



## **Administrative Code**

### **Executive Committee Administrative Policy(SOP)**

Procedures are voted on or changed by a majority vote of the Executive Committee.  
Also referred to as Standard Operating Procedures (SOP)

### **COMMITTEES**

#### **Chairpersons Term Limit**

Adopted September 23, 2010 General Membership Meeting

Committee chairpersons shall serve a term of one-year (1) renewable with a maximum of four consecutive years in this capacity. Exceptions can be made by two-thirds (2/3) consent of the Executive Committee

### **FINANCE**

#### **Expenditure Request**

ADOPTED: April 6, 1992

Any expenditure request brought to the Executive Committee that is in excess of One Thousand (\$1,000) dollars must be voted to be referred to the Committee on Budget and Finance for an advisory opinion.

#### **Charity Donations**

ADOPTED: January 4, 1993

That it will be standard operating procedure that this society does not financially support individual charitable causes or events. Upon receipt of a request for endorsement the executive committee will evaluate the request and if approved will notify the membership to request individual membership donations directly to that charity, cause, or event.

#### **Committee on Budget and Finance Meetings**

ADOPTED: November 6, 2006, March 4, 2013

The committee on Budget and Finance will meet at least quarterly to:

1. Review the appropriately detailed, written, monthly financial status reports that are prepared by the treasurer and presented to the Executive Committee.
2. Review, as necessary, all financial records, copies of all records and investment certificates of the Third District that are compiled and maintained by the Treasurer and other authorized individuals. These records will be stored at the District Office or in the district safe deposit box
3. Evaluate and oversee placement of the Third District's monetary reserves, to maintain at minimum, Two Hundred Eighty Thousand (\$280,000.00) dollars, in suitably insured investments, and to inform the Executive Committee, by progress reports, at regular intervals. The Budget and Finance committee is to evaluate the reserve fund minimum every 5 years.
4. Prepare and submit to the Executive Committee for approval, a printed line item comparative budget, at an interval established in the Constitution and Bylaws. Committee Chairpersons will submit a proposed yearly budget for their committee by January 30<sup>th</sup> of each year following fiscal year.
5. Establish the amount of the Treasurers and Executive Directors Bond, consistent with current needs.
6. Solicit and review bids for the certified audit of the Third District's financial records, which is to be conducted annually or at some other interval established by the Executive Committee. If the year-end tax reports are not prepared by the auditor, bids will be obtained for these reports as well. Appropriate recommendations and copies of audits are to be conveyed to the Executive Committee.
7. Budget and Finance Committee to meet after Annual meeting to review investments. Record minutes of meetings for review by Executive committee.

### **Investment Decisions**

ADOPTED: June 22, 1999

Finance Committee grants allowance to Officers of the Executive Committee to make investment decisions to benefit the Third District Dental Society.

### **Investment Policy**

ADOPTED: December 7, 2015

The Investment Policy of the Third District Dental Society adopts the proposed Investment Policy dated December 7, 2015. The Executive Committee agrees that the Investment Committee trustees are to withdraw the current investment account(s) and place the funds in the fund types described in the policy. The Investment Committee will adhere to this new policy. It is agreed that this policy replaces any and all prior Investment Policies.

### **Reimbursement for Meeting and Travel Expenses For Officers, Executive Director, NYSDA and ADA Alternate Delegates**

ADOPTED: December 3, 2012

Resolved that the following Third District representatives are eligible for travel reimbursement:

- President and/or President Elect to attend the NYSDA House of Delegates
- Executive Director or in their absence, the President may make a substitute attendee to the ADA and NYSDA House of Delegates
- NYSDA Alternate Delegate designated to attend must attend the Third District Caucus, Reference Committee and House of Delegate sessions to be eligible for reimbursement
- ADA Alternate Delegate designated to attend is required to attend the Second Trustee Caucus, appropriate reference committees and the sessions of the House of Delegates to be eligible for reimbursement.

Meeting and travel expenses that have been approved are reimbursed as follows:

- Transportation expenses including advanced purchased air including baggage charges and economy rail; and ground transportation including taxi, bus, car
- Hotel single room and tax charges not to exceed NYSDA negotiated rate
- Incidentals: \$20.00 per overnight stay (this is for tips, telephone, etc)
- Meal expenses up to \$80.00 per day

All other meeting and travel requests must receive prior evaluation and approval President and reported at the following Executive Committee meeting.

