

THE DENTAL SCHOOL OF
THE UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER
AT SAN ANTONIO
DENTAL SERVICE, RESEARCH AND DEVELOPMENT PLAN
BYLAWS

ARTICLE I
PURPOSE

The purpose of the Dental Service, Research and Development Plan (the “Plan”) is to manage and hold in trust the professional income of faculty members of the Plan at the Dental Schools of The University of Texas Health Science Center at San Antonio (the “School”). The Plan will contribute to and safeguard the continued growth in excellence of the School. The Plan creates an Institutional Trust Fund. The purposes and operation of the Fund are described in these Bylaws.

ARTICLE II
DEFINITIONS

2.1 TOTAL COMPENSATION

2.1.1 For purposes of this Plan, “Total Compensation” shall be defined as that total remuneration comprised of salary and other compensation paid to faculty members by The University of Texas Health Science Center at San Antonio (the “Institution”). Total Compensation shall be construed not to include fringe benefits.

2.2 SALARY

2.2.1 For purposes of this Plan, “Salary” shall be defined as that part of Total Compensation set forth as “Total Salary” in the annual operating budget of the Institution, and amendments thereto as approved by the Board of Regents of The University of Texas System upon recommendation of the administration.

2.2.2 Each Member’s Salary shall be determined annually, upon recommendation of his or her Department Chairman and the Dean of the Dental School with approval of the President of the Institution and the Office of the Chancellor in accordance with The University of Texas System Budget Rules and Procedures.

2.3 OTHER COMPENSATION

2.3.1 For purposes of the Plan, “Other Compensation” shall be defined as part of Total Compensation set forth as an addition to Total Salary in the annual operating budget of the Institution, and amendments thereto, as approved by the Board of Regents of The University of Texas System upon recommendation of the administration.

2.3.2 Each Member’s “Other Compensation” shall be determined annually, upon recommendation of his or her Department Chairman and the Dean of the Dental School with approval of the President of the Institution and the Office of the Chancellor in accordance with The University of Texas System Budget Rules and Procedures.

ARTICLE III ORGANIZATION OF PLAN

3.1 MEMBERSHIP

3.1.1 Membership in the Plan is required of each full-time faculty member in a clinical department who performs professional activities as set out in 4.3, except as authorized by the University of Texas Board of Regents. Members of the Plan who are licensed to practice dentistry in Texas may be active members. All other Members of the Plan are non-active members.

3.1.2 Part-time faculty may become Members upon recommendation of the Department Chairman, and approval of the Dean of the Dental School and the President of the Institution.

3.1.3 All Members shall be entitled to participate in the Plan, all active Members may vote upon all business brought before the Membership of the Plan, and all active Members shall be eligible for any election or appointment to any committee of the Plan.

3.2 MEETINGS OF THE MEMBERSHIP

3.2.1 The Membership shall meet in general session annually at a place designated by the Chairman of the Board of Directors. Notice of the annual meeting shall be distributed to each Member at least two weeks prior to the meeting.

3.2.2 Special meetings may be called by the Board, the President of the Health Science Center, the Dean, or upon written petition of one-half (1/2) of the active Members subject to two weeks notice in writing.

3.2.3 The Chairman of the Board of Directors or in his absence, the Vice-Chairman shall preside. The Secretary of the Board of Directors shall serve as Secretary of the Plan.

3.2.4 One-half (1/2) of the Membership shall constitute a quorum.

3.2.5 Each active Member shall have one (1) vote.

3.2.6 Except where otherwise specified within these Bylaws, a simple majority of the active Members who are present and voting shall constitute a prevailing vote.

3.2.7 Minutes of each meeting shall be prepared by the Secretary, published and circulated to each Member of the Board of Directors, and shall be available to each Member upon request.

