

## North Carolina Dental Hygienists' Association

### BYLAWS

#### ARTICLE I

##### NAME AND PURPOSES

**Section 1.** **Name.** The name of this corporation shall be the North Carolina Dental Hygienists' Association (hereinafter referred to as NCDHA) a North Carolina not-for-profit corporation.

**Section 2.** **Purpose.** The purpose of the North Carolina Dental Hygiene Association is to represent the profession of dental hygiene while encouraging professional development based upon the highest educational standards.

**Section 3.** **Mission.** The mission of the North Carolina Dental Hygiene Association is to promote public health, access to quality healthcare, the advancement of the art and science of dental hygiene, and represent the interests of dental hygiene.

#### ARTICLE III

##### DUES AND ASSESSMENTS

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

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

## **A. Voting Members**

1. **Professional Members.** 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).
2. **Senior Status.** Professional members who have reached the full retirement age as set by the Social Security Administration and have either been an Active member of ADHA for an aggregate total of thirty (30) years, or twenty-five (25) 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 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 (1) by the House of Delegates after nomination by the Board of Trustees to any active member who makes outstanding contributions to both dental hygiene and NCDHA or (2) automatically to any active member who has served as NCDHA President and has been an active member of NCDHA for either a period of twenty (20) accumulative years or fifteen (15) consecutive years, or (3) automatically to an active member who has served as ADHA President.

## **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 and received a majority vote of the House of Delegates.
5. **Allied Members.** Allied membership may be granted to any individual who supports the purposes and mission of NCDHA 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 NCDHA's mission.

### **Section 3. Rights and Duties.**

- a. Voting and supporting members must be members of both a Constituent and Component (if such exist where the member is licensed, practices or resides).
- b. All members shall be entitled to attend the member meetings and social functions of NCDHA.
- c. Only Voting Members may vote for the election of delegates to the House of Delegates, hold office in NCDHA and components and serve on the Board of Trustees and House of Delegates. Notwithstanding anything set forth to the contrary herein, the voting members' right to vote is specifically limited to elections of Delegates, and no other matter. Each eligible voting member shall have one (1) vote in the election of delegates.

- d. No individual member of NCDHA shall have the right to vote, without limitation, on the amendment of NCDHA's Articles of Incorporation, the merger or dissolution of NCDHA, or the amendment of its Bylaws.

**Section 4. Disciplinary Action/Termination of Membership.**

- a. **Grounds for Discipline.** NCDHA may discipline a member for any of the following reasons:
  - 1. Failure to comply with these Bylaws, NCDHA's Code of Ethics for Dental Hygienists, or any other rules or regulations of NCDHA;
  - 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 NCDHA.
- b. **Procedures.** 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 NCDHA. Such disciplinary actions shall be conducted in accordance with procedures established by the House of Delegates.
- 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 NCDHA, 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. Reinstatement.** Members who have resigned or whose membership has been terminated for non-payment of ADHA dues or assessments may be reinstated upon (i) payment of dues and any assessments; (ii) application to ADHA

## **ARTICLE III**

### **DUES AND ASSESSMENTS**

The initial and annual dues for all members of NCDHA, and the time for paying such dues and other assessments, if any, shall be determined by the House of Delegates by a two-thirds (2/3) affirmative vote of those present and voting. Dues and assessments for Life, Senior and Honorary Members shall be exempt from payment. Under special circumstances, the House of Delegates, or its designee(s), may waive or reduce the annual dues and/or assessments for any member by a two-thirds (2/3) affirmative vote of those present and voting.

## **ARTICLE IV**

### **MEMBERSHIP MEETINGS**

**Section 1. Annual Meeting.** An annual meeting of the voting members of NCDHA shall be the annual meeting of the House of Delegates and shall be at a time and place determined by the Board of Trustees.

**Section 2. Special Meetings.** Special meetings of the House of Delegates may be called at the request of the President, or at the written request of two-thirds (2/3) of NCDHA's voting members. The time and place for holding special meetings shall be determined by the Board of Trustees.