### **MEETINGS-Executive Committee and General Membership**

#### **Executive Committee Meeting with Online Access**

ADOPTED: March 5, 2012

The Executive Committee meetings will be available to members using an online web conferencing media such as Skype, Go To Meetings or any other appropriate media

Fees for service to be allocated from the General Fund / Meetings and Travel budget line

Members are notified via email by the executive director  
Cancellations due to bad weather will still apply.

Online Participants must:

Email the Secretary (Gabriel McGarry) or the Executive Director (Kathleen Moore) their intention to attend via the internet. An email confirmation with the login information will be sent to the member. The Secretary will monitor the online connection and sound

The attendee's name is to be added to the attendance list and indicated as Online Attendee

Attendees must be able to participate in open discussion by alerting the secretary to be entered into the discussion order. The meeting room attendees must be able to hear and converse with the online attendee.

Votes may be taken by those on the web conference and recorded by the Secretary. The Secretary will announce the results of the online votes and are included in the overall vote tally.

### **New Business**

ADOPTED: December 4, 1995

Any member who wish to bring up new business at the executive committee meeting should inform him in advance so that he may place it in order of business in appropriate priority.

### **Alcoholic Beverages:**

ADOPTED: October 15, 1992

At any function sponsored or supported by this society at which alcoholic beverages are served, the expense of such beverages shall be on a financially sustaining basis (such as a "cash bar" or as a part of the charge to attend) and no money from the society shall in any way be used for the purchase of alcoholic beverages.

### **Meeting Minutes (Distribution Of)**

ADOPTED: September 8, 2008

Minutes shall be recorded in writing for all meetings of the executive committee, general membership and including executive sessions. Minutes shall be recorded in a manner as to reflect the actions, motion and statements of the executive committee, without recording superfluous discussions.

Minutes shall be distributed to members of the executive members prior to the following months' meeting and included in the meeting notice.

If any audio or video recording was made of the meeting, it shall be destroyed upon approval of the minutes.

If distribution is by electronic means, the file shall be in the format of a PDF to protect against unauthorized editing of a word processor document.

Minutes are to be maintained perpetually.

### **Removal from Appointed Positions**

ADOPTED: February 2, 1998

That the President has the authority to remove any appointed member of a committee

## **CONTINUING EDUCATION AND ANNUAL, SEMI-ANNUAL MEETINGS**

### **Continuing Education Credit for Study Groups**

ADOPTED: April 7, 1997 (amended June 2010 clarifying practice management courses)

1. The Study Group must have applied for and have an approved "Affiliation Study Group" application.
2. To obtain Mandated Continuing Education (MCE) credits the course curriculum must be either basic, clinical or behavioral science, including pharmacology, public health issues, infection control, sterile procedures, legal issues, patient counseling, or other topics which contribute to the practice of dentistry. The decision on whether a course meets these

guidelines will be made by the Third District Dental Society according to the NYS State Education Department regulations. Please note, Practice Management courses apply only if the course is to improve patient care, not increasing the practice or personal profit.

3. An application form must be sent for **each** course **3 weeks prior to** the course for pre-approval. The application **must include** the course title, date, summary of presentation and the presenters CV and hours of presentation. No course will receive approval after the date of presentation.
4. No course will be approved if held on the same day as an advertised Third District Dental Society course; or the topic is similar to any Third District course being held within 30 days.
5. When approved, the Study Group secretary will receive a Certificate of Attendance that can be duplicated for distribution to those who have signed the roster. (NYSDA's Registry will not accept a certificate of attendance without a signature on the roster)
6. Third District Dental Society's name must appear as the sponsor on any course publicity following approval. The district will publicize all courses via the newsletter "The Mirror" and on the web site at [www.third-district.org](http://www.third-district.org)
7. The course must be open to all Third District Dental Society members.
8. Approved courses must provide roster that includes the Course Title, Presenter and Date of course at the top and signature of an officer of the Study Group, and attendees printed name and ADA number and signature. A copy of the roster must be sent to the Third District Dental Society within one week of the course. The Third District will file attendees CE credits with the NYSDA CE Registry at no charge to the study group or its members.

#### **Annual Meeting Tuition for New Members**

ADOPTED: November 1, 2004

New Members of the district will be admitted at half off tuition to the 1<sup>st</sup> annual meeting of their membership. Members elected after the annual meeting is held and up to the day of the following annual meeting.

