

NORTH DAKOTA DENTAL HYGIENISTS' ASSOCIATION

BYLAWS MANUAL

ARTICLE I

NAME AND PURPOSES

Section 1. Name. ~~The name of this corporation shall be the North Dakota Dental Hygienists' Association, thereafter referred to as "NDDHA," "the Association" or "this Association," (hereinafter referred to as the "Association"), a North Dakota not-for-profit corporation.~~

Comment [DS1]: This amendment helps to cut down on repetition of the definition of NDDHA as the Association.

Section 2. Definition. ~~This Association is a non-stock corporation and a Constituent of the American Dental Hygienists' Association.~~

Comment [DS2]: ADHA guidelines recommend this definition of the Association.

ARTICLE II

NDDHA MISSION STATEMENT PURPOSE AND MISSION

Section 1. Purpose. ~~The purpose of this Association shall be to~~ improve the public's total health, ~~the mission of the North Dakota Dental Hygienists' Association is to~~ advance the art and science of dental hygiene by increasing the awareness of and ensuring access to quality oral health care, promoting the highest standards of dental hygiene education, licensure and practice and representing and promoting the interests of dental hygienists. 9-94

Comment [DS3]: Another ADHA recommended change.

Comment [DS4]: The NDDHA BOT believes the previous Mission Statement clearly defines our purpose. It is well defined, covering all areas including TOTAL HEALTH not just ORAL HEALTH. We believe that the mission should be short and concise. This remains all encompassing without being repetitive.

Section 2. Mission. The mission of the North Dakota Dental Hygienists' Association is to ensure access to quality oral health care through quality service, collaborations, education and advocacy to improve the public's total health.

ARTICLE III

MEMBERS MEMBERSHIP

SECTION 1. Membership Qualifications. Membership may be granted to any individual who: (i) meets the criteria set forth for each category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws, the Association's Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the House of Delegates may establish.

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

a. Voting Members

1. Active Professional Members. Active Professional membership may be granted to any individual who (i) has either 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, or is licensed to practice dental hygiene in the United States under the provision of a "grandfather clause"; and (ii) is licensed to practice in any state, territory or possession of the United States if such license is required for the practice of dental hygiene; and (iii) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed, practices or resides).

Comment [DS5]: At ADHA's 92nd HOD an amendment passed changing Active members to Professional. This amendment is to align us with ADHA's bylaws and reduce confusion on the meaning of "active"

2. Retired/Senior Status. Active Professional members who have reached the full retirement age as set by the Social Security Administration and have either been an Active Professional member of the Association for an aggregate total of thirty (30) years, or twenty-five (25) consecutive years may apply for Retired/Senior status.

3. Members with Disabilities. Active Professional members who are unable to work

due to a verified disability may apply for Disabled status. All such 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 by the majority voting membership to any ~~active~~ Professional member who is nominated by the Board of Trustees and meets such other criteria as determined by the Board of Trustees.

b. Non-voting Members

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

2. Student Members. Student membership may be granted to any student (i) currently enrolled in an accredited dental hygiene program; or (ii) 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 (i) is not employed in a dental hygiene-related career; and (ii) 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 House of Delegates to any individual who (i) is not a dental hygienist; (ii) has made outstanding contributions to dental hygiene or dental health; and (iii) has been nominated by the Board of Trustees.

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. Privileges of Members

a. Voting Members shall have the right to vote, hold office, be elected delegate or alternate delegate to the ADHA House of Delegates, be elected or appointed to any office, board, or committee of this Association and such other privileges as the Board of Trustees may determine.

b. Non-voting Members shall have admission to any general meeting of the Association and other privileges as the Board of Trustees may determine, excluding the right to vote or hold office.

Section 4. Resignation/Transfer of membership

~~A member may resign from the Association at any time understanding that dues already paid are non-refundable. A member may transfer membership to any other constituent at any time.~~

Grounds for Discipline/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.
4. Unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association

b. Procedure. Discipline may include, but not be limited to, censure, suspension,

Comment [DS6]: We moved resignation down to section 5. By combining Discipline/Termination procedures and non payment of dues we include all discipline actions in one area vs spread throughout the article.

probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Such disciplinary actions shall be conducted in accordance with procedure established by the Board of Trustees. **[Note: before initiating suspension or termination proceedings, it is highly advisable to consult legal counsel to determine the lawfulness of the grounds for seeking suspension or termination and also to obtain advice regarding the requirements for a "due process" proceeding.]**

- c. **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than three (3) months, ceases to be a member of the Constituent, Component, or other organization required for membership in the Association, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Trustees or their designee(s) shall establish, unless such termination is delayed by the Board of Trustees.