3.2.8 The rules of order for meetings shall be the current edition of Robert's Rules of Order.

3.3 BOARD OF DIRECTORS

3.3.1 The Board of Directors will assume its responsibilities annually on September 1.

3.3.2 The Board of Directors shall be composed as follows:

- A. Chairman – Dean of the Dental School
- B. Vice-Chairman – Associate Dean for Patient Care
- C. Treasurer – Vice President for Administration and Business Affairs
- D. Secretary – Director of DSRDP
- E. Three (3) Chairman of clinical departments elected by their peers
- F. Three (3) members-at-large elected by the membership
- G. The Chairman of the Advanced Education Committee and two (2) members elected by and from the Committee
- H. The Chairman of the Faculty Practice Clinic Advisory Committee
- I. The President of the San Antonio District Dental Society or his/her designee
- J. The Director of the Faculty Practice Clinic – without vote
- K. The Chairman of the Board as ex-officio may appoint other persons Members without vote

3.3.3 No clinical department shall have more than two elected voting members of the Board of Directors excluding the officers of the Board. The elected members will assume their responsibilities on September 1.

3.3.4 The Board of Directors shall be advisory to the Dean of the Dental School. All action taken by the Board is subject to approval by the Chairman of the Board.

3.3.5 Standing Committees of the Board. The following standing committees of the Board shall be appointed.

- A. Budget and Finance Committee shall be chaired by the Dean, Associate Dean for Patient Care, or Vice President for Administration and Business Affairs and shall consist of the Dean of the Dental School, Associate Dean for Patient Care, the VP for Administration and Business Affairs, the Director of DSRDP, the chair of the Advanced Education Clinic Committee, the Faculty Practice Clinic Director. One member elected by and from the Faculty Practice Clinic Advisory Committee, and other members determined by the Dean.
- B. Compliance and Ethics Committee shall be chaired by the Associate Dean for Patient Care and shall consist of four (4) active members appointed by the Dean.
- C. Advanced Education Clinics Committee shall be the “Dental School Advanced Education Committee” (see Dental School Bylaws, approved 5/18/00).
- D. Faculty Practice Clinic Advisory Committee shall consist of five active elected members with no more than one coming from any clinical department. Members will serve two year terms which shall commence on September 1. The chair will be elected annually by the members of the committee. The Faculty Practice Clinic Director shall serve as the Committee’s secretary.

3.3.6 The Board of Directors may create ad hoc committees from the Directors or from the active Members to make recommendations upon specific matters when necessary. Committees may also be appointed by the Board of Directors at the request of the active Members by vote. Appointment to these committees shall be noted in the Minutes of the Board of Directors. The Minutes shall be kept of all committee meetings and recommendations shall be submitted to the Board in writing.

3.3.7 The Board of Directors shall report its activities to the Membership at the annual meeting.

3.3.8 The Board shall meet at least quarterly on call of the Chairman of the Board or on the written petition of two-thirds (2/3) of the Members of the Board.

3.3.9 One-half (1/2) of the Board of Directors shall constitute a quorum.

3.3.10 Except where otherwise specified within these Bylaws, a simple majority vote shall prevail.

3.3.11 If a vacancy occurs on the Board, the Dean of the Dental School shall appoint an active Member to fill the remainder of the unexpired term.

3.4 BUSINESS OPERATIONS

3.4.1 A Business Office shall be maintained for the Plan.

3.4.2 The Director of the Plan shall be the general and chief administrative officer and business manager. The Director and staff shall be under the direction and supervision of the Associate Dean for Patient Care.

3.4.3 An annual operating budget for all income and expenditures of the Plan shall be prepared and approved in accordance with the Budget Rules and Procedures of the Board of Regents of The University of Texas System.

3.4.4 Financial reports for the Plan shall be prepared by the Director of the Plan and submitted to the Executive Vice President for Administration and Business Affairs for review and submission to the Board of Directors at each regular meeting. A copy shall also be submitted to the Office of the Chancellor.

