



*Horace Wells*

**CONSTITUTION AND BY-LAWS OF THE  
HORACE WELLS CLUB, INC.**

**2020 REVISION**

## **ARTICLE I**

This Club shall be called the Horace Wells Club, Incorporated.

## **ARTICLE II**

The mission and purpose of the Club is as follows:

To foster the memory of Horace Wells, the father of anesthesia, and incidental to these purposes to promote a professional and social intercourse among members of the dental profession in Connecticut.

To promote education and research into the field of anesthesiology and pain management, and to foster the development and application of improved methods, uses, practices and procedures in these fields.

To recognize by award outstanding interest and achievement in the field of anesthesiology.

To receive and administer funds for the purposes of the corporation and to that end to take and hold by bequest, devise, gift, purchase or lease, any property, real or personal, without limitation as to the amount or value, and to sell, convey and dispose of such property in any manner consistent with the purposes and objectives of the corporation.

To lay and accept dues, subscriptions and contributions from members of the corporation and others.

To do everything necessary or suitable for the accomplishment of any of these objectives.

## **ARTICLE III OFFICERS**

### **Section 1. Number and Title**

The elective officers of this Club shall be (3) in number: President, Vice-President and Secretary-Treasurer.

## **Section 2. Eligibility**

Only an Active or Life member in good standing in this Club shall be eligible to serve as an elective officer.

## **Section 3. Nominations and Elections**

The Board of Directors shall serve as the nominating committee and submit their list of nominees no later than October 15 of each year. They shall report at the Annual meeting in December, at which meeting any other nominations from the floor may be made. A vote of a simple majority of the members present is required for election. There shall be no voting by proxy.

## **Section 4. Tenure of Office**

The President and Vice President shall each serve a term of one (1) year and until their successors are elected and installed.

The Secretary-Treasurer shall be elected for a term of three years, and may be elected to two further terms, for a maximum of nine years in office.

## **Section 5. Installation**

All elective officers shall be installed at the Annual meeting in December.

## **Section 6. Vacancies**

In the event the office of President becomes vacant, the Vice-President shall become the President for the unexpired term. All other vacancies shall be filled by the President for the unexpired term with the approval of the Board of Directors.

## **Section 7. Duties of Elective Officers**

### **(A) President**

It shall be the duty of the President to preside and maintain order over meetings of the Club and the Board of Directors; to *give* a deciding vote *in case* of a tie, except in the election of officers; to appoint standing and special committees and the chairpersons of all committees with the approval of the Board of Directors; and to call special meetings of the Club as required.

### **(B) Vice-President**

It shall be the duty of the Vice-President to assist the President in the performance of the

President's duties and, in the absence or disability of the President or at the President's request, to officiate. The Vice-President will serve as the contact between the Club and the Award Recipient/Speaker for that year, assisting with travel and lodging arrangements as needed.

### **(C) Secretary-Treasurer**

It shall be the duty of the Secretary-Treasurer to keep accurate minutes of all meetings of the Club including the meetings of the Board of Governors; to attend to the printing and issuing of calls for meetings; to be custodian of the Seal and affix same to official documents when necessary; to take care of all correspondence of the Club and the Board of Directors; and to keep a record of all past and present members, together with their dates of election and severance of membership.

It shall be the duty of the Secretary-Treasurer to collect dues and assessments, pay bills and handle all financial transactions of the Club with the approval of the Club. The Secretary-Treasurer shall present a financial report at the Annual meeting of the Club.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors shall consist of the President, Vice-President, Secretary-Treasurer, the immediate Past President, and three active members who are elected by the membership. One Director shall be elected each year for a term of three years. If there is a vacancy on the Board, the remaining Directors can fill the vacancy in the Directorship to hold office until the next annual meeting of the members and until their successors are elected.

Each Director shall be limited to two terms of three year each.

From time to time, the Club's Board of Directors may consider the appointment of a Club Historian. This member shall have unique knowledge of Horace Wells and/or the Horace Wells Club. This appointment shall renew annually subject to majority approval of the current Board, and is not subject to term limits. The Club Historian shall be an ex-officio member of the Board with the right to vote.