#### **Refunds for Continuing Education and Annual Meeting Tuition**

ADOPTED: November 3, 2003

The following refund policy applies for all district continuing education and annual meeting tuition.

- Refunds are made by request up to 24 hours prior to any scheduled program
- No refunds will be granted for weather related absences unless contacted by the chair or the district office of cancellation of the program
- Exceptions for severe illness or family tragedies
- No refunds granted for early departure from program

#### **Continuing Education and Annual Meeting Attendee List (Distribution of)**

ADOPTED: November 1, 2010

The Third District Dental Society District Office will provide Attendance Lists to all Sponsors and Speaker Sponsors for events such as continuing education programs, annual and spring meetings. The list will only contain Name and Mailing Address. No email, phone or fax numbers are to be distributed.

#### **MEMBERSHIP**

##### **Membership Application Approval During Non-meeting Time Periods**

ADOPTED: May 6, 2013

Approval of Membership Applications that have been received after the last Executive Committee meeting in May and before the September meeting as well as any other period where a monthly meeting is not held is to be screened by the Executive Director, dues payments recorded and deemed to be in acceptable credentialed order and are free of any Office of Professional Discipline violations. Applicant names are to be emailed to the Executive Committee for review, comments are to be returned to the executive director within 48 hours. The applications are to be made available and approved by the Officers of the Third District Dental Society. A vote will follow at the next Executive Committee meeting held.

### **Dues Incentive Program-ADA & NYSDA**

ADOPTED: December 2, 2013

That the Third District Dental Society participate in the ADA Membership Incentive program for 2014. This will reduce non-members and dropped members in the Active (A) Category to a one time only half dues incentive. The dues for this potential member will be \$83. This does not affect other reduced dues categories.

### **Membership Application - Interview**

ADOPTED: November 2000

That candidates for membership in The Third District Dental Society be informally interviewed by members of the membership committee, new dentist committee or other members of the executive committee, and the interviewer will sign the members' application.

### **Member Contact Information (Distribution Of)**

ADOPTED: November 3, 2008

The Third District Dental Society District Office will provide mailing lists that contain:

Names, Office Address and Office Phone Numbers

No fax or Email information is to be distributed.

The information will be disbursed at the following fees schedule:

- Third District Members at \$15.00
- Dental Practices who are members of NYSDA (not 3<sup>rd</sup> members) at \$30.00
- Commercial Vendors who provide a service or product to the membership at \$60.00

Requests for such lists shall be distributed in:

- Label format in paper or transmitted electronically
- Contact list in paper or transmitted electronically

### **Web Site Member Information**

ADOPTED: November 3, 2008

The Third District Dental Society District Office will list members contact information for the "Find A Dentist" section at [www.third-district.org](http://www.third-district.org) or any other Third District Dental Society web address.

- Information will be listed Geographically and categorized in specialty groups:
- Names, Office Address and Office Phone Numbers
- Members own web addresses will be included with a link to their page.
- No fax or Email information will be listed

### **Classified Advertising**

ADOPTED: May 2, 2011

It is the policy of the Third District Dental Society to accept classified advertising for use on the district's web site(s) or printed "The Mirror" only from dental practices that are members of organized dentistry.

### **Memorial for Deceased Members:**

ADOPTED: February 2, 1998

When a member of the Third District Dental Society passes away, a sympathy card with a note of contribution of thirty-five (\$35) dollars in the members name is made to the Scholarship Fund.

## **AWARDS**

### **Distinguished Service Award of the Third District Dental Society**

ADOPTED: February 5, 2007

The "Distinguished Service Award of the Third District Dental Society" has been created. This award would be for a non-member such as a dental hygienist, dental assistant, or other professional whose work has impacted the third district or the dental profession.

Many times there is a person, group or organization that makes a contribution to the dental community that should be honored or acknowledged by the Third District Dental Society. The criteria are similar to the Feltman-Hunn Medal of Merit. This award is to be given to a non-dentist and meets any of the following criteria:

1. He or she has provided leadership in improving the quality of care that patients receive from members of the Third District.
2. He or she has contributed in a positive way to the Third District Dental Society, and the practice of dentistry for the betterment of the society or dentistry.
3. This award may be given to dental hygienists, dental assistants or other professionals who work closely with dentistry.

Inscription on plaque: This award is presented to \_\_ in recognition of his/her leadership and dedication to the dental profession and the Third District Dental Society

### **Awards Selection Criteria**

ADOPTED February 5, 2007

Updated awards criteria have established to be made part of the Administrative Code.

