

WISCONSIN DENTAL HYGIENISTS' ASSOCIATION

BYLAWSARTICLE I

NAME AND DEFINITION

- Section 1.** **Name.** The name of this corporation shall be the Wisconsin Dental Hygienists' Association (WI-DHA) hereinafter referred to as the "Association," a Wisconsin **501(c)(6)** not-for-profit corporation.
- Definition.** This Association is a non-stock corporation and a Constituent of the American Dental Hygienists' Association (ADHA).

PURPOSE AND MISSION

- Section 2.** **Purpose.** The purpose of this Association shall be to improve the oral health of the public; to advance the art and science of dental hygiene; to maintain the highest standards of dental hygiene and practice; to represent and protect the interests of the dental hygiene profession; to improve the professional competence of the dental hygienist; to foster research in oral health; to provide professional communications; and to conduct other activities as may be permitted by the state of Wisconsin to carry out the purpose of the Association.
- Section 3.** **Mission.** The mission of the Association is to:
- A. Improve the public's total health by increasing awareness of, and ensuring access to quality oral health care.
 - B. Advance the art and science of dental hygiene through research.
 - C. Promote the highest standard of dental hygiene education, licensure and present the interests of the dental hygiene profession.
- Section 4.** **Offices.** The Association shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State Wisconsin, as the Board of Directors (BOD) may determine.

ARTICLE II

MEMBERSHIP

- Section 1.** **Membership Qualifications.** Membership may be granted to any individual who: meets the criteria set forth for each category of membership in the Association, abides by these Bylaws, the Associations Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as the Association may adopt; and meets such additional criteria for each category of membership in the Association as the General Assembly may establish.

Section 2. Membership Categories. The membership of the Association shall be composed of the following categories:

A. Voting Members

1. Professional members. Professional membership may be granted to any individual who: has earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered by an accredited college or institution of higher education, is licensed to practice dental hygiene in the United States under the provision of a “grandfather clause”; is licensed to practice dental hygiene in any state, territory or possession of the United States if such license is required for the practice of dental hygiene; and agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed, practices or resides).

2. Senior Status. Professional members who have reached the full retirement age as set by the Social Security Administration and have either been a Professional member of the Association for an aggregate total of thirty years, or twenty-five consecutive years may apply for Senior status.

3. Members with Disabilities. Professional members who are unable to work due to a verified disability may apply for Disabled status. All applications must be verified by such member’s Constituent and/or Component, and must be accompanied by proof of eligibility each year.

4. Life Members. Life membership may be granted to any Professional member who has made outstanding contributions to advance both dental hygiene and this Association shall be eligible for life membership upon nomination by a WI-DHA member and majority vote of the Board of Directors. An elected President of ADHA who has completed the term of office and meets the membership requirements of the Association shall automatically become a Life Member.

B. Non-voting Members

1. International Members. International membership may be granted to any individual who (a) resides outside of the United States; and (b) holds a valid license to practice as a dental hygienist.

2. Student Members. Student membership may be granted to any student (a) currently enrolled in an accredited dental hygiene program; or (b) who has graduated from an accredited dental hygiene program and is currently pursuing a baccalaureate or

graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education.

3. **Supporting Members.** Supporting membership may be granted to any licensed dental hygienist who (a) is not employed in a dental hygiene-related career; and (b) agrees to maintain membership in a Constituent, as well as a Component (if such exist where the member is licensed or resides).
4. **Honorary Members.** Honorary membership may be granted by the General Assembly at an Annual Meeting to any individual who (a) is not a dental hygienist; (b) has made outstanding contributions to dental hygiene or dental health.
5. **Allied Members.** Allied membership may be granted to any individual who supports the purposes and mission of the Association and who is not otherwise qualified for any other class of membership.
6. **Corporate Members.** Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association's mission.

Section 3. Rights and Duties.

- A. All members shall be entitled to attend the member meetings and social functions of the Association.
- B. Only Voting Members may vote for the election of officers, directors, and delegates to the ADHA House of Delegates, and hold office in the Association. Notwithstanding anything set forth to the contrary herein, the voting members' right to vote is specifically limited to elections of Officers, Directors, and Delegates, and no other matter. Each eligible voting member shall have one (1) vote per position open for election in the election of officers and directors. The number of votes per persons for delegates to ADHA will be determined by the number of delegates and alternate delegates set forth by the ADHA each year.
- C. No individual member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws.

