

PROPOSED AMENDMENTS TO MDAA BYLAWS

AMENDMENT #1: Change in title of Chief Executive Officer to Executive Director

Amend Article 5. **BOARD OF DIRECTORS** by striking, “a Chief Executive Officer (CEO)” and inserting, “an Executive Director (ED)”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Article 5. BOARD OF DIRECTORS A Board of Directors, hereafter called the Board, shall manage the business and assets of the Association. The Board may employ a Chief Executive Officer (CEO) for the day-to-day management of the Association as specified by the Board.</p> <p>The Board shall consist of a President, President Elect, Secretary and Treasurer and between 4 and 6 elected Directors from the current membership. The Past President and Chief Electoral Officer (CEO) are ex-officio board members with no voting privileges.</p>	<p>Article 5. BOARD OF DIRECTORS A Board of Directors, hereafter called the Board, shall manage the business and assets of the Association. The Board may employ an Chief Executive Officer (CEO) Executive Director (ED) for the day-to-day management of the Association as specified by the Board.</p> <p>The Board shall consist of a President, President Elect, Secretary and Treasurer and between 4 and 6 elected Directors from the current membership. The Past President and Chief Electoral Officer (CEO) Executive Director (ED) are ex-officio board members with no voting privileges.</p>	<p>Article 5. BOARD OF DIRECTORS A Board of Directors, hereafter called the Board, shall manage the business and assets of the Association. The Board may employ an Executive Director (ED) for the day-to-day management of the Association as specified by the Board.</p> <p>The Board shall consist of a President, President Elect, Secretary and Treasurer and between 4 and 6 elected Directors from the current membership. The Past President and Executive Director (ED) are ex-officio board members with no voting privileges.</p>

Proposed by: MDAA Board of Directors

Rationale: This amendment will change the title of the Chief Executive Officer to Executive Director to more accurately reflect the duties of this position.

Conforming Amendment #1A - Amend Section 5.2 Nominations and Elections by striking, “a Chief Executive Officer (CEO)” and inserting, “an Executive Director (ED)”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Section 5.2 Nominations and Elections. Any member who expresses interest in becoming Secretary or Treasurer or Director must submit a written consent to the Chief Executive Officer (CEO) no later than 30 days prior to the Annual General Meeting. Additional nominations from the floor will be accepted at the Annual General Meeting. Elections shall be by ballot, except where there is only one nominee for each office, in which case the election for each office may be held by show of hands.</p>	<p>Section 5.2 Nominations and Elections. Any member who expresses interest in becoming Secretary or Treasurer or Director must submit a written consent to the Chief Executive Officer (CEO) <u>Executive Director (ED)</u> no later than 30 days prior to the Annual General Meeting. Additional nominations from the floor will be accepted at the Annual General Meeting. Elections shall be by ballot, except where there is only one nominee for each office, in which case the election for each office may be held by show of hands.</p>	<p>Section 5.2 Nominations and Elections. Any member who expresses interest in becoming Secretary or Treasurer or Director must submit a written consent to the Executive Director (ED) no later than 30 days prior to the Annual General Meeting. Additional nominations from the floor will be accepted at the Annual General Meeting. Elections shall be by ballot, except where there is only one nominee for each office, in which case the election for each office may be held by show of hands.</p>

Conforming Amendment #1B - Amend Section 5.4 Board Terms and Vacancies, Paragraph 5.4.2 by striking, “a Chief Executive Officer (CEO)” and inserting, “an Executive Director (ED)”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>5.4.2 The Director’s positions, including the Officers (President, President Elect, Secretary and Treasurer) are for a two-year term. The term of the Past President shall be one year. An Officer’s or Director’s term may be extended for two additional two-year terms with their written consent and a two-thirds vote of the Board. This request may be submitted to the Chief Executive Officer (CEO) a minimum of 30 days prior to the expiry of the term. Terms shall be staggered to increase continuity on the Board.</p>	<p>5.4.2 The Director’s positions, including the Officers (President, President Elect, Secretary and Treasurer) are for a two-year term. The term of the Past President shall be one year. An Officer’s or Director’s term may be extended for two additional two-year terms with their written consent and a two-thirds vote of the Board. This request may be submitted to the Chief Executive Officer (CEO) <u>Executive Director (ED)</u> a minimum of 30 days prior to the expiry of the term. Terms shall be staggered to increase continuity on the Board.</p>	<p>5.4.2 The Director’s positions, including the Officers (President, President Elect, Secretary and Treasurer) are for a two-year term. The term of the Past President shall be one year. An Officer’s or Director’s term may be extended for two additional two-year terms with their written consent and a two-thirds vote of the Board. This request may be submitted to the Executive Director (ED) a minimum of 30 days prior to the expiry of the term. Terms shall be staggered to increase continuity on the Board.</p>