Section 5. ~~Non-Payment~~ Resignation/Transfer of membership

A member may resign from the Association at any time understanding that dues already paid are non-refundable. A member may transfer membership to any other constituent at any time.

Section 6. Reinstatement

Any member who has forfeited membership for nonpayment of dues, fees, or assessments may be reinstated upon meeting such uniform terms and conditions as may be established by the Board of Trustees.

Section 7. Grounds for Discipline/Termination of Membership

d.—The Association may discipline a member for any of the following reasons:

5. Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association.
6. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude.
7. Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist.
8. Unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association

Procedure. Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Such disciplinary actions shall be conducted in accordance with procedure established by the Board of Trustees.

Section 8. Dues

The amount of annual dues, fees and assessments for any class of membership in the Association shall be determined by the Board of Trustees.

ARTICLE IV

ELECTED OFFICERS AND BOARD OF TRUSTEES

Section 1. Officers

The elected officers of the Association shall be the ~~President~~, President-Elect, Vice President, Secretary, Treasurer, Editor, two Trustees, and the ADHA Delegate(s) **and Alternate(s)**. ~~The elected officers and Immediate Past President shall constitute the Board of Trustees. The Board of Trustees shall be members of the North Dakota Constituent of ADHA.~~

Section 2. Term of Office

~~The President, President-Elect, and Immediate Past president, and shall serve for a term of one year or until their successors are elected. The President/ADHA Delegate shall automatically serve as the first ADHA Delegate. The remaining delegates and alternates shall be elected at the annual meeting of this Association. 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 Vice President, Treasurer, Editor, Secretary, and the Trustees shall serve for a term of two years or until their successors are elected. The ADHA Delegate(s) shall serve a term of two years, though no more than two consecutive terms or until a successor is elected.~~

Qualifications.

All elected officers shall be voting members.

Section 3. Elections

The officers shall be elected by the members of the Association **through general assembly at the Association's Annual Session**. The Nominating Committee shall make its report and further nominations can be made until nominations are closed. Voting shall be by ballot if there is more than one nominee for an office. **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.** If there is only one nominee for an office, the election will be declared by the presiding officer. **The President-Elect, ADHA Delegate(s) and ADHA Alternate(s) shall be elected yearly. The Vice President, Treasurer and one Trustee shall be elected in odd numbered years. The Secretary, Editor, and one Trustee shall be elected in even numbered years.**

Section 4. Vacancies

In the event the office of President becomes vacant the President-Elect will finish the remaining term and the term immediately following. In the event other offices become vacant, such vacancy shall be filled by the majority vote of the Board of Trustees.

Section 5. Duties

~~The elected officers shall perform those duties regularly and customarily performed pertaining to the office they hold except as otherwise provided for in these bylaws. With The approval of a majority of the voting members of the Board of Trustees, the President may execute any contract not prohibited by these bylaws or the North Dakota Nonprofit Corporation Act.~~

Terms. The President-Elect shall serve a one (1) year term or until a successor if elected.

Upon completion of their respective term, the President-Elect shall succeed to the office of President and the President shall succeed to the office of Immediate Past President. The Vice President, Secretary, Treasurer, Editor and two Trustees shall each serve two (2) year terms with no more than two (2) consecutive terms. The ADHA Delegate(s) and Alternate(s) shall serve a term of one (1) year with no more than four (4) consecutive terms. A member having served more than a half 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.

Section 6. Voting/Quorum

~~A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any session. Any action by the Board of Trustees concurred in by a~~

Comment [DS7]: We moved term of office into section 5 and placed qualifications here as to make a better flow of the article.

Comment [DS8]: Flow and grammatical errors are fixed. We have also given better definition to terms and voting process in the event we should ever have more than one person interested in a position.