Section 4. Disciplinary Action/Termination of Membership

- A. The Association may discipline a member for any of the following reasons:
 1. Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of

the Association;

2. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude;
3. Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist; or
4. Unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.

Section 5. Dues.

Annual dues, fees and assessments for any category of membership in the Association shall be established by the Board of Directors

Section 6. Reinstatement

Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated in accordance with requirements set forth by the American Dental Hygienists Association.

ARTICLE IV

GENERAL ASSEMBLY MEMBERSHIP MEETING

Section 1. Annual Meeting. The Annual Meeting of the Association shall be known as the WI-DHA General Assembly/Annual Meeting and shall be held at a time and place as determined by the Board of Directors.

Section 2. Official Call. The official call to the Annual Meeting providing the time, date, location, and purpose shall be available in print or on the Association's Web-Site at least thirty (30), and no more than sixty (60) days prior to the date of the session, unless otherwise required by the procedures established by the General Assembly at an Annual Meeting.

Section 3. Composition.

A. Voting Professional Members. Any professional member in good standing and in attendance at the Annual Meeting / General Assembly with the exception of those members currently serving on the Board of Directors is eligible to vote in the elections, on policy resolutions and bylaws amendments as well as any other official business properly brought before the Association General Assembly

B. Non-Voting Participants. The non-voting participants of the General Assembly/Annual Meeting shall be members of the Association Board of Directors, students, and non-members.

Section 4. Qualifications for Voting members. All members intending to vote at the General Assembly must be certified as eligible to vote by showing proof of membership and will receive a voting card and election ballot with which to cast their votes.

Section 5. Powers. The General Assembly at the Annual Meeting shall be the principal legislative body of the Association responsible for approving Association policies, amending bylaws and electing officers. The General Assembly provides direction for matters relating to the profession of dental hygiene.

Section 6. Duties. The duties of the General Assembly set forth in these Bylaws, shall be:

- A. Amend, alter, or repeal the Bylaws in accordance with Article XXII of these Bylaws;
- B. Vote on all matters properly brought before the General Assembly at an Annual Meeting;
- C. Solicit, process, and communicate membership needs to the Board of Directors;
- E. Elect members to serve on the Board of Directors;
- F. Elect ADHA delegates;
- H. Review the reports of Board of Directors, councils and committees of the Association.

Section-7. Special Meetings. Special meetings of-voting members from a previous General Assembly shall be called by the President upon written request of three-fourths of the Board of Directors or two thirds of the voting members in attendance at the previous General Assembly. Such special meetings shall be held within fifty days of the request. The time and place of a special meeting shall be determined by the President and published in the official publication of the Association or sent to the mailing or email address for each registered voting member. No less than five days' notice of a special meeting shall be given, and only that business specified in the call may be transacted.

Section 8. Manner of Acting. The simple majority vote of registered voting members present shall be the act of the General Assembly at an Annual Meeting, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 9. Attendance / Exercise of Voting Rights. All professional members shall have the right to attend all sessions of the General Assembly at an Annual Meeting. Only registered voting members shall have the right to vote.

ARTICLE IV

OFFICERS AND DIRECTORS

Section 1. Officers and Directors. The officers of the Association shall be: the President, President-Elect, Vice President, Secretary, Treasurer, Immediate

Past President, Speaker of the Assembly. Directors shall be: Directors of Membership, Education, Communication, Governmental Affairs/Advocacy, and Component Relations.

Section 2. Qualifications. All Officers and Directors shall be voting members of the Association.

Section 3.

Section 4. Elections. The Vice President and President-Elect shall be elected by ballot by the General Assembly each year. Upon completion of their respective terms, the President-Elect shall succeed to the office of President and the President shall succeed to the office of Immediate Past President. The Treasurer, Speaker of the Assembly, the Directors of Communication, Governmental Affairs and Education shall be elected in even numbered years. The Secretary, and the Directors of Component Relations, Membership and Student Engagement shall be elected in odd numbered years. The election shall be by paper ballot or electronic means even if there is only one candidate for each position to allow for members to write-in nominations from the floor. In the event that no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the highest number of votes shall be voted upon again by ballot. Candidates shall submit an application and short biography of qualifications to the Association at least 30 days prior to General Assembly.