### **Section 2. Duties**

The Board of Directors shall have general charge of the affairs of the Club with the exception of the management of the Horace Wells Trust Fund; shall have the power to lay and collect dues and assessments; and carry on the functions of the Club.

### **Section 3. Meetings**

The Board of Directors shall have its regular meeting no later than October 15 of each year, and may have special meetings as called by the officers of the Club, providing no less than ten (10) days notice. The meeting and the voting by the Board of Directors may be performed electronically. A quorum shall consist of half the number of Board members plus one.

## **ARTICLE V MEMBERS**

### **Section 1. Membership**

This corporation shall have three classes of membership: Active, Life and Honorary.

#### **Active:**

This Club shall be limited in number to forty (40) Active members.

Any licensed and ethical dental practitioner or dental educator who has been in practice for five years or more and has made significant contribution to the fields of Dentistry or Anesthesia shall be eligible for Active Membership in this Club.

Attendance is required by all Active Members at the Annual Meeting. Absence from three consecutive meetings, barring extraordinary circumstances, shall constitute a change in membership status as determined by the Board of Directors. If aggrieved by the ruling of the Board, a Member has the right to appeal such ruling from the floor at the next regular meeting, with a majority vote of those present prevailing.

#### **Life:**

An Active member may request to be elected to Life membership if circumstances make it impossible to continue as an Active member, or after a period of fifteen years as an Active Member. A unanimous vote of the Board of Directors at their regular meeting is required for approval.

A Life member shall have all the privileges of an Active member but is not required to pay dues.

#### **Honorary:**

Any other person who, in the estimation of the Club, has contributed to the advancement of the dental profession or to the betterment of humanity, shall be eligible for Honorary Membership in the Club. There is no limit as to the number of Honorary members. They shall have no voice in the management of this corporation and shall be exempt from the payment of any dues or assessments. Their election shall be at the regular meeting of the Board of Directors.

#### **Member in Good Standing**

Any member of this Club who is not under final sentence of suspension or expulsion and whose dues for the current calendar year have been paid shall be considered a member in good standing. Any member not in good standing shall not be counted in a computation of the number of members required for any vote.

Failure to pay dues following reasonable reminders shall be grounds for a change in membership status, including possible expulsion, as determined by the Board of Directors

## **Section 2. Application for Membership**

The candidate for membership shall be proposed and seconded by two (2) Active members. Each member nominating a candidate shall individually submit his or her nomination. The nominations should include the criteria for membership in the Club, as well as a narrative identifying the accomplishments of the nominee. The names and qualifications of the candidates must be submitted in writing and received by the Secretary-Treasurer on or before August 1.

Upon receipt of a proposal for membership the Secretary-Treasurer (or designee) shall submit, during the month of August, the application to the general membership of the Horace Wells Club for review. Comments must be returned by the members to the Secretary –Treasurer by September 15.

At the next Board of Directors meeting, no later than October 15, the Directors shall evaluate the application, consider the comments received from the membership, and vote to accept or reject the candidate for Active membership. If approved, Active membership shall become effective when a vacancy occurs.

If there is no vacancy the candidate(s) may be invited to the annual dinners until such a vacancy occurs. There shall be no more than five (5) approved active member candidates on the list for membership at any given time. Once there are five approved candidates no further applications will be accepted.

An applicant elected to membership unequivocally agrees to conform to the Constitution and the By-Laws of this Club.

### **Section 3. Resignation, Suspension or Expulsion**

#### **(A) Resignation**

Any member in good standing may tender his or her resignation from the Club by notice in writing to the Board of Directors. The Board shall, at its next meeting, take such action as it deems proper and gives notice thereof to the member.

