



## **CONSTITUTION & BYLAWS**

**Iowa Dental Laboratory Association, Inc.**

Updated March 2009

# PREAMBLE

The future of all those engaged in the dental laboratory industry depends to a great extent upon the maintenance of high standards of business conduct and a harmonious relationship with members of the dental profession. The dental profession can only be maintained unless the conduct and motives of all the members of the dental laboratory industry are such as to merit the approval of all people in the industry and the members of the dental profession. No attempt is made here to list all rules and roles of conduct of the members of the dental laboratory profession. These ethics are adopted as general guide to the spirit with which this code is formulated.

## ADVERTISING

**Section 1 Prices** should not be advertised except to dentists or commercial dental laboratories to who subcontracts are sought or made.

**Section 2 Advertising** must be honest and in no way untrue, deceptive, or misleading.

## MATERIALS

**Section 1 Specified materials.** Only materials will be used as specified by the dentist or dental laboratory for who the work is being performed. If the choice of material is left to the discretion of the member, upon written request, the member will accurately inform the dentist or dental laboratory respecting the type and kind of material used.

**Section 2 Itemized list.** With every completed dental prosthesis, a fully itemized invoice showing the name of the material used shall be made available.

## GENERAL CONDUCT

**Section 1 Legal Authorization** Members shall not render or aid others not legally authorized to render, any services directly to the general public. This shall not prejudice the right of any member to construct specimen or other dental prosthesis for dentists, dental dealers, or manufacturers when the same are to be used solely for technical or display purposes.

**Section 2 Professionalism** No member shall defame, malign, or falsely accuse any other dental laboratory, dental technician, or school. Members will exhibit professionalism to each other and the community of Dental Technology.

**Section 3 IDLA Antitrust Compliance Policy** The Iowa Dental Laboratory Association (IDLA) has a policy of strict compliance with the federal antitrust

laws. The antitrust laws prohibit certain combinations and agreements among competitors. Members of an association such as IDLA can be considered competitors in the context of antitrust challenges even if their businesses are not in the same geographical area or in the same product line.

**The penalties for antitrust violations can be very severe, not only for the Association but also for you as an individual.**

IDLA members cannot come to understandings, making agreements or otherwise concur on positions or activities that in any way tend to raise, lower prices or fees, divide markets, or encourage boycotts. Each member must make an independent decision, without consultation with competitors, on how to conduct business and with whom to do business. Specifically, members should never agree on:

- Current or future prices or fees, price or fee changes, discounting, regulation of production and other terms and conditions of sale or of providing services. Members should be extremely careful about discussing prices or fees. Agreements on pricing and fees are clearly illegal. Even price or fee discussions by competitors, if followed by parallel action among the competitors on pricing or fees can lead to antitrust investigations or challenges.
- Allocating or monopolizing territories or customers. Any agreement by competitors to “honor,” “protect,” or “avoid invading” one another’s market areas or product lines would violate the law.
- Refusing to do business with those whose business practices you oppose. Members can discuss the policies or practices of suppliers and to other third parties; however, you must never threaten, directly or indirectly, to act jointly to enforce changes to those policies or practices. Again, discussions followed by parallel action could, at the very least, trigger careful antitrust scrutiny.

Officers, Board Members, and members of the IDLA should never make any representation, publicly or privately, which would appear to represent an official policy or position of the IDLA without the express authorization of IDLA Executives. The U.S. Supreme Court has determined that recommendations or exhortations in antitrust areas by individuals who might appear to represent an association in some capacity can jeopardize the association; those in positions of responsibility for the IDLA must be especially cautious.

Antitrust laws are complicated. If any members are concerned, that he or she may be in a ‘gray area,’ which members should consult with NADL’s senior executives or legal counsel. If the conversation among competitors at an NADL / IDLA meeting turns to antitrust-sensitive issues, participants should discontinue the conversation until legal advice is obtained or leave the meeting immediately. Court cases have demonstrated that individuals that were present when an antitrust violation occurred, even when they did not actively participate in the

conversation, were held personally accountable and liable for the antitrust violation.

## MISSION STATEMENT

Iowa Dental Laboratory Association shall be the unified advocate of its members in the support of dentistry and the patient's oral health needs by promoting the advancement of Dental Technology.

