Constitution and Bylaws for DENT-IL-PAC, the Political Action Committee for the Illinois State Dental Society

Constitution

Proposed DRAFT Changes 5-13-26

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ARTICLE I - NAME

The name of this corporation, organized as a not-for-profit corporation under the laws of the State of Illinois, is DENT-IL-PAC.

ARTICLE II - OBJECTIVE

The objectives of this corporation shall be to promote and further the interests of the public and of the profession of dentistry in matters of legislation and administrative regulations; to develop among the public and the profession an awareness of political issues which relate to dental public health and welfare; and to collect and disseminate funds for the purpose of carrying out these objectives, to the extent permitted by applicable law.

ARTICLE III - POWERS

The Board of Directors of the corporation shall have the power to direct, manage and control the business, property, and funds of the corporation and to direct its activities so that its objectives can be achieved.

ARTICLE IV - MEMBERSHIP

The corporation shall have no members.

Bylaws

ARTICLE I - BOARD OF DIRECTORS

Section 1. Composition. The corporation's Board of Directors shall consist of twenty-six (26) voting members, of which twenty-one (21) are Directors, two (2) are Ex-officio Directors, and three (3) are the corporation's Officers. The composition of Directors, Ex-officio Directors, and Officers, is as follows:

Directors

Fourteen (14) Directors from the ISDS established Trustee Districts, as follows:

- One (1) Director from the Northwestern District. Component Societies: Winnebago, U.S. Grant, McHenry.
- One (1) Director from the Northeastern District. Component Societies: Fox River Valley, Will County, Kankakee.
- One (1) Director from the Central Northern District. Component Societies: Whiteside-Lee, Rock Island, Illinois Valley.
- One (1) Director from the Central District. Component Societies: McLean County, Prairie Valley, Peoria.
- One (1) Director from the Central Western District. Component Societies: Madison, G.V. Black, T.L. Gilmer.
- One (1) Director from the Central Eastern District. Component Societies: Illini, Eastern Illinois, Decatur.
- One (1) Director from the Southern District. Component Societies: Wabash, St. Clair, Southern Illinois.
- Seven (7) Directors from the Chicago District. Component Society: Chicago Trustees.

One (1) Director from the Illinois Society of Periodontists
One (1) Director from the Illinois Society of Pediatric Dentists
One (1) Director from the Illinois Association of Endodontists
One (1) Director from the Illinois Society of Orthodontists
One (1) Director from the Illinois Society of Oral and Maxillofacial Surgeons
One (1) Director from the Illinois Academy of General Dentistry (AGD)
One (1) Director who is a New Dentist (as defined by the ISDS Bylaws)

Ex-officio Directors
One (1) Director who is current chair of the ISDS Governmental Affairs Committee
One (1) Director who is the current 8th District ADPAC Trustee

Officers
President
President-elect
Secretary/Treasurer

Eligibility to Serve
All Directors, Ex-officio Directors, and Officers of the Board of Directors must maintain membership in good standing with the Illinois State Dental Society and be a DENT-IL-PAC Contributor by contributing at least to the DENT-IL_PAC Contributor level. A "Contributor" is defined as any dentist who resides or practices within the State of Illinois who (1) holds a DDS, DMD, or equivalent degrees, and (2) makes a financial contribution to DENT-IL-PAC annually between the months of October 1 and September 30 during the dentist's term of office. A director must not be disqualified from serving by any applicable law applicable to campaign finance matters.

Rotation of Director Districts
For the purpose of nominating directors to the Board of Directors from the ISDS established Trustee Districts, the components in the district will be allowed to nominate a director in the following order:

Northwestern District: McHenry, Winnebago, U.S. Grant, McHenry, Winnebago, McHenry, U.S. Grant, Winnebago (repeat).
Northeastern District: Will County, Fox River Valley, Kankakee, Fox River Valley (repeat).
Central Northern District: Rock Island, Whiteside-Lee, Illinois Valley (repeat).
Central District: Peoria District, McLean County, Peoria District, Prairie Valley, McLean County (repeat).
Central Western District: T.L. Gilmer, Madison, G.V. Black, Madison; T.L. Gilmer, G.V. Black, Madison, G.V. Black (repeat).
Central Eastern District: Decatur, Illini, Eastern Illinois (repeat).
Southern District: Southern Illinois, Wabash, St. Clair (repeat).
Chicago District: An alphabetical rotation amongst branch societies of the Chicago Dental Society shall be used to determine eligibility to submit a nominee for a Director.