**Section 3. Notice.** 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 more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4. Quorum.** A majority of the voting members of the House of Delegates, Board of Trustees or a committee shall constitute a quorum. If less than a quorum is present, a majority of the voting members present must vote to continue the meeting or adjourn. If the meeting continues, business may be conducted, but no voting will be taken.

**Section 5.** **Manner of Acting.** The act of a majority or more of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 6.** **Mail Vote** Voting by mail or electronic means shall be permitted to the full extent allowed by the North Carolina and Not for Profit Corporation application Act, as may be amended. A mail or electronic vote may be called by the Board of Trustees.

## **ARTICLE V**

### **BOARD OF TRUSTEES**

**Section 1.** **Authority and Responsibility.** The affairs of NCDHA shall be managed by the Board of Directors (which shall be referred to in these Bylaws as the "Board of Trustees"), which shall have supervision, control and direction of NCDHA, 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. The Board of Trustees shall act for and on behalf of the House of Delegates between sessions of the House of Delegates to establish interim policy. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Trustees shall provide reports to the House of Delegates.

**Section 2.** **Composition.** The Board of Trustees shall be composed of the following members: the President, President-Elect, Vice President, Treasurer, Treasurer-Elect, Recording Secretary, Immediate Past President, and one (1) member elected from each of the components (Component Trustees/Alternate Trustees). The Speaker of the House, ADHA Delegates/Alternate Delegates, Component Presidents and Student Delegates shall be ex-officio members with no vote.

**Section 3.** **Qualifications.** Only voting members shall be eligible to serve on the Board of Trustees. Component Trustees must be members of the Component they have been elected to represent.

**Section 4. Terms.**

- a. Component Trustees shall serve a two (2) year term, or until such time as their successors are duly elected, qualified, and assume their position, and may not serve more than two (2) consecutive terms. Trustees serving more than half of a full term shall be deemed to have served a full term in office for purposes of term limits. Alternate Trustees may serve in place of the Trustee as allowed by the component they serve.
- b. The President, President-Elect, Vice President, Treasurer, Recording Secretary and Immediate Past President shall remain on the Board of Trustees for the duration of their term in office.
- c. The term of all Component Trustees shall begin at the installation of the officers following the House of Delegates.

**Section 5. Regular Meetings.** The Board of Trustees may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Trustees and additional regular meetings of the Board of Trustees without other notice than such action.

**Section 6. Special Meetings.** Special meetings of the Board of Trustees may be called by, or at the request of the President. Notice of any special meeting of the Board of Trustees shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

**Section 7. 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. 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) may be delivered a minimum of forty-eight (48) hours prior to the meeting.

**Section 8.**

**Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any duly called 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 must vote to continue the meeting or adjourn.

**Section 9.**

**Manner of Acting.** The act of a majority of Trustees present at a duly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 10.**

**Action by Written Consent.** Any action requiring a vote of the Board of Trustees may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the members of the Board of Trustees entitled to vote with respect to the subject matter thereof.

**Section 11.**

**Resignation and Removal.** Any component trustee may resign at any time by giving written notice to the President. In addition, any trustee may be removed by a majority vote of the persons entitled to elect such Trustee, whenever, in their judgment, the best interests of NCDHA would be served by such removal.

**ARTICLE VI**

**OFFICERS**

**Section 1.**

**Officers.** The officers of NCDHA shall be a President, President-Elect, Vice President, Recording Secretary, Treasurer, Treasurer-elect, Immediate Past President, and Speaker of the House and one Trustee from each component (collectively, "Officers"). No two (2) offices may be held simultaneously by the same person with the exception of ADHA Delegate.