Conforming Amendment #1C - Amend Section 7.3 Powers of the Board, Paragraph 7.3.4 by striking, “a Chief Executive Officer (CEO)” and inserting, “an Executive Director (ED)”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>7.3.4 The Board shall employ a Chief Executive Officer (CEO) to supervise, manage and carry out any and all of the day-to-day duties of the Association as the Board may determine from time to time. The Chief Executive Officer (CEO) shall receive remuneration as determined by the Board.</p>	<p>7.3.4 The Board shall employ a Chief Executive Officer (CEO) <u>an Executive Director</u> to supervise, manage and carry out any and all of the day-to-day duties of the Association as the Board may determine from time to time. The Chief Executive Officer (CEO) <u>Executive Director (ED)</u> shall receive remuneration as determined by the Board.</p>	<p>7.3.4 The Board shall employ an Executive Director (ED) to supervise, manage and carry out any and all of the day-to-day duties of the Association as the Board may determine from time to time. The Executive Director (ED) shall receive remuneration as determined by the Board.</p>

Conforming Amendment #1D - Amend Article 8. OFFICERS by striking, “a Chief Executive Officer (CEO)” and inserting, “an Executive Director (ED)”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Article 8. OFFICERS The officers of the Association will be the President, Past President, President Elect, Secretary and Treasurer. The Past President and Chief Executive Officer (CEO) are ex-officio board members with no voting privileges.</p>	<p>Article 8. OFFICERS The officers of the Association will be the President, Past President, President Elect, Secretary and Treasurer. The Past President and Chief Executive Officer (CEO) <u>Executive Director (ED)</u> are ex-officio board members with no voting privileges.</p>	<p>Article 8. OFFICERS The officers of the Association will be the President, Past President, President Elect, Secretary and Treasurer. The Past President and Executive Director (ED) are ex-officio board members with no voting privileges.</p>

Conforming Amendment #1E

Amend Section 8.1 Duties and Responsibilities, Paragraph 8.1.5 by striking, “a Chief Executive Officer (CEO)” and inserting, “an Executive Director (ED)”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>8.1.5 The Chief Executive Officer (CEO) is the chief executive officer of the Association. The Chief Executive Officer (CEO) has custody of the funds and securities of the Association, keeps full and accurate accounts of all assigned from time to time by the Board. The Chief Executive Officer (CEO) shall be one of the signing officers of the Association.</p>	<p>8.1.5 The Chief Executive Officer (CEO) <u>Executive Director (ED)</u> is the chief executive officer of the Association. The Chief Executive Officer (CEO) <u>Executive Director (ED)</u> has custody of the funds and securities of the Association, keeps full and accurate accounts of all assigned from time to time by the Board. The Chief Executive Officer (CEO) <u>Executive Director (ED)</u> shall be one of the signing officers of the Association.</p>	<p>8.1.5 The Executive Director (ED) is the chief executive officer of the Association. The Executive Director (ED) has custody of the funds and securities of the Association, keeps full and accurate accounts of all assigned from time to time by the Board. The Executive Director (ED) shall be one of the signing officers of the Association.</p>

Conforming Amendment #1F

Amend Section 11.4 Signing Authority by striking, “a Chief Executive Officer (CEO)” and inserting, “an Executive Director (ED)”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Section 11.4 The signing authority for the Association shall be the Chief Executive Officer (CEO) and one of the following officers: President, President Elect or Treasurer. All cheques will be signed by two such officers, employees, or agents of the Board as determined by resolution of the Board.</p>	<p>Section 11.4 The signing authority for the Association shall be the Chief Executive Officer (CEO) <u>Executive Director (ED)</u> and one of the following officers: President, President Elect or Treasurer. All cheques will be signed by two such officers, employees, or agents of the Board as determined by resolution of the Board.</p>	<p>Section 11.4 The signing authority for the Association shall be Executive Director (ED) and one of the following officers: President, President Elect or Treasurer. All cheques will be signed by two such officers, employees, or agents of the Board as determined by resolution of the Board.</p>