3.4.5 Detailed accounting records of all revenue under the Plan shall be maintained by the Director of the Plan.

3.4.6 The cost of business operations and other expenses incurred in the generation of income shall be paid from income to the Institutional Trust Fund as noted in Article 4.5.2.

3.4.7 Professional fees shall be centrally billed and collected by the business office for the Plan, in accordance with procedures developed by the Director of the Plan in consultation with the Board and approved by the Executive Vice President for Administration and Business Affairs and the President. All collections will be deposited in the Institutional Trust Fund.

ARTICLE IV INSTITUTIONAL TRUST FUND

4.1 COMPOSITION

4.1.1 An Institutional Trust Fund shall be established for the receipt and disbursement of Plan income.

4.1.2 The following funds shall be established to receive disbursements of Plan income.

- A. Business Operation Fund
- B. Institutional Development Fund
- C. Institutional Fringe Benefit Fund
- D. Clinical Department Fund

4.1.3 The Institutional Trust Fund and the component sections shall be audited annually in accordance with regulations of The University of Texas System. The cost of said audit should be paid for from the Business Operation Fund described in 4.50.

4.2 SOURCES OF INCOME

4.2.1 Pursuant to the Member's contract with the Institution for participation in the DSRDP, each Member shall assign his professional income to the Institutional Trust Fund.

4.2.2 Income can be accepted from voluntary and part-time faculty who are not Members of the Plan, at the discretion of the individual, upon recommendation of the Associate Dean for Patient Care and approval of the Dean of the Dental School, and the President of the Institution.

4.3 ITEMS INCLUDED IN PROFESSIONAL INCOME

4.3.1 Professional fees generated for all patient care services rendered by full-time faculty regardless of where rendered and by all part-time faculty who are Members of the Plan.

4.3.2 Fees for all court appearances, depositions, or legal consultations.

4.3.3 All other professional income with the exception of the following:

- A. Honoraria, royalties, nonprofessional retainers
- B. Payment for editing scientific publications
- C. Non dental professional consultation fees (honoraria)

4.3.4 Other income not specifically described above shall be reported to the President, or Dean of the Dental School who shall determine whether said income would be considered professional income.

4.4 DETERMINATION OF PROFESSIONAL FEES

4.4.1 The Faculty Practice Clinic Advisory Committee and the Advanced Education Clinic Committee will prepare fee schedules which shall be used for billing purposes, subject to approval by the Budget and Finance Committee and the Board of Directors. Faculty have the privilege of establishing their own fees provided they exceed those established by the Board. The Board of Directors must approve substantive changes in the fee schedule. The Fee schedule will be reviewed annually. Changes may be made annually or more frequently as circumstances dictate.

4.4.2 Guidelines for discounting fees will be developed by the Budget and Finance Committee, the Board of Directors, and the Dean of the Dental School. Individual active Members may alter or extinguish any charge for professional services at any time prior to billing for such services, or after billing and prior to collection where the initial charge resulted from an incorrect financial classification of patient.

4.5 BUSINESS OPERATION FUND

4.5.1 The Business Operation Fund shall be expended for the conduct of general administrative and business affairs of the Plan.

4.5.2 A percentage of the gross income from the Institutional Trust Fund, as needed to fund the approved budget of the business office of the Plan, shall be deposited each month into the Business Operation Fund.

4.5.3 Expenditures from the Business Operation Fund shall be subject to the same budget rules and procedures applicable to other funds within the Institutional Trust Fund.

4.6 INSTITUTIONAL DEVELOPMENT FUND

4.6.1 The Institutional Development Fund shall be expended to enhance the support programs of the Institution as a whole.

4.6.2 Additions to the Institutional Development Fund shall result from a distribution of net cash collections as determined by the President on an annual basis, after consultation with the Dean of the Dental School.

4.6.3 Expenditures from the Institutional Development Fund shall be at the discretion of the President. Such expenditures shall also be subject to the same budget rules and procedures applicable to other funds within the Institutional Trust Fund.