**Section 2.**

**President.** The President shall be the principal elected officer of NCDHA and shall, in general, supervise all of the business affairs of NCDHA, subject to the direction and control of the Board of Trustees, by communicating with the Board of Trustees as necessary regarding the business of NCDHA. The President shall be a member, without vote, 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 be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. 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 Trustees. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.
- Section 4. Vice President.** The Vice President shall have such duties as may be assigned by the President or the Board of Trustees.
- Section 5. Treasurer.** The Treasurer shall be the principal financial officer of NCDHA and shall have charge of and be responsible for the maintenance of adequate books of account for NCDHA; shall have charge and custody of all funds and securities of NCDHA, and be responsible therefore, and for the receipt and disbursement thereof; shall oversee the deposit of all funds and securities of NCDHA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The duties of the Treasurer may be assigned by the Board of Trustees in whole or in part.
- Section 6. Treasurer-Elect.** The Treasurer-Elect shall assist the Treasurer and shall substitute for the Treasurer when required. The Treasurer-Elect shall, in general, perform all duties customarily incident to the office of Treasurer-Elect and such other duties as may be prescribed by the Board of Trustees. The Treasurer-Elect shall succeed to the office of Treasurer upon expiration of the Treasurer's term of office, and in the event of the death, resignation, removal, or incapacity of the Treasurer
- Section 7. Immediate Past President.** The Immediate Past President shall have such duties as may be assigned by the President or the Board of Trustees.
- Section 8. Recording Secretary.** The NCDHA Recording Secretary shall serve as secretary, and the recording officer. The Recording Secretary or the designated agent are custodians of the records of the Board of Trustees and will perform such other duties as may be prescribed by the Board of Trustees.

**Section 9. Speaker of the House.** The Speaker of the House shall be the presiding officer at the annual session of the House of Delegates, shall consult with the President as necessary for the orderly operation of the House of Delegates, and shall perform such other duties as may be prescribed by the Board of Trustees

**Section 10. Qualifications for Office.** Only voting members are eligible to hold office.

**Section 11. Term.**

- a. The President, President-Elect, Vice President, Recording Secretary 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, Trustees 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. The Treasurer-elect upon completion of the term of office, shall succeed to the office of the Treasurer without election. 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 12. Election.**

- a. The President-Elect, Recording Secretary and Vice President shall be elected annually by the House of Delegates at a meeting of the House of Delegates at which the election of Officers is in the regular order of business.
- b. The Treasurer and the Speaker of the House shall be elected by the House of Delegates at a meeting of the House of Delegates at which the election of Officers is in the regular order of business for two year terms. The Treasurer-elect will be elected at the beginning of the last year of the term of the Treasurer.
- c. In the event that no candidate receives a majority of the votes cast, the vote shall be conducted again with only the two candidates receiving the highest number of votes eligible for election.
- d. Officers shall take office immediately upon installation.

**Section 13. Resignation and Removal of Officers.** Any officer may resign at any time by giving written notice to the President. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of NCDHA would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

**Section 14. Officer Vacancies.** Vacancies in any office shall be filled by the President without undue delay, provided, however, the President Elect automatically shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next meeting of the House of Delegates. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Trustees immediately shall fill the office of President and such appointee shall hold office until the next meeting of the House of Delegates. Except as otherwise set forth herein, an officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

## **ARTICLE VII**

### **HOUSE OF DELEGATES**

**Section 1. Authority and Responsibility.** The House of Delegates shall be the principal body within NCDHA responsible for establishing policy 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. Adopt and amend the code of ethics governing the professional conduct of NCDHA members;
- b. Amend, alter, or repeal the Bylaws in accordance with Article XVII of these Bylaws;
- c. Vote on all matters properly brought before the House of Delegates;
- d. Elect officers and receive and act upon all annual reports;
- e. Solicit, process, and communicate membership needs to the Board of Trustees;

**Section 2. Composition.**

a. **Voting Members.**

The delegates elected from each component will be the voting members of the House of Delegates.

b. **Non Voting Members.**

NCDHA's Officers, members of the Board of Trustees, student delegates and Sergeant-at-Arms shall be *ex-officio* members, without the right to vote, of the House of Delegates.

**Section 3. Qualifications for Delegates and Alternate Delegates.** All Delegates and Alternate Delegates must be voting members of the Association in good standing. NCDHA's Officers and members of the Board of Trustees may not serve as Delegates or Alternate Delegates.