**William B Smith Award:** In recognition of Dr. William Smith's dedication to the profession of dentistry and his/her role model for the highest ethics standards in his/her years of involvement in dentistry. Choose an individual or group of individuals who display the following characteristics:

1. A long tenure of involvement in the profession of dentistry, not limited just too active participation in the Third District or the American Dental Association.
2. The individual is a role model for high ethics both in the practice of dentistry and outside the practice of dentistry.

Inscription on plaque: The William B. Smith Award is presented to Dr. \_\_who has displayed continued involvement in organized dentistry, continued education and has displayed the highest ethical standards.

**Feltman-Hunn Medal of Merit:** This award is a leadership award, not just for an active participant in the society. It is given to a *member* for exceptional leadership and dedication to the perfection of the Art and Science of Dentistry. Choose an individual who displays the following characteristics:

1. Has been an active member of organized dentistry in which he or she has provided leadership as a committee member or officer of any dental organization'

2. He or she has provided leadership in improving the quality of care that patient does receive from members of the Third District

Inscription on plaque: The Feltman-Hunn Medal of Merit is awarded to Dr. \_\_\_in recognition of his/her exceptional leadership and munificent dedication to the perfection of the art and science of dentistry.

**Downes-Ripp Achievement Award:** The Districts' most prestigious member award for untiring commitment to dentistry, accomplishments of special note to the profession of dentistry. All of which contributes to the betterment of the profession of dentistry. Choose a member who best displays characteristics from the following:

1. A member who has been a positive force in changing dentistry and has provided expertise above and beyond the average practitioner to the profession of dentistry, to members of the Third District
2. A member who has provided exceptional leadership in improving the care patient does receive through innovative methods or materials
3. A member who has provided exceptional dedication and educational experiences for the profession in undergraduate, post-graduate, university or hospital programs or in continuing education programs
4. A member who has been a positive driving force to improve patient care

Inscription on plaque: This award is presented to Dr. In recognition of his/her untiring commitment for the betterment of the profession of dentistry.

### **Certificate of Appreciation**

ADOPTED March 1995

A certificate of appreciation is to be given to members of the Executive Committee of the Third District Dental Society upon their retirement from the committee. The certificate should state the positions held while on the committee, and years of service.

### **DISTRICT RECORDS and PUBLICATIONS**

#### **Record Retention**

ADOPTED: September 8, 2008

The following policy applies to records, files and documents belonging to the Third District Dental Society. Staff will maintain organization's records in accordance with the adopted record retention schedule as follows:

- Correspondence will be maintained a minimum of one year and a maximum of five years with exception of documents that support legal and critical issues
- Financial records shall be destroyed after seven years or according to current IRS requirements
- Minutes and legal documents shall be maintained perpetually.
- An accountant or lawyer will review the documentation schedule periodically to update according to legal requirements
- Continuing Education records will be held for a period of six years
- Public records will be provided in accordance with law

### **Directory mailing to Retired Members**

ADOPTED: April 7, 1997

The directories will no longer be mailed to retired or disabled members unless specifically requested.

### **Newsletter and Website Classified Advertising**

ADOPTED: May 2, 2011

It is the policy of the Third District Dental Society to accept classified advertising for use on the district's web site(s) or printed "The Mirror" only from dental practices that are members of organized dentistry.

### **Commercial Advertising**

ADOPTED: February 1, 1999

That "The Mirror" does not accept advertisements but instead concentrate on generating advertisements for the Phone Directory.

### **NYSDA Presidential Campaign Protocol**

ADOPTED: May 6, 2013

A NYSDA 2017 Presidential Campaign Ad Hoc committee be appointed by the president of the Third District Dental Society at the General Membership Meeting in 2013. This ad hoc committee will oversee the candidate campaign process for the nomination of a the 2015 New York State Dental Association (NYSDA) Vice President who will be nominated at the spring meeting of the NYSDA House of Delegates in 2015.