Submission for Nominees
A nominee to serve as a director shall be submitted to the DENT-IL-PAC Credentialing Committee no later than March 31.

- Should a nominee not be submitted by the applicable component or branch society by March 31 of the year in which the term would take effect, then the next component or branch society in the rotation will be given the opportunity to submit a nominee.
- A nominee for the New Dentist Director shall self-nominate theirself to the Credentialing Committee.

Election of Directors
The Credentials Committee shall submit to the Board of Directors the names of all director nominees determined by the Credentials Committee to be qualified to be elected. The directors shall be elected by the existing Board of Directors at the annual meeting of the Board of Directors or at a special meeting called for that purpose.

Section 2. Term. Each director shall serve for three (3) years, or until their successor has been duly elected. Directors are eligible to serve multiple, consecutive terms but are required to be submitted as a nominee to the Credentialing Committee prior to each subsequent election. Terms shall be staggered so that approximately one-third of the terms expire each year. The board composition in Section 1 shall take effect at the close of the ISDS Annual Session in 2027 and will expire every 3 years thereafter. In order to construct the staggered terms of office contemplated by this Section 2, the following terms of office are established for the directors elected in 2027.

The following directors will have terms that expire at the conclusion of the 2028 ISDS Annual Session:

2 directors from the Chicago District
Northwestern District
Central District
Southern District
Illinois Society of Periodontists
Illinois Society of Oral and Maxillofacial Surgeons

The following directors will have terms that expire at the conclusion of the 2029 ISDS Annual Session:

2 directors from the Chicago District
Northeastern District
Central Western District
New Dentist
Illinois Society of Pediatric Dentists
Illinois Academy of General Dentistry

The following directors will have terms that expire at the conclusion of the 2030 ISDS Annual Session:

3 directors from the Chicago District
Central Northern District
Central Eastern District
Illinois Society of Orthodontists
Illinois Society of Endodontists

Section 3. Meetings.

Regular Meetings.
There shall be two regular meetings of the Board of Directors annually. One meeting shall be held near, but prior to the ISDS Lobby Day event, and one meeting shall be near, but prior to the ISDS Annual Session, which meeting shall be the annual meeting of the corporation.

Special Meetings
Special meetings may be called by the President or by the Board of Directors to be held at a time and place they may designate.

Notice of Meetings.
Notice of each Regular and Special meeting shall be given to each director at least ten (10) days in advance by personal delivery, mail, courier, electronic mail, or other reliable means of communication. Notice shall state the date, time, and place (or telephonic or electronic means) of the meeting and in the case of a special meeting, the business to be transacted. Attendance at a meeting by a director shall

constitute a waiver of notice of that meeting, except where the director attends solely for the purpose of objecting to the form of notice.

Participation by Conference or Electronic Means.
Directors may participate in a meeting of the Board of Directors by means of conference telephone, video conference, or other communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting for all purposes.

Section 4. Compensation. Directors shall serve without compensation.

Section 5. Quorum. One -third of the members of the Board of Directors shall constitute a quorum.

Section 6. Removal. Any director may be removed from office by a two-thirds majority of voting members at a meeting of the Board of Directors.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the remaining members of the Board of Directors, even if less than a quorum. Any person so elected must have received approval from the Credentialing Committee. The person so elected shall serve for the balance of the unexpired term and until their successor is elected.

ARTICLE II - OFFICERS

Section 1. Officers. Officers of the corporation shall be a president, president-elect, and secretary/treasurer. They shall be elected from present members of the Board of Directors.