**Section 4. Appointment of Delegates and Alternate Delegates.** All Components entitled to representation in the House of Delegates must submit the name of their Delegates and Alternate Delegates to the House of Delegates or their designee(s) no less than forty five (45) days prior to each annual session of the House of Delegates.

**Section 5. Terms for Delegates and Alternate Delegates.** Delegates and Alternate Delegates shall serve a one (1) year term, or until such time as their successors are appointed and take their position, subject to such term limits as may be imposed by the House of Delegates.

**Section 6. Annual Meeting.** The NCDHA annual business meeting shall be the NCDHA House of Delegates' annual meeting and shall be at a place and time determined by the NCDHA BOT.

**Section 7. Special Sessions.** Special sessions of the House of Delegates may be called (i) by the Speaker of the House, provided such request must be presented during the annual session of the House of Delegates, include the specific purpose for such special session, and be approved by a two-thirds (2/3) vote of the Delegates present and voting at such annual session; or (ii) upon written petition presented to the President by a majority of the Components represented in the House of Delegates stating the place, time, and purpose for which such session is requested, provided, however, such request must be made at least sixty (60) days prior to the date specified in the request for such special

session. Business conducted at any special session shall be limited to the specific purpose stated in the request for such session, and any such additional business as approved by the Board of Trustees.

**Section 8.** **Notice.** Notice of any annual or special session of the House of Delegates shall state the time, date, place and purpose of the session and shall be published either in print or on NCDHA's Web site at least sixty (60) days prior to the date of the session, unless otherwise required by the procedures established by the House of Delegates.

**Section 9.** **Quorum.** A majority of the voting members of the House of Delegates, Board of Trustees or a Committee shall constitute a quorum. When less than a quorum is present at said session, a majority present must vote to continue the meeting or adjourn.

**Section 9.** **Manner of Acting.** The act of a majority of Delegates present at a duly called session at which a quorum is present shall be the act of the House of Delegates, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 10.** **Attendance / Exercise of Voting Rights.** Both Delegates and Alternates shall have the right to attend all sessions of the House of Delegates. Only Delegates shall have the right to vote. Alternates shall have no right to vote, provided, however, in the event the Delegate appointed to represent a particular Component is absent at any session of the House of Delegates, the Alternate appointed to represent such Component shall have the right to vote in place of the Delegate.

**Section 11.** **Resignation and Removal of Delegates and Alternate Delegates.** Any Delegate or Alternate Delegate may resign at any time by giving written notice to the President. In addition, any Delegate or Alternate Delegate may be removed by the Component entitled to appoint such Delegate, whenever, in its judgment, the best interests of NCDHA would be served by such removal.

## **ARTICLE VIII**

### **ADHA REPRESENTATION**

**Section 1.** **ADHA District Trustee:** NCDHA together with the designated constituents named by the ADHA shall compose the designated District of the American Dental Hygienists' Association. The ADHA

Bylaws shall determine the qualifications, nominations, elections, installation, vacancies, and duties of the ADHA District Trustee.

## **Section 2.**

**ADHA House Of Delegates:** Delegates and Alternate Delegates at the ADHA House of Delegates as provided by the ADHA Bylaws shall represent NCDHA.

- a. **Qualifications:** Delegates and Alternate Delegates shall be voting members of NCDHA and have served as a local component delegate or trustee for at least two years.
- b. **Duties:**
  1. Represent NCDHA at all sessions of the ADHA House of Delegates/Annual Session.
  2. Keep NCDHA membership informed of ADHA activities.
  3. Assist the ADHA Officers and Central Office staff as requested.

- c. **Term Of Office:**

**Delegates:**

1. The candidates for Delegate receiving the highest number of votes shall serve a term of two (2) years, with tenure limited to two (2) consecutive terms.
2. The term of office shall commence on the first of January following election to office and end after two (2) years on December 31.
3. NCDHA President shall serve as an ADHA Delegate for a term of one (1) year, commencing on the date of installation to office of NCDHA President and ending when installed as the NCDHA Immediate Past-President.