The following procedure is to be followed:

1. The 2013-14 Third District Nominating Committee will notify all eligible members of all opening positions including this NYSDA position by May 31, 2014. A notice is to be sent via mail, email and/or fax and placed on the Third District web site.
2. Respondents are to reply in writing and include their Curriculum Vitae (CV) to the executive director of their desire to be placed in nominations by June 30, 2014.
3. The Nominating Committee will verify eligibility with the Third District and New York State Dental Association Constitution and By Laws and verify that all are Member(s) in Good Standing.
4. Approved Candidates are asked to write an essay identifying their ideas on how they would seek to handle some of the problems facing dentistry and the association, not only vital problems of today, but problems they foresee that may arise down the road. This dissertation be made available to the membership for reference.
5. Candidate(s) will be provided a mailing list and one master copy of mailing labels for use in their campaign. *Email address will / or will not be provided.*
6. An E Update will be dedicated to the campaign and will include an invitation to the Campaign meetings. It will highlight the candidate(s), include their essay and CV
7. The candidate(s) along with the Ad Hoc Committee will attend up to 2 evening meetings, one in the Kingston area and one in Albany at the fall annual general membership meeting on September 18, 2014. Candidates(s) will each be allowed 10 minutes for an oral presentation only, followed by 10 minutes for questions and answers from the membership. Any member may ask their question at a microphone provided and are to ask each candidate the same question.
8. Written and sealed ballots will be provided to the attendees both meetings. The votes from the first meeting are to be sealed in an envelope by the chairperson of the Ad Hoc Committee and signed by the candidate(s) and ad hoc chairperson. The envelope will be securely kept at the Third District office and brought to the second meeting by the Executive Director. The envelope will be checked and verified by each candidate at the second meeting. Votes from both meetings will then be opened and counted by the Ad Hoc committee and reported by the chairperson to the Nominations Committee. Only one vote per member will be counted. In the event of a tie, a second ballot will be taken at the general membership meeting of members in attendance. The

candidate with the majority of the second vote will be determined. Vote totals are to remain in strict confidence by the Ad Hoc Committee. Ballots will be sealed, and shredded at the earliest available time.

9. This nominee will be announced in proper order to the New York State Dental Association as the Third District nominee for the 2015 Vice President.

Time line:	2014
Nominations Committee Call for Nominations	May 31
Candidate(s) written response and CV	June 30
Notice to members of candidate(s)	by August 7
Candidate(s) included in 2014-15 slate to Executive Committee	Sept. 8
Candidate(s) visit to Kingston area	Sept. 9 & Sept. 15 <sup>th</sup>
Annual General Membership Meeting	Sept 18
Announcement by proper protocol to NYSDA	October 1
NYSDA Nominating Committee	TBD
Spring 2015	
NYSDA House of Delegates election	TBD Spring 2015

## **DISTRICT EMPLOYEES**

### **Executive Director Search**

ADOPTED May 1, 2000

That the search committee has the latitude to recommended hiring a non-dentist for the position of Executive Director of the Third District Dental Society.

### **Evaluations of Services**

ADOPTED: September 9, 2008

That the President, President elect, Vice President, Secretary and Treasurer meet with the Executive Director to discuss job performance and salary increases and make that proposal to the Budget and Finance Committee for inclusion on the Proposed Budget. This will eliminate the need for the annual salary discussion with the Executive Committee.

ADOPTED: June 6, 1988

That the Committee on Finance, Budget, and Audit, do a yearly evaluation of our adjunct professional services to include the society's Accountant, Attorney, Executive Director, and any secretarial services at a time in the fall season deemed appropriate by the Committee on Finance, Budget and Audit.

In order to carry out the intent of the above resolution the Secretary of the society submits the following procedure to be employed:

1. A review of the employees of the Third District Dental Society will be accomplished on a yearly basis.
2. A written review of the Executive Secretary and the Assistant Secretary will be submitted to Budget and Finance by the Executive Director
3. The review of the Executive Director will be accomplished by the President of the Society and submitted to Budget and Finance.
4. Submission of the review is required prior to the September Meeting of Budget and finance.

### **Holidays, Sick Days, and Vacation Time:**

ADOPTED: January 3, 2005

a. **Holidays:** The following official holidays will be observed:

New Years Day, Martin Luther King Day, Presidents Day, Memorial Day,  
Independence Day, Labor Day, Columbus Day, Veterans Day, Thanksgiving Day, Day  
after Thanksgiving, Christmas Day

If a holiday falls on a weekend the holiday will be observed on Friday or Monday as observed by State and/or Federal Government. (Adopted January 3, 2005)

b. **Sick Days:**

Sick days will be accumulated at the rate of one-half (1/2) of workday per month of work. Unused sick days may be paid as a bonus salary at a point in time, as chosen by the employer. Sick days taken in excess of the accumulated time will be deducted from the employee's salary at the salary rate at the time taken.

c. **Vacation Days:**

After one (1) year at employment – one (1) work week

After two (2) years at employment – two (2) work weeks

After (10) years at employment – three (3) work weeks

Vacation time may be accrued up to five (5) weeks. Any time over five (5) weeks will be lost.

d. The Administration of the office staff is the responsibility of the Executive Director. In his or her absence, the staff will report to President or his/her designate.