## PURPOSE

The purpose for which the Iowa Dental Laboratory Association is organized is to:

Uphold and advance the dignity, honor, and efficiency of those engaged as owners of dental laboratories and dental laboratory technicians, to advance their standards of service to the dental profession and to establish cooperation among its members is as follows:

1. **By promoting** the economic and social interest of dental laboratory owners and dental laboratory technicians. By promoting high standards of integrity, honor, and courtesy in their relationship among each other, with the members of the dental profession, and all allied branches of dentistry. By disseminating technical knowledge and information among the members of the industry and rendering aid in the development of their craftsmanship. By assisting members in the solution of their business and technical problems.
2. **By encouraging** strict adherence and compliance with all laws relating to the regulation of dental technology and assisting in the adoption of new laws whenever they appear necessary to promote the best interest of the public health and welfare.
3. **By assisting** in the education and training of all those engaged in the dental prosthetic art and science.

# **CONSTITUTION OF Iowa Dental Laboratory Association, Inc.**

## **ARTICLE I – ORGANIZATION**

**Section 1 Character** The association shall be a corporation, not-for-profit, organized under the laws of the State of Iowa for the purpose set forth under the corporate charter, composed of dental laboratories, and dental laboratory technicians that have met the qualification and requirements as set forth herein.

**Section 2 Definition of a commercial dental laboratory** A commercial dental laboratory as referred to in these Bylaws, shall be any commercial establishment engaged in the fabrication (or manufacture), processing, or repair of dental and/or oral prosthesis. Members shall make its services available to any licensed dentist, dental clinic, or other dental laboratory as herein described.

**Section 3 Definition of a dental laboratory technician** A dental laboratory technician as referred to in these Bylaws, shall be any person who engages in the fabrication, processing, or repair of dental and/or oral prosthesis.

## **ARTICLE II – MEMBERSHIP**

There shall be five (5) categories of membership: Active, Dental Laboratory Technician, Associate, Honorary, and Life for which the rules of eligibility shall be determined by the Bylaws.

### **Section 1 Active Membership**

- a. Shall be the commercial laboratories, in good standing, located in the State of Iowa, whose services are for the exclusive use of the dental profession and/or other dental laboratories.
- b. Shall be the dental laboratory technician, in good standing, who is representative of an In-House dental laboratory.
- c. Shall be the representative of an accredited Dental Technology program by the American Dental Association Commission on Dental Accreditation for Dental Technology.
- d. Shall have voting privileges at business meetings.

## **Section 2 Dental Laboratory Technician Member**

- a. Shall be any dental laboratory technician in good standing working in the state of Iowa.
- b. Shall have the privileges of participating in all meetings, social events, and clinics, can state his/her view on matters that will be of common interest, can serve on committees, and can serve on the Board Members.
- c. Shall not have voting privileges at business meetings.

## **Section 3 Associate Membership**

- a. Shall include out-of-state Dental Laboratories who are in good standing.
- b. Shall be any manufacturers and suppliers to the dental laboratory industry.
- c. Governmental institution or any dental technician working in any governmental or state institution.
- d. Shall be those laboratories associated with the state of Iowa that are wholly owned and operated by an educational institution, agency, or subdivision of the United States of America, the State of Iowa, or any of its municipalities.
- e. Shall have the privileges of participating in all meetings, social events and clinics, can state his/her view on matters that will be of common interest, can serve on committees, and can serve on the Board Members.
- f. Shall not have voting privileges at business meetings.

## **Section 4 Honorary Membership**

- a. May consist of certain special persons who make an outstanding contribution to the advancement of the dental laboratory technology industry, the dental profession, or the Iowa Dental Laboratories Association.
- b. Shall not have voting privileges at business meetings.

## **Section 5 Life Member**

- a. Any retired dental laboratory technician who has been a member in good standing for at least ten years may become a Life Member of the Association upon application and approval of the Board Members.
- b. Life members will be entitled to all services of the Association.
- c. Shall not have voting privileges at business meetings.

## **ARTICLE III – OFFICERS AND THEIR DUTIES**

Officers shall consist of President, Vice-President, Secretary, and Treasurer

### **Election, Term of Office and Qualification:**

The term of office for the President, Vice-President, Secretary, and Treasurer shall be 2 years. These officers will be selected by the membership from a slate provided by the nominating committee at the annual meeting prior to the term expiration of the current officers. The new officers shall assume their offices at annual meeting following elections and shall serve until their successors have been elected and assume office or until death or resignation acceptance. However, the current Vice-President automatically ascends to the office of President upon the completion of the 2-year term of Vice-Presidency.

#### **A. President**

1. The president shall preside at all meetings of the Association and perform such duties as usually appertain to his/her office. He/she is a member ex-officio of all committees.
2. The president shall make appointments, including vacancies, not otherwise provided for.
3. The president shall appoint all committees not otherwise specified.
4. President shall serve a two-year term.