**Alternate Delegates:**

1. The Alternate Delegates will be determined as the next highest number of votes received by the candidates for Delegate, with tenure limited to one (1) year.
2. The term shall commence on the first of January following election to office and end the following December 31.
3. The NCDHA President-Elect shall serve as First Alternate Delegate for a term of one (1) year, commencing on the date of installation and ending when installed as NCDHA President.

- d. **Nominations:** Nominations of the Delegates and Alternate Delegates to the ADHA House of Delegates shall be made at the same time, place and manner provided for in the election of NCDHA officers.
- e. **Elections:**
  - 1. ADHA Delegates and Alternate Delegates shall be elected by NCDHA House of Delegates.
  - 2. The terms of the ADHA Delegates shall be arranged to expire in alternate years.
- f. **Vacancies:**

In the event of a vacancy among the ADHA Delegates/Alternate Delegates, the Delegate/Alternate Delegate receiving the highest number of votes shall be the first appointed to fill the vacancy; further appointment of vacancies shall be made in order of the number of votes received. Any further vacancies are to be appointed by NCDHA President with NCDHA Board of Trustees approval.

## **ARTICLEIX**

### **COMMITTEES/COUNCILS/TASK FORCES**

#### **Section 1.**

**Councils and Other Standing Committees.** The Board of Trustees or House of Delegates may establish such councils and other standing committees as either of them deem necessary or prudent in the exercise of their authority and responsibility as set forth in these Bylaws.

- 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 Trustees. Any committee having the authority of the Board of Trustees shall have members of the Board of Trustees 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 Trustees 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 Trustees, unless otherwise set forth in the resolution establishing such council/committee.

## **Section 2.**

**Advisory/Ad Hoc Committees and Task Forces.** The Board of Trustees or House of Delegates may appoint such 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. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Board of Trustees. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Board of Trustees. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

- 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 Trustees 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 X

### COMPONENTS

#### Section 1.

**Tripartite.** The American Dental Hygienists' Association (ADHA) is a tripartite organization. Voting and Supporting members must maintain an active membership in ADHA, a Constituent and a Component (if such exist where the member is licensed, practices or resides).

- a. **Components.** Voting members of NCDHA who are licensed, practicing or residing within a particular state, commonwealth, federal district, territory or possession of the United States may be organized as a NCDHA component (each of which is referred to as a "Component"). The Board of Trustees and the majority vote of the House of Delegates may authorize the establishment of Components which shall (i) be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the Board of Trustees and the majority vote of the House of Delegates from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Trustees and the majority vote of the House of Delegates from time to time; (iii) enter into Component agreements with NCDHA; and (iv) be issued a charter. The name, geographic boundaries and other requirements for components shall be subject to approval of the ADHA and such rules and policies as may be adopted by the ADHA and NCDHA from time to time.
- b. **Application for Recognition as a Component.** The Board of Trustees, 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 NCDHA. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office or NCDHA President. The Board of Trustees, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Trustees may prescribe, if applicants meet the qualifications necessary for recognition as a Component.
- c. **Revocation.** Charters for the operation of Components may be revoked by the two-thirds (2/3) vote of the House of Delegates at any time and in such manner and after such investigation as the House of Delegates may deem necessary.

1. Due notice shall be given by the Board of Trustees to the Component in question, by registered mail and reasonable opportunity shall be allowed for the component to meet the requirements or correct infractions before final action is taken to revoke the charter.
- d. **Name.** No Component or other entity shall use the name of the ADHA or NCDHA in any manner whatsoever unless duly authorized to do so by ADHA or NCDHA (as applicable) pursuant to the terms of a written agreement.
- e. **Meetings.** Each Component may hold such meetings as it deems appropriate.
- f. **Choice of Component.** 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.
- g. **Transfers.** A member of a Component may transfer to another Component by written request addressed to the central office of ADHA. The central office of ADHA shall affect the transfer and promptly shall notify the effected Components. 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 Component to be applied towards dues in the new Component.