Comment [DS9]: Duties are outlined in our Operations Manual. Terms was placed here with further definition that was missing before. Only change was to the ADHA Delegate and Alternate. Delegate was removed from BOT, Alternate is listed as elected and term length was change for them from 2 years to 1 year with 4 consecutive terms instead of 2.

majority of the Trustees through correspondence or conversation shall be binding and effective as if such action were taken in meeting regularly called and convened. All officers, excluding the President have the right to vote. The President shall vote only in the case of a tie. An executive committee comprised of the President, President-Elect, and the Immediate Past President shall have the authority to meet and make BOT decisions as necessary. In the event one of those offices becomes vacant, the ADHA Delegate shall serve on the Executive Committee.

Board of Trustees. The Board of Trustees shall be composed of nine (9) members as follows: the President, President-Elect, Immediate Past President, Vice President, Treasurer, Secretary, Editor and two (2) Trustees.

Comment [DS10]: Further explanation in Article X. "Race for Relevance" Best Practices

Section 7. Compensation

No Elected officers may receive compensation for service as officers; however the Board of Trustees may also authorize reimbursement of expenses incurred in the performance of duties for the Association, and prescribe procedures for approval and payment of such expenses.

Comment [DS11]: BOT positions are considered volunteer. ADHA guidelines state that there is no compensation as an officer, but that reimbursement can be provided for expenses approved by the BOT.

Section 8. Resignation

Any elected officer may resign by submitting that their resignation in writing to the Board of Trustees.

Section 9. Removal/Discipline

Any elected officer may be removed for cause. Sufficient cause for such removal may be in violation of these bylaws, the principles of ethics or any lawful rule, practice or procedure adopted the Association or other conduct deemed by the Board of Trustees to be prejudicial to the best interest of the Association. For removal of an elected officer for cause, it shall be necessary for the Board of Trustees to hold a formal hearing. A statement of charges shall be sent to the officer, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least fifteen days notice shall be given and the officer shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before action is taken. The body holding the hearing shall adopt such rules as may be necessary to assure due process to the officer. Procedure for removal/discipline is outlined in Article III, Section 4.

Comment [DS12]: Procedure for Discipline and Removal was outlined in membership. Seemed repetitive and unnecessary to outline again.

ARTICLE V

SESSIONS/MEETINGS MEMBERSHIP & BOT MEETINGS

Section 1. Membership Meetings

a. Annual Session

This Association shall convene at least once annually at a time and place determined by the Board of Trustees.

b. Special Meetings

A Special meetings of this Association may be called by the President to consider any such business as is mentioned in the call on a of the voting members of the Association my be called at the request of the Board of Trustees, or at the written request of two-thirds (2/3) of the Association's voting members. affirmative vote of the Board of Trustees or upon written request of twenty five percent of the voting members of this Association. Time and place of any special meeting shall be determined by the President of the Association provided however, it is within forty five days after the vote or request was received by the Board of Trustees.

Comment [DS13]: Amendments made in Article V allow for a better flow and separates the meetings based on type versus combining both types as it was before. Amendments are housekeeping/flow issues except where further noted.

c. Parliamentary Authority Notice

For procedure not covered in the bylaws or rules of this Association, the current edition of the Newly Revised Edition of Roberts Rules of Order shall be the authority.

Notice of any annual or special meeting of the voting members shall state the time, date, place and purpose of the meeting and shall be delivered not less than ten (10) days prior to the date of such meeting unless otherwise required by applicable law.

d. Quorum

Twenty (20) percent of all members of this Association excluding the officers of the Board of trustees shall constitute a quorum for the transaction of business at any meeting.

e. Proxy/Mail Vote

There is no provision in these bylaws for voting by proxy. However, the Board of Trustees may implement rules, which permit eligible voting members to submit their vote.

f. Parliamentary Authority

For procedure not covered in the bylaws or rules of this Association, the current edition of the Newly Revised Edition of Roberts Rules of Order shall be the authority.

