



DENT-IL-PAC Constitution and Bylaws Revision Background

Over the last year and a half, the DENT-IL-PAC Board has been reviewing the constitution, by-laws, and the policy manual. The DENT-IL-PAC Board had a committee review these documents in their entirety. Following the Committee review, the Board and legal counsel reviewed the documents.

The Bylaws Review Committee members include Dr. Lauren Hood-Olson, Chair, Dr. Terry Barnfield, Dr. Hillarie Hudson, Dr. Maggie Schaefer Gilpin, Dr. Spencer Pope, Dr. Chad Reedy, and Dr. Victoria Ursitti.

Through that review, legal counsel found several inconsistencies between the DENT-IL-PAC Constitution and the Bylaws. Legal counsel notated that the PAC Bylaws does not clearly define a contributor and the term needs to be defined. The definition is critical because under the current constitution and bylaws, contributors have voting privileges.

Additionally, the constitution and the bylaws of the PAC infer two different types of governance structures. In some instances, the constitution and bylaws refer to a member-controlled entity. A member-controlled entity allows members the right to vote. In other areas, the constitution and bylaws refer to a board-controlled entity, which gives the board full governing authority. Legal counsel suggested that DENT-IL-PAC needs to determine one governance structure. Having competing governance structures can put the PAC at risk for legal issues.

Following legal review, the Committee and the DENT-IL-PAC board discussed options for the governance structure. The options included a member-controlled entity, a board-controlled entity, or moving to a committee style structure underneath the Illinois State Dental Society. The board voted to propose changes to the constitution that the DENT-IL-PAC be a board-controlled entity, which clarifies the board's ability to fully govern the functions and operations of DENT-IL-PAC, as it currently does today.

To clarify this structure, the Constitution will have to be voted upon by the contributors present at the upcoming Annual DENT-IL-PAC Breakfast. It should be noted that there have not been any amendments to the DENT-IL-PAC Constitution since 2013. Ultimately meaning that the Board has already functioned as a board-controlled entity.

Following the vote of the Constitution, at a later meeting, the DENT-IL-PAC board will be voting on changes to the by-laws that will include reducing the size of the Board. The overall review highlighted the need for DENT-IL-PAC to modernize its current structure. The Board discussed several issues with the current structure which includes size and rotation of terms.

- Size

The Board currently has 36 members, and the proposed structure reduces the number of board members to 26. The new structure would be similar to the ISDS Board of Trustees, with the addition of representation of specialty organizations. The new structure is outlined under composition of the board in the proposed changes to the bylaws document.

- Rotation of terms

Currently, DENT-IL-PAC has vacancies, and in more recent years vacancies have become harder to fill. While work continues to fill these roles, vacancies are often indicative of a need for structural changes to the governing composition.

Additionally, there are not clearly defined terms for Directors. Currently, a director holds their seat for their component or branch until they either resign or their component or branch determines otherwise. This has become extremely difficult as Directors do not change in a structured manner. Essentially, at any point in the year DENT-IL-PAC could have new Directors. This has made the onboarding structure very difficult. Under the newly proposed structure, terms for Directors are established and defined processes would be put into place for Directors to be on the Board.

When the DENT-IL-PAC Board votes on the changes to the bylaws and if they pass, the proposed Board structure changes would not take effect until 2027 to allow for implementation. Several other changes are necessary in the bylaws to provide for consistency and clarity of the document. Additionally, further changes streamline the constitution and the bylaws.