Section 2. Election and Term of Office. The president, president-elect, and secretary/treasurer of the corporation shall be elected to a two-year term commencing on the odd numbered year and may serve for one term only and until their successor is duly elected. No person may hold more than one office at a time. The election of officers will take place at the Corporation's annual meeting. In order to appear on a ballot for election at the annual meeting, those eligible and interested in serving in an officer position shall submit their name and position of interest to the Credentialing Committee by March 31.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term and until their successor is elected. In the case of a vacancy in the office of President, the President-elect shall become the President for the balance of the term of office identified in Section 2 without further action of the Board of Directors.

Section 4. Removal. Any officer of the corporation may be removed by a two-thirds majority of the entire membership of the Board of Directors at any regular or special meeting whenever in its judgment the best interests of the corporation would be served thereby.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation subject to the authority of the Board. The president shall preside at all meetings of the members of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President-elect. In the absence of the president or in the event of their inability or refusal to act, the president-elect shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The president-elect shall perform such other duties as from time to time assigned to them by the president or Board of Directors.

Section 7A. Secretary/Treasurer. The secretary/treasurer shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be the custodian of the corporation records keep a register of the post office address of each Contributor, and in general perform all duties as from time to time may be assigned to them by the president or by the Board of Directors.

Treasurer Duties: The secretary/treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and shall supervise legal compliance with all applicable campaign finance laws. The Secretary/Treasurer shall receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Article VI hereof; and in general perform all the duties incident to the office of secretary/ treasurer and such other duties as may be assigned from time to time to them by the president or the Board of Directors.

Section 8. Bond. The secretary/treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine, the attendant expenses to be paid by the corporation.

Section 9. Compensation. The above-specified officers shall serve without compensation.

Section 10. Management of the Corporation. The Board of Directors is authorized to determine and delegate the administrative functions associated with the day to day management of the corporation to such individuals or entities selected by the Board of Directors.

ARTICLE III - ELECTION OF OFFICERS

Section 1. Time. Election of officers shall take place at the corporation's Annual meeting.

Section 2. Voting. All members of the Board of Directors who are present at the annual meeting may vote.

Section 3. Nominations. The Credentialing Committee shall nominate a slate of officers and present said slate to the Board of Directors for approval.

Section 4. Election. In the event there is only one nomination for each office, that nominee shall be declared elected without the necessity of a formal ballot.

ARTICLE IV - EXECUTIVE COMMITTEE

The officers of the corporation and three members of the Board of Directors elected by the Board of Directors, the General Fundraising Chair, the Chair of the ISDS Committee on Governmental Affairs, and ADPAC Trustee shall comprise the Executive Committee. The Chairman of the ISDS Committee on Governmental Affairs and the ADPAC Trustee are non-voting members. The Executive Committee shall function between board meetings to achieve the stated purposes of the corporation, when, in the judgment of the president, circumstances preclude convening the Board of Directors in its entirety. The president shall be chair of this committee, and at their discretion may convene it by conference call or other form of communications technology through which all parties can communicate and participate.

ARTICLE V - COMMITTEES

Standing and special committees shall be established by the Board of Directors. Members of the committees shall be appointed by the president and shall serve at their discretion.

Section 1. General Fundraising Committee.

Composition: The members of the General Fundraising Committee shall consist of "General Fundraising Chair" - appointed by the President, DENT-IL-PAC President-elect, and two other DENT-IL-PAC directors recommended by the Executive Committee and appointed by the President.

Term: The chair and directors shall serve two year terms. The DENT-IL-PAC President-elect's term will correspond to their term of office as President-elect.

Duties: To coordinate fundraising drives, establish fundraising goals and develop programs for fundraising.

Section 2.

Composition: The Credentialing Committee shall consist of the following five (5) members: Immediate Past-President, President-elect, and three directors appointed by the President.

Term: Appointed Members of the Credentialing Committee shall serve a two-year term.

Duties: The Credentialing Committee shall receive the names of nominees for director and officer positions, verify eligibility of nominees to serve as a director, and recommend to the Board of Directors a nominee to be contained on the ballot for each director position.