## **IRS COMPLIANCE**

### **Conflict of Interest Policy**

ADOPTED: February 1, 2010

This Conflict of Interest Policy of the Third District Dental Society (TDDS – hereinafter also the “Society”): (1) defines conflicts of interest; (2) identifies classes of individuals within the Society covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. Definition of conflict of interest. A conflict of interest arises when a person in a position of authority over the Society may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons. This policy includes person placing themselves in a position where personal or professional interests may conflict with their duty to the Society, persons using information learned through their office or position in the Society for personal gain or advantage, and persons obtaining by any third party an improper gain or advantage.

2. Individuals covered. Persons covered by this policy are all elective, appointive, or employed persons, including but not limited to the Society’s officers, executive directors, executive committee members, employees, consultants, staff and volunteers.

3. Facilitation of disclosure. Persons covered by this policy will annually disclose or update to the Executive Committee through the Third District Dental Society President, on a form provided by the Society their interests that could give rise to conflicts of interest, such as a list of family members, substantial Business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

4. Procedures to manage conflicts. For each interest disclosed to the President as the representative of the Executive Committee, the President will determine whether to: (a) take no action; (b) assure full disclosure to the Executive Committee and other related discussions or decisions within the Society; (c) ask the person to recuse from participation in related discussions or decisions within the Society; or (d) ask the person to resign from his or her position in the Society or, if the person refuses to resign become subject to possible removal in accordance with the Society’s removal procedures. The Society’s Executive Director and Secretary will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President, and, through the President, to the Executive Committee in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred. The Executive Committee shall approve all compliance activities that will implement this conflict of interest policy.

### **Joint Venture Policy**

ADOPTED: February 1, 2010

This Joint Venture Policy of the Third District Dental Society (hereinafter known as “Society”) requires that the Society evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the Society’s exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

A. Joint ventures or similar arrangements with taxable entities. For purposes of this policy, a joint venture or similar arrangement (or a “venture or arrangement”) means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the Society controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

(a) 95% or more of the venture's or arrangement's income for its tax year ending within the Society's tax year is excluded from unrelated business income taxation [including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property except to the extent of debt-financing; and (iv) gains or losses from the sale of property]; and

(b) the primary purpose of the Society's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

2. Safeguards to ensure exempt status protection. The Society will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Society's exempt status is protected; and (b) take steps to safeguard the Society's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

(i) control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the Society;

(ii) requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;

(iii) that the venture or arrangement not engage in activities that would jeopardize the Society's exemption; and

(iv) that all contracts entered into with the Society be on terms that are arm's length or more favorable to the Society.

### **Whistleblower Policy**

ADOPTED: February 1, 2010

The Whistleblower Policy of the Third District Dental Society (TDDS – hereinafter also the “Society”): (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Society; (2) specifies that the Society will protect the person from retaliation; and (3) identifies where such information can be reported.

1. Encouragement of reporting. The Society encourages complaints, reports or inquires about illegal practices or serious violations of the Society's policies, including illegal or improper conduct by the Society itself by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Society's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. Protection from retaliation. The Society prohibits retaliation by or on behalf of the Society against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Society reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Society's Executive Director or President; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Society's Secretary. The Society will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Society may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

### **Process for Determining Compensation**

ADOPTED: February 1, 2010

This Policy on the Process for Determining Compensation of the Third District Dental Society (hereinafter known as "Society") applies to the compensation of the following persons employed by the Society:

\_\_\_ The Society's **chief employed executive**<sup>1</sup> (CHECK IF APPLICABLE)

\_\_\_ Other **Officers**<sup>2</sup> or **Key Employees**<sup>3</sup> of the Society by title: \_\_\_\_\_

\_\_\_\_\_ (CHECK IF APPLICABLE; SUPPLY TITLES).

The process includes all of these elements: (1) review and approval by the executive committee or compensation committee of the Society; (2) use of data as to comparable compensation; and (3) contemporaneous documentation and recordkeeping.