Section 5. Limitation on Service. No member shall hold more than one Board of Directors position at a time. There is no limitation as to the number of terms a director might serve, however, they must be voted into office by the General Assembly during the Annual Session. A member having served more than half a term in an office shall be deemed to have served a term. The term of office shall begin at the close of the Annual Session at which they were elected. Officers and directors vacating a position are expected to complete any pertinent tasks even as the new person enters a role and/or mentor the new officer or director on how to complete such task.

Section 6. Vacancies. Should the office of the President become vacant the President-Elect shall become President automatically to serve as President for the unexpired term and the term immediately following. Should the office of President-Elect become vacant, the Board of Directors shall elect a successor for the unexpired term and the term immediately following. Should the offices of President and President-Elect become vacant, the Vice President shall serve as President for the unexpired term. Should the offices of Vice President, Secretary or Treasurer become vacant, the President, with the approval of the Board of Directors may appoint a successor for the unexpired term. Should the office of Immediate Past President become

vacant, it shall remain vacant. In the event of a Director vacancy, the President, upon consultation with the Board of Directors, shall appoint a voting member to serve.

Section 7. Resignation or Removal. Any officer or director may resign by submitting their intent to resign in writing to the Board of Directors. In addition, any officer or director may be removed by a majority vote of the general members, whenever the best interests of the Association would be served by such removal. Following the resignation or removal, all Association members will be notified of an officer or director's resignation or removal. Voting on acceptance of a removal may be accomplished by in-person or electronic voting mechanisms. Such removal shall be without prejudice, of the person so removed. Election of an officer or director shall not of itself create any contract rights.

Section 8. Compensation. No elected officer or director shall receive compensation for services rendered; however, the Board of Directors may authorize reimbursement of expenses incurred in the performance of duties for the Association, and prescribe procedures for approval and payment of such expenses.

ARTICLE V

DUTIES OF OFFICERS AND DIRECTORS

Section 1. General Duties. Officers and Directors shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Association.

Section 2. President. The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction of the Board of Directors, as necessary, regarding the business of the Association. The President shall be a member of all councils and committees, except as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Trustees. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

Section 3. President-Elect. The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board of Directors. The President-Elect shall succeed to the office of President upon expiration of the President's term of office. The President-Elect shall have the powers of and perform the duties of the President during any absence or disability of

the President.

- Section 4. Vice President.** The Vice President shall have such powers and duties as may be determined by the Board of Directors or the President.
- Section 5. Secretary.** The Secretary will serve as Recording Clerk for the Board of Directors and the meeting of the General Assembly at an Annual Meeting, being custodian of the corporate records; keeping minutes of the meetings, and shall have such powers and duties as may be determined by the Board of Directors or the President.
- Section 6. Treasurer.** The Treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of accurate financial records, and adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall consult with the President concerning books and financial records in ascertaining the financial condition of the Association, shall be attentive to fiscal matters and shall have other powers and duties as may be determined by the Board of Directors or the President.
- Section 7. Immediate Past President.** The Immediate Past President shall have such duties as may be assigned by the President or the Board of Directors.
- Section 8. Speaker of the Assembly.** The Speaker of the Assembly shall be the presiding officer at the General Assembly/Annual Meeting; shall consult with the President as necessary for the orderly operation of the General Assembly/Annual Meeting; and shall have other duties as may be determined by the Board of Directors.
- Section 9. Terms** a. The President, President-Elect, Vice President and Immediate Past President shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office. b. The Treasurer and Speaker of the House shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office. c. Officers may not serve more than two (2) consecutive terms in office. Officers serving more than half of a full term shall be deemed to have served a full term in office.
- Section 10. Directors** - shall utilize their powers and duties along with the Board of Directors in order to serve the best interests of the entire Association.
- A. Education Director-** Establish and maintain a communication network with dental hygiene program administrators, faculty, and

students to keep each other informed about technical and professional advancements and opportunities for advocacy, research, leadership and scholarship.

- B. Governmental Affairs/Advocacy Director** - Along with the President, serves as a point of contact for the Association Lobbyist. Attends meetings of the Wisconsin Dentistry Examining Board (DEB), or appoints a representative to attend in their absence. Organizes the annual advocacy/lobby event; and shall have other such duties as assigned by the President or Board of Directors.
- C. Membership Director**- Plan and implement membership recruitment, retention and recognition activities.
- D. Component Relations Director** - Acts as the point of contact between the component leaders and the Board of Directors; and whose primary responsibility is to facilitate compliance with the Component Charter Agreement.
- E. Communications Director**-Responsible for review and appropriate distribution of press releases, alerts, announcements, newsletters and mass emails from the Association.