## **Section 2. Representation.**

- a. A Component with ten (10) or less voting members of the Association shall be entitled to be represented in the House of Delegates of NCDHA by one (1) Delegate and one (1) Alternate.
- b. A Component with more than ten (10) voting members of NCDHA shall be entitled to be represented in the House of Delegates of NCDHA by one (1) Delegate and one (1) Alternate for each full ten (10) voting members.
- c. Notification of Component representation in the House of Delegates shall be made forty-five (45) days prior to the first day of the House of Delegates of NCDHA.
- d. A Component shall elect from its Voting Members one Trustee who will represent the members of the Component on the Board of Trustee, who will report to the Component Membership.

**Section 3. Delegates.**

- a. Delegates and Alternates shall be limited to Voting Members of NCDHA who are members of the Component which said Delegates and Alternate represent; Delegates and Alternates shall be elected by members of the Component who are Voting Members of the Component.
- b. An Alternate shall be entitled only to represent the Component in the House of Delegates in the absence of a Delegate.

**ARTICLE XI**

**ELECTRONIC MEETINGS**

Any action to be taken at a Board of Trustees, House of Delegates, 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 (48) hours prior to the meeting.

**ARTICLE XII**

**USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

**ARTICLE XIII**

**USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) 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

### FINANCE

- Section 1.** **Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents of NCDHA, 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 NCDHA, 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 NCDHA shall be signed by such officer or officers, agent or agents of NCDHA and in such manner as shall be determined by action of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the President.
- Section 3.** **Deposits.** All funds of NCDHA shall be deposited to the credit of NCDHA In such banks, trust companies, or other depositories as the Board of Trustees may select.
- Section 4.** **Bonding.** The Board of Trustees shall provide for the bonding of such officers and employees of NCDHA as it may determine is necessary and/or appropriate.
- Section 5.** **Gifts.** The Board of Trustees may accept on behalf of NCDHA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.
- Section 6.** **Books and Records.** NCDHA or NCDHA's designated agent shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Trustees, House of Delegates, and any committees having the authority of the Board of Trustees.
- Section 7.** **Annual Reporting.** A report of the financial condition of NCDHA shall be made to the membership of NCDHA annually.
- Section 8.** **Fiscal Year.** The fiscal year of NCDHA shall be determined by the Board of Trustees.

## **ARTICLE XIV**

### **INDEMNIFICATION**

NCDHA shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of NCDHA to the full extent permitted by the State of North Carolina, as may be amended, 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 XV**

### **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 XVI**

### **AMENDMENTS**

**Section 1. Proposed Amendments.** The Board of Trustees, the House of Delegates, Constituents, Components or any voting member of the NCDHA may propose amendments, in whole or in part, to these Bylaws. The Board of Trustees shall provide recommendations for all proposed amendments before the first meeting of the House of Delegates.

**Section 2. Approval of Amendments.** Proposed amendments of these Bylaws shall be forwarded to the House of Delegates for consideration. Approval of such proposals shall require the act of two thirds (2/3) of the entire House of Delegates at a duly called session of the House of Delegates.

**Notice.** Notice of intent to amend these Bylaws must be (i) sent to all Delegates by mail or electronic communication or (ii) published in print or online and circulated to the entire membership; or (iii) published on NCDHA's website at least thirty (30) days prior to the session of the

House of Delegates at which such amendments are to be considered. Such notice must include a general description of the proposed amendments.

## **ARTICLE XVII**

### **DISSOLUTION**

In the event of the dissolution of NCDHA, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of NCDHA, distribute all of the remaining assets of NCDHA (except any assets held by NCDHA 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 NCDHA 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 Board of Trustees 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 NCDHA 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 House of Delegates in all cases to which they are applicable and in which they are not inconsistent with the North Carolina Act, these Bylaws and any special rules of order NCDHA may adopt.

## **ARTICLE XIX**

### **SUPREMACY CLAUSE**

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

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