Section 2. Board of Trustee Meetings

a. Regular Meetings. The Board of Trustees may take action to set time, date, and place for the holding of a regular meeting of the Board of Trustees and additional regular meetings of the Board of Trustees without other notice than such action.

b. Special Meetings. Special meetings of the Board of Trustees may be called by the President or upon request to the President by four (4) members of the Board of Trustees. Notice of any special meeting of the Board of Trustees shall state the time, date, and place of the meeting.

c. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Trustees 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.

d. Quorum/Voting. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees; provided that when less than a quorum is present at said meeting, a majority of the Board of Trustees members present may adjourn the meeting to another time without further notice. All officers of the Board of Trustees are able to vote on matters discussed in meetings, except for the President. In the even of a tie, the President would be able to vote.

e. Executive Committee. An Executive Committee comprised of the President, President-Elect and the Immediate Past President shall have the authority to meet and make Board of Trustee decisions as necessary. In the event one of those offices becomes vacant, the Vice President shall serve on the executive committee. Any actions taken by the Executive Committee must be ratified by the Board of Trustees at its next meeting.

f. Parliamentary Authority. For procedure not covered in the bylaws or rules of this Association, the current edition of the Newly Revised Edition of Roberts Rules of Order shall be the authority.

Comment [DS14]: ADHA recommends in their bylaw outline to allow for more than one way to get a special meeting called. We understand in most circumstances the President will call a meeting as requested and as needed, but this helps with the checks and balances within the association.

Comment [DS15]: Again this helps to keep a checks and balances within the Association. While any decisions made by the EC are always discussed with the BOT by having it in our bylaws we are placing a procedure our membership can see is being followed.

**ARTICLE VI
COMPONENTS**

This Association may organize all voting members of this Association within a geographical territory as a Component. The Board of Trustees shall determine the name, boundaries and eligibility requirements. The Board of Trustees shall have the right to terminate a component.

**ARTICLE VII
COMMITTEES/COUNCILS**

Section 1. Establishment

Standing committees/councils and special committees/councils shall be established by the Board of Trustees and shall continue to exist until the Board of Trustees acts to terminate them. Committees shall have such duties as designated by the Board of Trustees.

Section 2. Composition

Committees/councils shall have no fewer than two members. The chairperson shall be a member of this Association.

Section 3. Appointment

Chairpersons and members of standing committees/councils may be appointed by the President or volunteer to serve on a standing committee/council. Members of

committees/councils shall serve terms coinciding with that of the President making the appointments.

**ARTICLE VIII
PUBLICATIONS**

This Association shall publish or cause to be published an official publication of the North Dakota Dental Hygienists' Association. Additional publications may be authorized by the Board of Trustees.

**ARTICLE IX
AMENDMENT OF BYLAWS**

These Bylaws and Principles of Ethics may be amended or rescinded at any meeting of this Association by a two-thirds (2/3) vote, provided that a copy of the proposed amendment has been sent to all voting members at least ten (10) days prior to that meeting or without notice at any meeting during the Annual Session by a three-fourths (3/4) vote.

**ARTICLE X
AMERICAN DENTAL HYGIENISTS' ASSOCIATION**

Section 1. House of Delegates

This Association shall be represented in the American Dental Hygienists' Association's House of Delegates. The number of ADHA Delegates and Alternate Delegates shall be determined according to the ADHA bylaws. An ADHA Delegate must have previous experience as an Alternate Delegate. **Delegates and Alternates shall be voting members of the Association. No previous experience is required to be an Alternate. The elected Delegate will serve as the Delegate Chair. If more than one Delegate and Alternate are able to attend ADHA's HOD the Association's President will serve as second Delegate and the President Elect will serve as second Alternate. The elected ADHA Delegate and Alternate do not serve on the Board of Trustees for the Association.** In the event that an ADHA Delegate or Alternate cannot serve in that capacity and/or no one has been elected into the position, a substitute shall be appointed by the NDDHA President.

Section 2. District Representation

This Association shall be a member of District VII of the American Dental Hygienists' Association, the boundaries of which shall be determined by the American Dental Hygienists' Association.

Supremacy Clause

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

Comment [DS16]: In many of the State Associations we are seeing a removal of ADHA Delegate and Alternate from the BOT duties. This allows for all members, including BOT members to run for the positions and allows for best representation of the states within the districts, and districts within the national level. Discussions were held by the BOT to consider the removal of President and President-Elect from an automatic Delegate and Alternate spot. It was decided we would like more feedback from our membership before making any further amendments to this area of our bylaws.