4.7 INSTITUTIONAL FRINGE BENEFIT FUND

4.7.1 The Institutional Fringe Benefit Fund shall be expended for basic fringe benefits and may include supplemental retirement benefits for faculty members of the School.

4.7.2 Additions to the Institutional Fringe Benefit Fund shall result from a distribution of the net cash collections deposited in the Institutional Trust Fund. Such distribution shall be in such amount as may be necessary to cover the basic Fringe Benefit Program plus appropriate reserves.

4.7.3 Expenditures from the Institutional Fringe Benefit Fund shall be made at the recommendation of the Board of Directors subject to approval of the Dean of the Dental School and the President. Such expenditures shall also be subject to the same budget rules and procedures applicable to other funds within the Institutional Trust Fund.

4.8 CLINICAL DEPARTMENT FUND

4.8.1 An individual clinical department fund shall be established for each clinical department in the Dental School. Clinical Department Funds shall be expended in support of faculty compensation, approved fringe benefits, Professional Liability Insurance, and functions related to teaching, research and patient-care activities.

4.8.2 Additions to the Clinical Department Fund shall result from a distribution of net cash collected and deposited in the Institutional Trust Fund. Such distribution shall be the remaining balance of said net income after the distributions to the Development Fund and the Fringe Benefit Fund, and after the operating expenses of the Faculty Practice clinic and the DSRDP business office have been met.

4.8.3 Expenditures from the Clinical Department Fund shall be under the direction of the department chairman with approval of the Dean of the Dental School in accordance with those items allowable per Section 4.8.4. Such expenditures shall also be subject to the same budget rules and procedures applicable to other funds within the Institutional Trust Fund.

4.8.4 Expenditures allowable from the Clinical Department Fund will be detailed in Appendix B of the Plan.

4.8.5 Benefits provided pursuant to 4.7.1 and 4.8.1 which are determined by the Office of the Chancellor to be taxable to the individual Member shall be subject to withholding and reported pursuant to the rules and regulations of the Internal Revenue Service.

4.8.6 The fringe benefits provided to each Member shall be designated by the President from among those authorized by the Office of the Chancellor upon recommendation by the Dean of the Dental School. Members shall not have the authority to determine which fringe benefits they shall receive.

ARTICLE V GENERAL PROVISIONS

5.1 ETHICS

5.1.1 The principles of the ethics of the American Dental Association are accepted as the governing code of ethics by the Members of the Plan.

5.1.2 Should the principles of ethics described in 5.1.1 be found to be in conflict with the constitution of laws of the State of Texas or United States of America, they shall not apply to the extent of the conflict.

5.2 AMENDMENTS

5.2.1 These Bylaws have been developed consistent with the standard format for Medical Service, Research, and Development Plans approved by the Board of Regents on June 14, 1984. Amendments under 5.2.2 may be made only as they affect discretionary provisions within that standard format.

5.2.2 These Bylaws may be amended by a two-thirds (2/3) vote of the active Members at any regular meeting of the Plan, provided that the proposed amendment shall have been offered at the previous meeting or by written notice to the Board of Directors and the Members not less than sixty (60) days prior to the meeting at which the amendment is brought to a vote.

5.2.3 Notice of proposed amendments required in 5.2.2 should include the complete text of the proposed amendments.

5.2.4 Amendments shall become effective upon vote of the active Members as described in 5.2.2, approval by the President of Institution and the Office of the Chancellor.

5.3 CONTRACT

5.3.1 A contract prescribed by the Office of the Chancellor of The University of Texas System shall be executed between each Member and The University of Texas Health Science Center at San Antonio.

5.3.2 Execution of the Contract by the Member is a condition for membership and participation in the Plan, notwithstanding any other provision in these Bylaws.

5.4 DISSOLUTION

5.4.1 The Dean of the Dental School and the President may dissolve the Plan. All monies residual in the Trust Fund shall be utilized to discharge obligations of the Plan with the balance to become the property of The University of Texas Health Science Center at San Antonio.