#### **(B) Suspension or Expulsion**

The Board of Directors may, on its own motion, proceed against any member against whom charges of conduct or practice prejudicial to the interests of this Club or the dental profession are made. Proceedings may be held whenever the Board shall receive a written complaint, signed by three voting members, stating that a member has violated the By-laws or Principles of Ethics of this Club, or has conducted themselves in a generally improper manner. The Board shall thereupon make such investigation as they deem proper, shall notify said member of the charges and request a response. Such member shall have the right to meet with the Board and be fully heard. The Board may dismiss the charges, reprimand privately, or publicly before the Club, suspend membership for a definite period, or expel such member. If aggrieved by the ruling of the Board, the member shall have the right to appeal such ruling at the next regular meeting. The action of the Board shall be sustained, denied, or penalty changed by majority vote.

### **Section 4. Reinstatement**

Any member dropped from membership may apply to the Board for reinstatement. If the member is found to be acceptable, the Board may vote to reinstate the member upon payment of the current year's dues, a reasonable reinstatement fee to be determined by the Board, and the dues of the year in which they were dropped from membership or upon any other terms and conditions the Board may determine. Should the member be refused reinstatement, they may appeal to the general membership at a meeting duly warned, and a majority vote of those present prevailing.

## **ARTICLE VI MEETINGS**

### **Section 1. Annual Meeting**

The Annual Meeting shall be held in Hartford on the first Saturday of the month of December of each



year, at such exact time and at such location as shall be determined by the Board. This meeting shall be held to commemorate the anniversary of the discovery of anesthesia by Horace Wells on December 11, 1844, to elect Directors, Trustees and Officers and to transact all business proper to come before the meeting. The Annual Meeting shall be followed by a dinner to be arranged by the Board.

## **Section 2. Special Meetings**

Special meetings of the members may be called at any time by the Board upon providing at least ten (10) days notice to the membership. Only such business as is published in the call for such meeting may be transacted.

Under special and unusual circumstances such meetings and any applicable voting may be conducted electronically.

## **Section 3. Quorum**

Twenty-one voting members in good standing (one half of the number of Active Club members, plus one) shall constitute a quorum for the transaction of business.

## **Section 4. Order of Business**

- a. Call to order
- b. Minutes of previous session
- c. Secretary-Treasurer's report
- d. Reports on applications for membership
- e. Presentation of new names for membership
- f. Election of candidates to the Board of Directors of the Club and to Board of Trustees of the Trust
- g. Reports of committees and the Trust
- h. Reading of communications
- i. Unfinished business
- j. New business
- k. Adjournment

## **Section 5. Rules of Order**

"Sturgis Standard Code of Parliamentary Procedure" shall govern the proceedings of the business sessions of this Club.

# **ARTICLE VII FINANCES**

## **Section 1. Dues**

The dues for Active Members shall be established by the Board and shall be payable in advance as of January 1 of each calendar year. Life and Honorary Members shall not be subject to dues or assessments.

## **Section 2. Arrears**

Any member who is three months in arrears for dues shall be notified by the Secretary-Treasurer of the delinquency either electronically or by USPS mail. If such indebtedness is not discharged within six months the Secretary-Treasurer shall send notification by registered mail. If said indebtedness is not discharged within *fifteen* days thereafter, the Secretary-Treasurer shall present the names of those still delinquent for action by the Board of Directors. Such action may include expulsion.

## **Section 3. Fiscal Year**

The Fiscal Year of the Club shall begin on January 1st of each calendar year and end on December 31st of the year.

## **Section 4. Compensation**

No part of the earnings, assets or other property of the corporation shall inure to the benefit of any member or other individual except that officers and employees shall be entitled to reasonable compensation for services rendered in effecting one or more of the corporate purposes.

## **Section 5. Dissolution**

Upon dissolution or liquidation of the corporation, all of its assets remaining after payment of its liabilities shall be paid over to such organizations as are organized exclusively for charitable, religious, literary or educational purposes and which are qualified for tax exempt status under any applicable provision of the Federal Internal Revenue Code and for exemption from state or local taxation under applicable provisions of Title 12 of the General Statutes of Connecticut and regulations pursuant thereto, in such amounts and proportions as the incorporators or successors of the incorporators as determined by the by-laws may by majority vote direct. The corporation shall not have or issue stock or pay dividends.