ARTICLE VI - OPERATIONS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The secretary treasurer shall review the checks issued and deposited by the corporation on a quarterly basis and shall prepare a receipts and disbursements summary for distribution to the Board of Directors at each meeting.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may approve.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Section 5. Contributions. The mission of the corporation shall be funded by contributions, gifts, and bequests as shall be received from time to time. The Board of Directors may by resolution establish suggested annual contribution categories and amounts.

ARTICLE VII - BOOKS AND RECORDS

Except for executive session, the corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings, and meetings of committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE IX - WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - AMENDMENTS

The Constitution and bylaws may be altered or repealed by two-thirds of the directors present at any regular meeting or at any special meeting, provided that at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XI - OFFICIAL RULES OF ORDER

The American Institute of Parliamentarians Parliamentary Procedure shall be the official rules of order to govern the deliberations and proceedings of all meetings, unless otherwise specified in the constitution and bylaws.

ARTICLE XI – INDEMNIFICATION

The corporation shall indemnify and hold harmless each officer and director now or hereafter serving the corporation from and against any and all claims and liabilities to which they may be or become subject to by reason now or hereafter being or having heretofore been an officer and/or director of the corporation and/or by reason of their acts or omissions as an officer and/or director of the corporation. The corporation shall reimburse each officer and director of the corporation for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided however, no officer or director shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of their own negligence of willful misconduct. The foregoing rights of officers and directors shall not be to the exclusion of other rights to which they may be lawfully entitled.

ARTICLE XIII – DISSOLUTION OF THE CORPORATION

Section 1 – Authority to Dissolve. The Corporation may be dissolved upon the adoption of a resolution to dissolve by the affirmative vote of at least a majority of the directors then in office, or by such greater threshold as the Board of Directors may establish in a prior resolution.

Section 2 – Plan of Dissolution. Upon approval of dissolution, the Board of Directors shall adopt a written plan of dissolution and winding up that complies with all applicable law. The plan shall address:

1. Payment or other resolution of all known debts and liabilities of the Corporation.
2. Termination or assignment of leases, contracts, and other obligations.
3. The orderly disposition of remaining assets and funds in compliance with applicable law.

Section 3 – Final Reports and Filings. The Secretary/Treasurer shall file all required termination or final reports with the Illinois State Board of Elections and such other entities required by law.

Section 4 – Disposition of Remaining Funds. After payment of all debts and obligations and satisfaction of legal requirements:

1. Remaining funds shall be disposed of in accordance with applicable Illinois law and the Illinois Campaign Finance Disclosure Act, which may include transfer to another political committee or charitable organization, as permitted.
2. In no event shall remaining funds be distributed to any director, officer, or private individual for personal use.

Section 5 – Record Retention After Dissolution. All records of the corporation shall be preserved for at least the minimum retention period required by law following dissolution. The Board of Directors shall designate a custodian of records for the post-dissolution period, which may be the former Secretary/Treasurer, or another responsible person.

Adopted 5-29-80
Bylaws, Article II, Sections 1 and 2, amended February 21, 1988 Bylaws,
Article I, Section 2, and Article IV amended February 18, 1991
Bylaws, Article I, Section 2; Article II, Sections 1, 2 and 6; and Article IV amended February 24, 1995
Bylaws, Article I, Section 2; Article III, Section 3 amended on September 10, 1995.
Bylaws, Article I, Section 2 and 9 amended on September 7, 1997.
Bylaws, Article II, Section 1, 2, 7A, and 8 amended on February 25, 2005. Bylaws,
Article II, Section 10 and 11 amended September 14, 2006.
Bylaws Article VI, Section 2, amended September 14, 2006.
Bylaws Article I, Section 2 amended; Article V, Section 1. added; & Article VIII deleted on April 5, 2011.
Bylaws Article I, Section 2 amended; Article II, Section 5, 6,7,8,10,11, amended;
Article III Section 3 amended; Article V amended; Article III Section 1 amended;
Bylaws Article I, Section 2 amended on April 21, 2016
Bylaws Article II, Section 2 amended on September 8, 2016
Bylaws Article III, Section 1 amended on September 8, 2016