ARTICLE VI

APPOINTED POSITIONS

- Section 1. Definition.** The appointed positions of the Association shall be individual members, non-member volunteers or independent contractors as may be required for the proper conduct of Association affairs.
- Section 2. Qualifications.** Qualifications for appointed positions shall be determined by the Board of Directors.
- Section 3. Duties.** The appointed positions shall perform duties prescribed by the Board of Directors except as otherwise provided in these Bylaws.

ARTICLE VIII

BOARD OF DIRECTORS

- Section 1. Authority and Responsibilities.** The Board of Directors shall be the administrative body of the Association vested with the full power to conduct all business of the Association and shall have supervision, control and direction of the Association including adoption of the budget. They shall determine its business policies or changes therein within the limits of these bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. In addition, the Board of Directors shall act for

and on behalf of the General Assembly in between sessions of the General Assembly to enact Policy to properly conduct the Association affairs. All policies shall be reported to the General Assembly at an Annual Meeting for ratification.

- Section 2. Composition.** The Board of Directors shall consist of the President, President-Elect, Vice President, Treasurer, Secretary, Immediate Past President, Speaker of the Assembly, and Directors of Communication, Membership, Component Relations, Governmental Affairs, Student Engagement and Education.
- Section 3. Regular Meetings.** There shall be at least four regular meetings of the Board of Directors each year.
- Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of the President or upon a written request to the President. Notice of any special meeting of the Board of Directors shall state the purpose, time, date, and place of the meeting and shall be delivered at least five days prior to the date of such special meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called and convened.
- Section 5. Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special meeting).
- Section 7. Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors, provided that when less than a quorum is present at said meeting, a majority of the Board of Directors present may adjourn the meeting to another time without further notice.
- Section 8. Manner of Acting.** The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. The presiding officer will conduct the business of meetings in accordance with Roberts Rules of Order.
- Section 9. Action by Written Consent.** Any action requiring a vote of the Board of Directors may be taken without a meeting if consent in writing, setting forth

the action taken, is signed by all the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

ARTICLE X

EXECUTIVE COMMITTEE

The Immediate Past President, President, President-Elect, Vice-President, Secretary, Treasurer and Speaker of the Assembly shall serve as the Executive Committee of the Association between Board meetings and conduct such other urgent business that may arise between regularly scheduled Board meetings. The Executive Committee may conduct business by written, telephonic, or electronic communication. The quorum of the Executive Committee shall be four. The Executive Committee shall meet at the call of the President or any two members of the Executive Committee. Any actions taken by the Executive Committee must be ratified by the Board of Directors at its next meeting.

ARTICLE XI

FINANCE COMMITTEE

Section 1. Composition. The Finance Committee shall be comprised of the President, President-Elect, Treasurer and no less than two additional Board Members as shall be appointed by the President. The President shall serve as Chair of the Finance Committee.

Section 2. Term. Members shall serve a one-year term in office and may serve an unlimited amount of terms.

Section 3. Authority and Responsibilities. The Finance Committee shall develop a draft budget to be proposed to the Board of Directors, and work with the Board of Directors to compile a budget report to be presented to the General Assembly during the Annual Session.

Section 4. Meetings, Quorum and Manner of Acting. The Finance Committee shall meet in person or by conference call at least one time per year, and additionally upon the request of the Chair. Each member shall have one (1) vote. A majority of the Finance Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Finance Committee; provided when less than a quorum is present a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Finance Committee.

Finance

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by

these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association or its Components, and such authority may be general or confined to specific instances.