1. **Review and approval.** The compensation of the person is reviewed and approved by the executive committee or compensation committee of the Society, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.

2. **Use of data as to comparable compensation.** The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated Society.

3. **Contemporaneous documentation and recordkeeping.** There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

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<sup>1</sup> **Chief employed executive** – The CEO (i.e., Chief Executive Officer), executive director, or top management official (i.e., a person who has ultimate responsibility for implementing the decisions of the Society's governing body or for supervising the management, administration, or operations of the Society).

<sup>2</sup> **Officer** – A person elected or appointed to manage the Society's daily operations, such as a president, vice-president, secretary or treasurer. The officers of the Society are determined by reference to its organizing document, bylaws, or resolutions of its governing body, or as otherwise designated consistent with state law, but at a minimum include those officers required by applicable state law. Include as officers the Society's top management official and top financial official (the person who has ultimate responsibility for managing the Society's finances).

<sup>3</sup> **Key Employee** – An employee of the Society who meets all three of the following tests: (a) \$150,000 Test: receives reportable compensation from the Society and all related Society's in excess of \$150,000 for the year; (b) Responsibility Test: the employee: (i) has responsibility, powers, or influence over the Society as a whole that is similar to those of officers, directors, or trustees; (ii) manages a discrete segment or activity of the Society that represents 10% or more of the activities, assets, income, or expenses of the Society, as compared to the Society as a whole; or (iii) has or shares authority to control or determine 10% or more of the Society's capital expenditures, operating budget, or compensation for employees; and (c) Top 20 Test: is one of the 20 employees (that satisfy

**ADDENDUM**  
**INCLUDES CRITERIA and FORMS**

**THIRD DISTRICT DENTAL SOCIETY CONFLICT OF INTEREST PROCEDURE REQUIREMENTS**

**Introduction**

This Conflict of Interest Questionnaire must be filled out and returned to the Third District Dental Society by all Third District Dental Society Officers, Executive Committee Members, Board Members, Council Chairs, Executive Staff and Consultants every year. This Questionnaire has been adopted from the ADA and the New York State Dental Association. Its purpose is to provide specific written disclosure of certain affiliations to assist Third District Dental Society in carrying out the Conflict of Interest Policy. This Questionnaire is detailed so that Third District Dental Society will be able to make precise judgments about potential conflicts. This, in turn, will allow individuals to continue serving Third District Dental Society except in those areas where there is a specific and actual conflict. Thus, answering "yes" to many or even most of the questions will not lead to disqualification of the individual. Indeed, in many instances it is important to have individuals who have a certain level of expertise which can only be attained by affiliations with other organizations or companies. The intent and purpose of this "Compliance with Conflict of Interest Policy" is to avoid total disqualification and to give guidance to individuals who complete the Questionnaire. Third District Dental Society President and President Elect will review any actual conflicts with Executive Committee members and the individual will be advised if any corrective action is necessary.

**COMPLIANCE WITH CONFLICT OF INTEREST POLICY**

Please complete each question to the best of your knowledge. You may list your answers directly on this form or you may provide your answers on a separate sheet of paper.

The following terms used in this statement have the following meanings:

"TDDNY" means the Third District Dental Society and its subsidiaries and affiliates.

"Material financial interest" means:

- a financial ownership interest of 5% or more, or
- a financial ownership interest which contributes materially to your income, or
- a position as proprietor, director, managing partner or key employee.

1.

2. Do you or any members of your immediate family hold or plan to hold a material financial interest in any business which furnishes goods or services, or is seeking to furnish goods or services, to the Third District Dental Society?

No: \_\_\_\_\_

Yes: \_\_\_\_\_

If yes, please list the name of each business and the type of goods or services involved.

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3. Do you hold or plan to hold a material financial interest in any health care business or health care facility, excluding a private dental practice?

No: \_\_\_\_\_

Yes: \_\_\_\_\_

If yes, please list the name of each business or facility and provide a brief description of the type of business or facility.

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4. Are you, or do you anticipate becoming within the next 12 months, a consultant, employee, or agent of a dentally related products or services?

No: \_\_\_\_\_

Yes: \_\_\_\_\_

If yes, please list the name of each corporation, position held, and term of position, including the same information for any anticipated position. If the manufacturer or distributor is not a nationally known company, please provide a brief description of the company.

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5. Are you, or do you anticipate becoming within the next 12 months, a trustee, director, officer, council or committee member, employee or consultant of any health care organization or health-related professional society?

