and regular members present and voting at the general meeting, or by postal ballot as determined by the BOT.

### **12.1 Bylaw Amendments**

- A. Bylaws may be amended, altered, repealed or restated with 2/3rd (two thirds) majority vote of the general body in attendance and shall be valid for at least one full year.
- B. No amendment shall be made to the bylaws which would cause the association to cease to qualify as a tax exempt under section 501(c) (3) of the internal revenue code of 1986 or the corresponding section of any future federal tax code.
- C. No amendments shall be made that affect the voting rights of the paid annual members and life members of the association.
- D. No amendment shall violate the local, state and national laws.
- E. Minor technical or typographical corrections can be made with the unanimous vote of the board of trustees.
- F. BOT with a majority vote of the trustees and members of executive council shall have the authority to incorporate the amendments passed as per Article 12.0 and modify the existing bylaws to remove any conflicts with the new amendments.
- G. The bylaws so modified shall be posted on IDA website or mailed / emailed to the membership within 60 days.

### **12.2 Amendment Process**

- A. A minimum of thirty days notice to the membership is required to call for amendments to IDA By-laws with a minimum of seven days deadline to receive the proposals.
- B. The Board of Trustees shall act as an amendment committee and reserve the right to accept, reject or modify the proposals so received. The accepted proposals shall be first approved by 2/3rd (two thirds) majority of the Executive Council and 2/3rd (two thirds) majority of the BOT. The amendments so approved shall be posted on the website or mailed / emailed to the members at least seven days before the day of voting for the members to study. Any rejected proposals may be brought for reconsideration at the general body meeting with the support of at least 33%

of the members present such an amendment proposal shall be voted on by the general body as per Article 12.0.

C. Amendment, repeal or adoption of new bylaws

- i. As provided and in compliance with Article 12 of the Bylaws which require submission of the proposed amendment for voting by members in general meeting and there after - in case of failure to attain a quorum, submission to the members by mail for rejection or ratification by absence or objections as provided in Article 5.
- ii. These amendments will be considered to be accepted if less than 1/3 of IDA voting members have written objections to the amendments as per the time allotted for ratifying the said amendments.

**ARTICLE 13: DEDICATION AND DISSOLUTION**

- A. The property of this Association is irrevocably dedicated to the general and specific purposes of the Association, and no part of the net income or assets of this organization shall ever inure to the benefit of any trustee, officer, Executive Council member, or member thereof, or the benefit of any private persons or individuals.
- B. If the Association ceases to function, or the Executive Council and the Board of Trustees jointly determine that the Association no longer fulfills its goals and objectives, the Association shall be dissolved, pursuant to the following procedure:

The Executive Council shall circulate a notice of intent of dissolution to all members and shall call a general meeting of the members, and a motion to dissolve the Association will be placed before the membership. If two-thirds (2/3rds) or more of the life and regular members vote in favor of dissolution, then the Association shall be dissolved and wound up. On the dissolution and winding up of the Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Association shall be distributed to a non-profit fund, foundation, association or corporation which is organized and operated exclusively for purposes that are identical or similar to those of the Association and which has established its tax exempt status under the Internal Revenue Code.

**ARTICLE 14: SEPARABILITY CLAUSE; CONSTRUCTION**

If for any reason any Article or Section of this Constitution and Bylaws is determined to be unenforceable, all other Articles and Sections shall remain in full force and effect.

Unless the context expressly states or requires otherwise, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE 15: PROTOCOL**

The Indian Dental Association is a professional, cultural, and social organization. Its main goal is to enhance the opportunities for its member to enjoy the spirit of camaraderie and pride of belonging to

a dignified group that attains the highest standards of character in all aspects of life. Each member shall always guard the values and privileges of belonging to this group of peers and cherish and protect the common interest such group.

Such interest is to render the membership of the association, an announcement of excellence in all regards for the membership and the group. Therefore, the following rules shall apply wherever it is relevant.

A. In all occasions where it is required a cooperation between the BOT and the Executive Council; or where an action of either shall be approved by the other, all efforts shall be made to avoid a contradiction or a conflict of opinion that reach an impass.

B. The official representative of the IDA functions or at all gatherings of the association and all other professional organizations functions are:

First: The President

Second: If President not available, President-elect.

Third: If President and President elect are not available a delegate designated by the President or the Executive Council.

Anyone representing shall present the IDA views and not invoke anything to the contrary of his acting as a representative of the Association.

C. If documents or information are requested from a member, he/she should comply to the extent that his/her right of privacy and the freedom of speech is not violated.

D. The Association shall adopt formats of Emblems, Insignia, Logos, Symbols, and others such as membership certificates, cards, Awards and other artifacts like "pins" and "rings" to enhance the image of the association.

E. The Association shall promote cultural and social activities for the members of the Association to get more acquainted with each other. Such promotions and functions may be held separately or by joining or inviting other associations and public figures.

F. Implementation of this article (15) of the Bylaws is mainly an exercise of sound discretion and acting in good faith to further the progress and growth of the Association. Actions pursuant to the guidelines mentioned in this Article 15, whether by the Executive Council, or the BOT, or jointly by both shall not be deemed amendments to the Bylaws nor subjected to adoption or approval by members unless the executive council resolve that is in the best interest of the Association to do so. Such implementation may be pursued by forming new committees by the Executive Council.

## **EXHIBIT I**

Definition of the Term "of Indian origin".

The term "of Indian origin" shall mean a person of Indian origin as defined below:

"Person of Indian origin" means a foreign citizen (who is not a citizen of Pakistan, Bangladesh or any other country as specified from time to time by the Government of the Republic of India), who:

- i. has at any time held an Indian passport; or
- ii. he/she or either of his/her parents or grandparents or great grandparents was born in and permanently resided in India as defined in the Government of India Act, 1935, and other territories that became part of India thereafter (provided neither was at any time a citizen of Pakistan, Bangladesh or any other country as specified from time to time by the Government of the Republic of India); or
- iii. he/she is a spouse of a citizen of India or a person of Indian origin covered under (i) or (ii) above.

**CERTIFICATE OF PRESIDENT AND SECRETARY**

We certify that we are respectively the duly elected and acting President and Secretary of IDA, that the above Constitution and Bylaws, consisting of 24 pages (including this Certificate and Exhibits 1 and 2), are the Constitution and Bylaws of the Indian Dental Association of California (U.S.A.) as adopted by the members in general meeting on \_\_\_\_\_ Jan that they have not been amended or modified since that date.

Executed on \_\_\_\_\_ at \_\_\_\_\_ California.

\_\_\_\_\_  
Name in Capitals  
President

\_\_\_\_\_  
Name in Capitals:  
Secretary