- Section 2. Payment of Indebtedness.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and the President will be notified of all disbursements.
- Section 3. Deposits.** All funds of the Association and its Components shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.
- Section 4. Bonding.** The Board of Directors shall provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.
- Section 5. Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.
- Section 6. Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, General Assembly, and any committees having the authority of the Board of Directors.
- Section 7. Financial Reporting.** The Board of Directors shall provide for preparation of state and federal taxes by a certified public accountant. A report of the financial condition of the Association shall be made to the membership of the Association annually. **Section 8. Audit.** The treasurer will provide a financial report at each Board of Director's meeting. An internal audit by the officers will occur every two years before the end of the treasurer's term.
- Section 8. Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XII

COUNCILS AND COMMITTEES

- Section 1. Establishment.** Councils and Standing Committees shall be established by the Board of Directors as it deems necessary or prudent in the exercise of their authority and responsibility as set forth in these Bylaws. Special Committees shall be established by the Board of Directors. Councils and Committees shall have such duties as designated by the Board of Directors,

and shall include the preparation and filing of reports.

- A. Authority/Composition/Qualifications.** The action establishing a council or standing committees shall set forth the council or committee's purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action the President shall appoint the Chair and members of all councils and standing committees, subject to the approval of the Board of Directors. Any committee having the authority of the Board of Directors shall have members of the Board of Directors as a majority of its members.
- B. Quorum and Manner of Acting.** At all meetings of any council or standing committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such council or committee. A majority vote by council or committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- C. Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a council or committee shall be filled by the President.
- D. Policies and Procedures.** The Board of Directors shall develop and approve policies and procedures for the operation of all councils and standing committees. All councils and standing committees shall report to the Board of Directors, unless otherwise set forth in the resolution establishing such council/committee.

Section 2. Advisory/Ad Hoc Committees and Task Forces. The Board of Directors may appoint advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these Bylaws.

- A. Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- B. Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.
- C. Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report

to the entity creating the committee/task force.

ARTICLE XIII

PROGRESSIVE MEETINGS

- Section 1. Mail Ballot.** Any questions may be submitted in writing, within an established body of the Association, for determination in lieu of a meeting of the body. If one-third (1/3) of the members of any such body challenge the ballot on the grounds that insufficient information is available for proper consideration of the question, the question will be postponed to the next meeting of that body. A report of any action taken shall be verified and made a part of the minutes of the next meeting of that body.
- Section 2. Conference Call.** Members of the Board of Directors or of any committee designated by the Board of Directors may participate through conference telephone or similar communication equipment by means of which all persons participating in the meeting shall constitute presence in person at the same time, and such participation shall constitute presence in person at the meeting.
- Section 3. Electronic Meeting.** Members of the Board of Directors or of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee through electronic or similar communication technology. A report of any action taken shall be verified and made a part of the minutes of the next meeting of that body. Any action to be taken at a Board of Directors, General Assembly at an Annual Meeting (if applicable), voting member, council, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least forty-eight hours prior to the meeting.
- Section 4. Use of Electronic Communication.** Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIV

ADHA HOUSE OF DELEGATES

Section 1. Authority and Responsibility. House of Delegates shall be the principal body within ADHA responsible for establishing policy for the association and providing direction for matters relating to the practice of dental hygiene. In addition to such other duties set forth in these Bylaws, the House of Delegates shall:

- A. Amend, alter, or repeal the Bylaws in accordance with Article XVI of these Bylaws;
- B. Vote on all matters properly brought before the House of Delegates;
- C. Adopt and amend the code of ethics governing the professional conduct of Association's members;
- D. Solicit, process, and communicate membership needs to the Board of Trustees;
- E. Participate in the Association's strategic planning;
- F. Elect members to serve on committees established by the House of Delegates.
- G. Elect officers of the Association

Section 2. Composition

A. Voting Members

- 1. The number of Delegates and alternates allowed for each year will be announced by ADHA based on the number of constituents. Delegates and Alternates will be elected by the General Assembly during the Annual Session.
- 2. One Student Delegate per district shall have the right to vote during all sessions of the House of Delegates. The Voting Student Delegate shall be elected by and from among the Student Delegates. The Student Delegate receiving the highest number of votes shall serve as the Voting Student Delegate, and the Student Delegate receiving the second highest number of votes shall serve as the Alternate Voting Student Delegate.

Section 3. Appointment of Delegates and Alternate Delegates. The Association shall provide the ADHA Chief Executive Officer with the names of Delegates and Alternates within ten days of their election and no later than sixty days prior to the ADHA Annual Session.

A. Qualifications. Delegates and Alternates shall be voting members of the Association. Student Delegates must be Student members.

B. Term of Office.

- 1. A Delegate shall serve a term of one year.
- 2. An Alternate Delegate shall serve a term of one year.
- 3. Delegates and Alternate Delegates may run for re-election and serve no more than five consecutive years.