AMENDMENT #2 – Increase the number of Directors elected to the Board

Amend Article 5. **BOARD OF DIRECTORS** by striking, “between four (4) and six (6) elected Directors” and inserting, “between six (6) and eight (8) elected Directors”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Article 5. BOARD OF DIRECTORS A Board of Directors, hereafter called the Board, shall manage the business and assets of the Association. The Board may employ a Chief Executive Officer (CEO) for the day-to-day management of the Association as specified by the Board.</p> <p>The Board shall consist of a President, President Elect, Secretary and Treasurer and between 4 and 6 elected Directors from the current membership. The Past President and Chief Electoral Officer (CEO) are ex-officio board members with no voting privileges.</p>	<p>Article 5. BOARD OF DIRECTORS A Board of Directors, hereafter called the Board, shall manage the business and assets of the Association. The Board may employ a Chief Executive Officer (CEO) for the day-to-day management of the Association as specified by the Board.</p> <p>The Board shall consist of a President, President Elect, Secretary and Treasurer and between 4 and 6 elected Directors <u>between six (6) and eight (8) Directors</u> from the current membership. The Past President and Chief Electoral Officer (CEO) are ex-officio board members with no voting privileges.</p>	<p>Article 5. BOARD OF DIRECTORS A Board of Directors, hereafter called the Board, shall manage the business and assets of the Association. The Board may employ a Chief Executive Officer (CEO) for the day-to-day management of the Association as specified by the Board.</p> <p>The Board shall consist of a President, President Elect, Secretary and Treasurer and between six (6) and eight (8) elected Directors from the current membership. The Past President and Chief Electoral Officer (CEO) are ex-officio board members with no voting privileges.</p>

Proposed by: MDAA Board of Directors

Rationale: This amendment will increase the number of Directors elected to the Board from the current membership to assist the association with conducting its business.

AMENDMENT #3 - Representation on the Board of the Canadian Dental Assistant Association (CDAA)

Amend Section 5.3 Representatives of the Board to the CDAA by inserting, “Canadian Dental Assistant Association” and adding, “This CDAA Board of Directors position will be a two (2) year term. Typically, the President of the MDAA holds the position of the Organizational Member (OM) for the CDAA who represents the MDAA, but the board may consider having the CDAA board member represent the dual role of the OM if required”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Section 5.3 Representative of the Board to the CDAA The MDAA Board will appoint a representative to the CDAA Board from the MDAA Board of Directors.</p>	<p>Section 5.3 Representative of the Board to the CDAA The MDAA Board will appoint a representative to the Canadian Dental Assistant Association (CDAA) Board from the MDAA Board of Directors. This CDAA Board of Directors position will be a two (2) year term. Typically, the President of the MDAA holds the position of the Organizational Member (OM) for the CDAA who represents the MDAA, but the board may consider having the CDAA board member represent the dual role of the OM if required.</p>	<p>Section 5.3 Representative of the Board to the CDAA The MDAA Board will appoint a representative to the Canadian Dental Assistant Association (CDAA) Board from the MDAA Board of Directors. This CDAA Board of Directors position will be a two (2) year term. Typically, the President of the MDAA holds the position of the Organizational Member (OM) for the CDAA who represents the MDAA, but the board may consider having the CDAA board member represent the dual role of the OM if required.</p>

Proposed by: MDAA Board of Directors

Rationale: This amendment defines the acronym CDAA and establishes the method of appointing a representative of the MDAA to the CDAA Board.

AMENDMENT #4 – Authority for Electronic Meetings

Amend Article 9. **MEETINGS** by adding a new Section 9.5 Electronic Meetings.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
	<p><u>9.5 Electronic Meetings</u></p> <p><u>9.5.1 The Board and committees are authorized to meet by telephone conference or through any other electronic communications media so long as all the members may simultaneously communicate with each other and participate during the meeting.</u></p> <p><u>9.5.2. As determined by the Board, by a two-thirds (2/3) vote, any meeting mentioned herein may be held electronically.</u></p> <p><u>9.5.3 Any member may participate in meetings of members by any electronic means. All participants, however, must have the opportunity for simultaneous aural communication and be able to communicate adequately with each other. Members participating in such meetings are deemed to be present, including for the purpose of quorum.</u></p>	<p>9.5 Electronic Meetings</p> <p>9.5.1 The Board and committees are authorized to meet by telephone conference or through any other electronic communications media so long as all the members may simultaneously communicate with each other and participate during the meeting,</p> <p>9.5.2. As determined by the Board, by a two-thirds (2/3) vote, any meeting mentioned herein may be held electronically.</p> <p>9.5.3 Any member may participate in meetings of members by any electronic means. All participants, however, must have the opportunity for simultaneous aural communication and be able to communicate adequately with each other. Members participating in such meetings are deemed to be present, including for the purpose of quorum.</p>

Proposed by: MDAA Board of Directors

Rationale: The proposal authorizes the members to hold electronic meetings a determined by the Board, to attend an in-person meeting via electronic means and if so, the member will be deemed present for the purposes of quorum.