No: \_\_\_\_\_

Yes: \_\_\_\_\_

If yes, please list the name of each organization, position held, and term of position, including the same information for any anticipated position. If the organization is not a nationally known organization, please provide a brief description of the organization.

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6. Do you hold, or do you anticipate holding within the next 12 months, any faculty appointments?

No: \_\_\_\_\_

Yes: \_\_\_\_\_

If yes, please list the name of each institution, position held, and term of appointment.

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7. Are you involved in, or do you anticipate becoming involved in, public representation and advocacy, or being a spokesperson for any product or company, including lobbying, on behalf of any organization?

No: \_\_\_\_\_

Yes: \_\_\_\_\_

If yes, please list the name of each organization and describe the nature of the activities you are or will be involved in.

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8. Are you involved in any other personal relationship, activity or interest which may raise a conflict of interest or impair your objectivity on Third District Dental Society policies or issues?

No: \_\_\_\_\_

Yes: \_\_\_\_\_

If yes, please describe each relationship, activity or interest.

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I understand that I am expected to comply with the Conflict of Interest policy of the Third District Dental Society.

In addition, I understand that in order for this Conflict of Interest to be effective I have a continuing responsibility to comply with the Conflict of Interest policy and I will promptly disclose any new affiliations required to be disclosed under the policy.

I understand and agree that as a condition for serving as a member of the executive committee and/or committee, I will exercise particular care that no detriment to the Third District Dental Society will result from conflicts, if any, between my interests and those of the Association.

Having read and understood the Society's policy and having completed this statement to the best of my knowledge and belief, I agree to be bound by the terms hereof.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

**Third District Dental Society  
Investment Policy  
Proposed to Executive Committee December 7, 2015**

This investment policy is to identify the general philosophy, objectives, and parameters concerning the investment of the Third District Dental Society funds. Investments will be made for the sole interest and exclusive purpose of increasing the assets for our future use. Assets must be invested with care, skill and diligence that a prudent person acting in this capacity would use.

**Investment Funds**

The Investment Accounts of the Third District Dental Society consist of the General-Contingency Funds and Scholarship Fund.

**General Funds (Operating Account)**

Any short-term excess funds shall be invested in safe, liquid instruments with maturities of no more than one year.

**Investment Account(s):**

Funds in excess of those needed for operations may be kept in investment vehicles with the primary objectives of long-term capital growth in real, inflation-adjusted terms, while being mindful of the need to preserve asset value.

**Investment Account - Management Guidelines**

A portion of the Investment Account shall be kept in stable instruments to be available for cash-flow deficits in the general operating account and other needs as determined by the Board. These investments shall be characterized by low risk, volatility, and highly liquid and include instruments such as CD's or bond accounts with maturities of three (3) years or less. The allocation for these funds are 15% to 45% of the total investment portfolio.

**Investment Account – Growth Fund**

Funds in excess of those needed for the operation account may be invested more aggressively for long-term growth. The Fund shall be allocated to asset classes that are most appropriate based upon the relative prospects for those classes. When utilizing mutual funds or other collective investments, the total of such funds should reflect historical allocations of no more than 40-75% in fixed income securities and no more than 45% - 15% in equities or other instruments with similar volatility. These are general guidelines that also apply to separately managed accounts. The investment time horizon for this account is long and indefinite.

The Investment Committee, at its discretion, may retain the services of one or more professional, licensed, fiduciary advisor with the concerns of the Third District Dental Society Investment Committee as his/her primary concern to manage the Investment Account(s). Managers retained by the Investment Committee will have discretionary investment authority over those assets for which they are responsible, subject to the guidelines herein set forth. The Investment Committee is not, however, required or compelled to use a manager.

**Signatories to the Investment Account(s)**

In accordance with the By Laws, the following Investment Committee members have signatory rights to withdraw funds for the purpose of investing or to transfer to other investment instruments or to transfer to the Operating Fund of the society: Investment Chairman/Chairwoman, Treasurer and Secretary. Two signatures are required to withdraw or transfer funds.

**Financial Review**

The Investment Committee shall review this policy at least annually to determine if amendments or modifications are desirable. Amendments require the approval of the majority of the Executive Committee. The Executive Committee, or its appointed Committee, will review the performance and management of these Accounts at least annually. Performance shall be compared to appropriate, predetermined industry benchmark measures. The focus of the Investment Account(s) review should reflect the long-term horizon of that Account.