C. Election The delegates with the majority of votes shall serve as WI-DHA representation as delegate seats allow, and the positions of delegate and subsequent alternates will be determined by plurality of votes during the election

D. Vacancies. In the event of a vacancy among the ADHA Delegates, the delegate chair will consult with the President. to determine the delegate who had the next highest number of votes and they will be appointed to fill the vacancy.

E. Delegate Chair. The Delegate Chair will be appointed by the President.

ARTICLE XV

COMPONENTS

- Section 1. Tripartite.** The WI-DHA is a tripartite organization. Voting and Supporting members must maintain professional membership in ADHA, a Constituent and a Component if such exists where the member is licensed, practices or resides.
- A. Charter.** A single Component is organized and chartered by WI-DHA within a particular geographic area of the State, and is subject to the approval of the Board of Directors.
 - C. Components.** Professional members of the Association who are licensed, practicing or residing within Wisconsin may be organized as specific area or territory of the Association. The Board of Directors may authorize the establishment of Components which shall: be organized and operated in accordance with these Bylaws,
 - D. Application for Recognition as a Component.** The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as a Component of the Association. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office or President of the Association. The Board of Directors shall review the application of applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, if applicants meet the qualifications necessary for recognition as a Component.
 - E. Revocation.** Charters for the operation of Components may be revoked by a two-thirds (2/3) affirmative vote by the Board of Directors for failure to comply with the Bylaws of ADHA or the Association. The Board of Directors shall provide proof of due notice and non-compliance of said Component and reasonable opportunity shall be allowed for the constituent to meet the requirements or correct infractions before final action is taken to revoke the charter.
 - F. Name.** No Component or other entity shall use the name of the ADHA or WI-DHA in any manner whatsoever unless duly authorized to do so by ADHA or WI-DHA pursuant to the terms of a written agreement.

- G. Organization.** Each Component shall be unincorporated and remain in compliance with ADHA and WI-DHA charter agreement guidelines. Components shall identify one or two members to serve as event planning chair persons or coordinators and who will communicate with the Board of Directors. As Unincorporated Components, they may not elect officers, enter into legal contracts, or open bank accounts.
- H. Component Members.** Members may belong to only one Component, and may join the Component of their choice based on where they reside, practice or hold a license.
- J. Transfers.** A member of a Component may transfer to another Component by contacting the ADHA Chief Executive Officer. The Chief Executive Officer shall affect the transfer and promptly notify the effected Constituents. Full membership privileges shall be granted to the transferring member in the new Component, and the new Component shall give the transferring member a credit for the full amount of any dues paid to the previous Constituent to be applied towards dues in the new Constituent.

ARTICLE XVI

INDEMNIFICATION

Section 1. Definition. compensation for harm or loss or security against legal liability for one's actions.

The Association shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of the Association to the full extent permitted by the Section 181.045 of the General Not For Profit Corporation Act of the state of Wisconsin and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Trustees.

ARTICLE XVII

DISSOLUTION

The Association shall use its funds only to accomplish the Purposes and Mission stated in these Bylaws, and no part of its funds shall inure or be distributed to the members of the Association. In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the remaining assets of the Association (except any assets held by the

Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence, exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the WI Department of Financial Institutions shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern all meetings of the General Assembly in all cases to which they are applicable and in which they are not inconsistent with the Wisconsin State Act, these bylaws and any special rules of order the Association may adopt. The current edition of Robert's Rules of Order, Newly Revised, shall be the authority for procedures not covered in the Bylaws or the rules of the Association.

ARTICLE XIX

"SUPREMACY CLAUSE"

The Bylaws of this Association shall not be in conflict with the Bylaws of ADHA, which shall be the supreme law of the Association. A current copy of these Bylaws shall be on file with the Chief Executive Officer of ADHA.

ARTICLE XX

WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XXI

AMENDMENT OF BYLAWS

These Bylaws and Principles of Ethics may be amended at any meeting of the General Assembly at an Annual Meeting by two-thirds vote, provided that a copy of the proposed amendment has been sent to all voting members at least sixty (60) days prior to that meeting, or without notice at any meeting of the General Assembly at an Annual Meeting held during the Annual Session by a three-fourths (3/4) vote of members in attendance.

Updated October 3, 2020