## **ARTICLE VIII AMENDMENTS**

Amendments to these By-laws may be proposed by any member in good standing by presenting in writing such amendment to the Secretary-Treasurer so that this proposed amendment may be included in the next call to meeting. This proposed amendment shall be referred to the Board of Directors. No action may be taken on the proposed amendment at this meeting at which it has been included in the call, but it shall be acted upon at the next regular meeting. A two-thirds affirmative vote of those members present and voting shall be necessary for passage.

## **ARTICLE IX THE HORACE WELLS TRUST FUND**

### **Section 1. Description**

The Horace Wells Trust Fund operates as a private charitable fund under the Internal Revenue Service Regulations Section 501 (c)(3). Active and Life Members in good standing of the Horace Wells Club, Inc. shall constitute the members of the Horace Wells Trust Fund, Inc. The Trust provides funding for the Horace Wells Club Dental Student Scholarship Program, as well as other activities as deemed legal and appropriate by the Members.

### **Section 2. Board of Trustees**

The Board of Trustees of the Horace Wells Trust Fund, Inc. shall consist of three Active members, one Trustee being elected by the membership each year at the annual meeting, for a period of three years. If there is a vacancy on the Board, the remaining Trustees will appoint a replacement Trustee to serve until the next annual meeting of the members and until a successor is elected. Trustees shall be limited to serving two terms of three years each.

### **Section 3. Duties**

The Board of Trustees shall have general control of the Horace Wells Trust Fund, including power of sale, investment and reinvestment of the principal and the disbursement of the income accruing from the Fund.

The Board of Trustees shall disseminate applications for the Horace Wells Club Dental Student Scholarship to eligible students. Students who are currently in good academic standing in a DMD or DDS degree program in an accredited U.S. dental school, and who have been residents of the State of Connecticut for a minimum of two years shall be eligible for the scholarship. The Trustees shall receive applications and award grants to qualified dental students.

The Board of Trustees of the Horace Wells Trust Fund shall provide a mid-year report by June 30 of each year to the Board of Directors of the Horace Wells Club, as well as a report to the membership at the annual dinner in December.

A minimum of one Trustee shall attend the fall board meeting of the Club Directors.

### **Section 4. Meetings**

The Trustees shall meet once each calendar year prior to June 30th to conduct the business of the Trust. This meeting and voting may be held electronically. In addition to conducting other business, the

Trustees will prepare the annual report of the Trust to the Directors of the Horace Wells Club at that time.

Additional meetings of the Trustees will be held if agreed upon by 2/3rds of the current Trustees.

An annual meeting of the Horace Wells Trust, Inc. membership shall be held immediately following the adjournment of the Horace Wells Club annual membership meeting. All members in attendance shall have the right to vote on the matters of the Trust, including election of Trustees. This meeting and the voting may be held electronically.

## **ARTICLE X GENERAL**

### **Section 1. Principles of Ethics**

The Code of Ethics adopted and accepted by the Connecticut State Dental Association or its successor shall be binding upon members of this Club.

### **Section 2. Definitions**

The terms "Club" and "Corporation" as used in these By-laws and the Certificate of Incorporation, as amended, shall refer to the Horace Wells Club, Incorporated.

### **Section 3. Horace Wells Award**

The Horace Wells Award may be presented annually or biennially to individuals in all walks of life for outstanding contributions in the field of anesthesia. The Board of Directors shall act as a committee in selecting the recipients of this award which will be presented at the Annual Meeting in December.

**The Horace Wells Award shall made as follows:**

**The Horace Wells Club, Incorporated**

**Established 1896**

**The members of the Horace Wells Club, devoted to the task of perpetuating the memory of Horace Wells, who discovered, demonstrated, and proclaimed the blessings of anesthesia herewith present this**

**AWARD OF MERIT**

**to**

**In recognition of outstanding interest and achievement in the field of anesthesiology.**

**President**

**Secretary-Treasurer**