#### **B. Vice-President**

1. Vice-President shall assist the President in performing his/her duties and shall preside in his/her absence or at his/her request.
2. Vice-President shall succeed to the office of president in case of vacancy and fill the expired term.
3. Vice-President shall also be chairperson of the membership committee and all other committees as may be designated by the president.
4. Vice-President shall serve a two-year term.
5. Vice-President shall ascend to the office of President upon the completion of a two-year term.

#### **C. Secretary**

1. Secretary shall keep all official documents related to the Association.
2. Secretary shall assist the President and Vice-President as requested.
3. Secretary shall keep a record of the minutes of all meetings of the association and all the meetings of the Board Members.
4. Secretary shall ensure that members, or potential members, receive all pertinent information.

5. In general, the secretary shall carry out the duties that appertain to his/her office by custom.
6. Secretary shall see that all persons attending meetings are in good standing or invited guests.
7. Secretary shall serve a two-year term and ascends to the office of Vice-Presidency.

#### **D. Treasurer**

1. Treasurer shall have charge of all properties and money of the Association and keep an accurate account of the same.
2. Treasurer shall deposit all moneys in the depository designated by the Board Members.
3. Treasurer shall pay bills approved by the audit committee.
4. Treasurer shall keep a record of the payment of dues and assessments.
5. Treasurer shall mail statements to the membership for moneys owed the Association.
6. In general, the treasurer shall carry out the duties that appertain to his/her office by custom.
7. Treasurer shall verify payment of dues for registration purposes.
8. Treasurer shall serve a two-year term and ascends to the office of Secretary.

## **ARTICLE IV - COMMITTEES**

#### **A. Board Members**

1. Board Members shall attend to all business of the Association not specifically covered by custom, the duties of another committee or Officer of the Association.
2. Board Members may recommend change of annual dues.
3. Board Members shall consist of four (4) members who shall be elected.
4. The first year of formation two (2) members will be elected for a two (2) year term and two (2) members will be elected for a four (4) year term respectively. Election will be every other year.

#### **B. Membership Committee**

1. Membership Committee shall consist of three (3) members.
2. Vice-President shall be chairperson.
3. Membership Committee shall secure new members and shall act upon all applications for membership.

**C. Annual Meeting Committee**

1. Annual Meeting Committee shall consist of volunteer members.
2. Immediate past-president shall be chairperson.
3. It shall be the duty of the committee to plan and prepare the annual Expo meeting.
4. Annual Meeting Committee shall arrange for the comfort and entertainment of the members and guests of the Association and all other duties requested by the President.
5. Subcommittees include opening & closing ceremonies, speakers & sponsors, organizational, and reception party.

**D. Bylaws and Ethics Committee**

1. Bylaws and Ethics Committee shall be an ad hoc committee appointed by the president.
2. It shall be the duty of the Bylaws and Ethics Committee to study thoroughly any proposed changes or amendments to any document and interpret the Constitution and Bylaws.

**E. Audit Committee**

1. The Audit Committee shall be an ad hoc committee appointed by the president.
2. They shall audit the Treasurer's report prior to the annual or regular meetings.
3. Audit Committee shall make recommendations for the investment of surplus funds.
4. Audit Committee shall file taxes as deemed pertinent to comply with federal and state regulations.

**F. Website Committee**

1. The Website Committee shall consist of volunteer members.
2. Vice-President shall be chairperson.
3. It shall be the duty of the committee to design, organize, and update the website.

**ARTICLE V – VOTING**

1. Each active member shall be entitled to one vote. Any owner or dental laboratory technician designate may cast the vote of a member.
2. Members whose dues or assessments are in arrears shall not permit to vote.
3. A quorum shall be the majority in attendance.

## **ARTICLE VI – DUES AND ASSESSMENTS**

1. Amount of annual dues may be changed upon the recommendation of the Board Members and supported by the majority of members present at regular meetings.
2. Honorary and Life members shall be exempt from payment of dues.
3. Dues shall be due and payable at the beginning of each fiscal year, which shall be July 1<sup>st</sup>.
4. Special assessments not to exceed fifty percent of the annual dues may be levied upon the membership, upon the recommendation of the Board Members, supported by a majority vote of the membership present at any regular meeting.
5. Members expelled for non-payment of dues or special assessments must apply for new membership and pay an amount in arrears as determined by the Board Members.
6. The amount of annual dues and assessment may vary between classes of membership, but annual dues and assessments for all members of the same class must be equal.

## **ARTICLE VII – ADOPTION OF BYLAWS**

New Bylaws may be adopted, and by Bylaws of the Association may be amended by a majority vote of members present at regular meetings.