AMENDMENT #5 – Removal of Fluoride from Standing Committees

Amend Section 12.4 Standing Committees by deleting “6. Fluoride”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Section 12.4 Standing Committees The Standing Committees of the Board may include but not be limited to the following:</p> <ol style="list-style-type: none"> 1. Manitoba Dental Association (MDA) Convention 2. Continuing Education 3. Canadian Dental Assistants Association (CDAA) Board Member for Manitoba 4. CDI College PAC Progress (Professional Advisory Committee) 5. Red River College (RRC) Advisory Committee 6. Fluoride 	<p>Section 12.4 Standing Committees The Standing Committees of the Board may include but not be limited to the following:</p> <ol style="list-style-type: none"> 1. Manitoba Dental Association (MDA) Convention 2. Continuing Education 3. Canadian Dental Assistants Association (CDAA) Board Member for Manitoba 4. CDI College PAC Progress (Professional Advisory Committee) 5. Red River College (RRC) Advisory Committee 6. Fluoride 	<p>Section 12.4 Standing Committees The Standing Committees of the Board may include but not be limited to the following:</p> <ol style="list-style-type: none"> 1. Manitoba Dental Association (MDA) Convention 2. Continuing Education 3. Canadian Dental Assistants Association (CDAA) Board Member for Manitoba 4. CDI College PAC Progress (Professional Advisory Committee) 5. Red River College (RRC) Advisory Committee

Proposed by: MDAA Board of Directors

Rationale: The amendment removes the defunct Fluoride Standing Committee.

AMENDMENT #6 – Ad Hoc Committee Membership

Amend Section 12.5 Ad Hoc Committees by adding, “Members may include the following: Board of Directors, Dentists, Association members, or members at large” to set out membership of those committees.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Section 12.5 Ad Hoc Committees The Board may establish such Ad Hoc committees as are required from time to time to carry out special tasks of the Association. Ad Hoc committees will be established for a specific function and time period.</p>	<p>Section 12.5 Ad Hoc Committees The Board may establish such Ad Hoc committees as are required from time to time to carry out special tasks of the Association. Ad Hoc committees will be established for a specific function and time period. <u>Members may include the following: Board of Directors, Dentists, Association members, or members at large.</u></p>	<p>Section 12.5 Ad Hoc Committees The Board may establish such Ad Hoc committees as are required from time to time to carry out special tasks of the Association. Ad Hoc committees will be established for a specific function and time period. Members may include the following: Board of Directors, Dentists, Association members, or members at large.</p>

Proposed by: MDAA Board of Directors

Rationale: The amendment clarifies who can be appointed to an Ad Hoc Committee.

AMENDMENT #7 – Remuneration for Officers and Directors

Amend Article **13. REMUNERATION**, Section 13.1 to adjust the amount of honorariums for Officers and Directors by striking, “\$1500” and inserting “\$3,000” and by striking “\$300” and inserting “\$500”.

CURRENT WORDING	PROPOSED AMENDMENT	IF ADOPTED WILL READ
<p>Section 13.1 The Officers and Directors shall receive an honorarium annually to be paid out in full at the completion of a one year term.</p> <p>President \$1500.00 President Elect \$ 800.00 Secretary \$ 500.00 Treasurer \$ 300.00 Board Members \$25.00 (per meeting held in person or via video conference)</p>	<p>Section 13.1 The Officers and Directors shall receive an honorarium annually to be paid out in full at the completion of a one year term.</p> <p>President \$1500.00 <u>\$3000.00</u> President Elect \$ 800.00 Secretary \$ 500.00 Treasurer \$ 300.00 <u>\$500.00</u> Board Members \$25.00 (per meeting held in person or via video conference)</p>	<p>Section 13.1. The Officers and Directors shall receive an honorarium annually to be paid out in full at the completion of a one year term.</p> <p>President \$3000.00 President Elect \$ 800.00 Secretary \$ 500.00 Treasurer \$ 500.00 Board Members \$25.00 (per meeting held in person or via video conference)</p>

Proposed by: MDAA Board of Directors

Rationale: The amendment updates the amount of honorariums paid to reflect an appropriate amount of compensation, and adjusts the amount for the Treasurer to be the same as the Secretary.