

# OKDHA BYLAWS

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## **BYLAWS**

### **OKLAHOMA DENTAL HYGIENISTS' ASSOCIATION**

#### **ARTICLE I**

##### NAME

###### Sec. 1

The name of this corporation shall be the Oklahoma Dental Hygienists' Association (herein referred to as the "Constituent") an Oklahoma not-for-profit corporation. The Oklahoma Dental Hygienists' Association will use the initialism OKDHA.

#### **ARTICLE II**

##### PURPOSES AND MISSION

###### Sec. 1

The Purposes of this Constituent, consistent with the ADHA Code of Ethics of the Profession 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 education and practice; to represent and protect the interests of the dental hygiene profession; to contribute to the professional development of the dental hygienist; to foster research in oral health; to provide professional communications; to conduct other activities as may be permitted by the laws of the State of Oklahoma, and to carry out the purposes of this Constituent.

###### Sec. 2

To improve the public's total health, the mission of the Oklahoma Dental Hygienists' Association is to advance the art and science of dental hygiene by ensuring access to quality oral health care, increasing awareness of prevention,

promoting the highest standards of dental hygiene education, licensure, practice and research, and representing and promoting the interests of dental hygienists.

## **ARTICLE III**

### **MEMBERSHIP**

#### **Sec. 1 Membership in Constituents**

1. A member who qualifies for membership in more than one Constituent shall be eligible to be a member of only one Constituent, but as selected by the member.
2. A member of a Constituent who seeks to transfer membership to another Constituent may do so by filing a written request with the ADHA Executive Director who shall affect the transfer and notify the appropriate Constituents. The Constituent to which the member transfers shall grant to each member full membership privileges without payment of current dues provided the current dues have been paid to the previous Constituent.

#### **Sec. 2 Membership Categories**

##### **Voting Members**

##### **2.1 New Professional Membership**

New 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 within the past two years; (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).

### Professional Membership

- 2.2 Professional membership may be granted to any individual who (i) has either earned a Certificate or professional degree in dental hygiene granted pursuant to 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 or a Component (if such exist where the member is licensed, practices or resides).

### 2.3 Life Membership

Life Membership in the OKDHA may be awarded to those members whose years of exemplary service and leadership have contributed significantly and strengthened the influence and elevated the reputation of the dental hygiene profession on the local, state and national level. Those eligible to be awarded such honor shall have been a professional member of the Oklahoma Dental Hygienists’ Association for a minimum of 20 (twenty) years *and* have accomplished and substantiated the criteria required for recommendation to Life Membership by the OKDHA Board of Directors. Recommendations to Life Member status must be approved by a unanimous vote of the Board and confirmed by a majority vote of the General Assembly. (OR has been elected President of ADHA and who has completed the term of office shall automatically become a Life member).

### 2.4 Retired Members:

Professional members who have reached the age of 62 and are either (i) fully retired from the dental hygiene profession; or (ii) working less than 10 hours per week in the dental hygiene profession may apply for Retired Member Status.

## 2.5 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 the American Dental Hygienists' Association and must be accompanied by proof of eligibility each year.

## Non-Voting Members

### 2.6 Honorary Membership:

Honorary Membership may be granted by the General Assembly 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 Directors. Any individual who is not a dental hygienist may be eligible for Honorary Membership in OKDHA.

### 2.7 Allied Membership:

Allied Membership may be granted to any individual who supports the purposes and mission of the Association who is not otherwise qualified for any other class of membership.

## 2.8 International Membership:

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.

## 2.9 Student Membership:

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

## 2.10 Supporting Membership:

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).

## 2.11 Corporate Members

Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association's mission.

## Sec. 3 Privileges of Membership

### 3.1 New Professional Members, Professional Members, Life Members, Members with Disabilities, and Retired members:

New Professional Members, Professional Members, Life Members, Members with Disabilities, and Retired Members shall be entitled to:

3.1.1 The right to vote on all matters requiring a vote by the members of the Constituent or Component to which the member belongs.

3.1.2 Eligibility for election or appointment to any office, committee, Board of Directors, or similar position in the Constituent, if otherwise qualified.

3.1.3 Such other privileges as the General Assembly may from time to time determine.

3.2 Honorary, Allied, International, Student, Supporting and Corporate Members:

Honorary, Allied, International, Student, Supporting and Corporate Members shall be entitled to such privileges as the General Assembly may from time to time determine, but without the right to vote or hold office.

Sec. 4 Duration of Membership and Resignation:

Membership in this Constituent may terminate by voluntary resignation or otherwise in accordance with these Bylaws. All rights, privileges, and interests of a member in or to the Constituent shall cease upon termination of membership for any reason. Any member may, by giving written notice of such intention, resign from membership. Resignation shall be effective only upon the fulfillment of all prior obligations and for the current quarter, and upon the full payment of any special assessments, fees or other obligations due to the Constituent prior to the receipt of the notice of resignation by the Constituent. If a member is no longer a member of ADHA, the appropriate Component or other organization as is required for membership in this Constituent, if any, membership in this Constituent shall automatically terminate upon receipt of notice of such to the Board of

Directors, but such member shall still be liable for any past due amount owing to this Constituent.

## Sec. 5 Suspension or Expulsion

### Disciplinary Action/Termination of Membership.

- a. Grounds for Discipline. 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.
- 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 the Association. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Directors. [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.]

#### Sec. 6 Reinstatement of Membership

Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon (i) payment of dues and any assessments; (ii) application to the appropriate Constituent or to the Board of Directors; and (iii) meeting such additional terms and conditions as may be established by the Board of Directors.

### **ARTICLE IV**

#### DUES, FEES, AND ASSESSMENTS

##### Sec. 1 Amount

The amount of annual dues, fees, and assessments, if any, for any class of membership in the Constituent and the date of payment shall be as is determined by the General Assembly. A two-thirds affirmative vote of those present and voting shall be required for approval of any dues increase.

##### Sec. 2 Non-payment of Dues

Any member who fails to pay dues, fees, assessments, or other obligations due and owing to the Constituent for more than 45 days from the time they become due, without further notice and without hearing, shall be automatically dropped from the membership rolls and thereupon immediately forfeit all rights and privileges of membership. According to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors.

## **ARTICLE V**

### **OKLAHOMA CONSTITUENT**

#### **Sec. 1 Rights and Duties of Constituents**

The Constituent. In addition to the right to select Delegates and Alternate Delegates to the ADHA House of Delegates, shall have such rights and duties as may be established from time to time by ADHA House of Delegates.

## **ARTICLE VI**

### **COMPONENTS**

#### **Sec. 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).

## 1. Establishment of Components

Voting members of the Association 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 component of the Association (each of which is referred to as a “Component”). The OKDHA 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 OKDHA from time to time; (ii) fulfill criteria for affiliation as may be established by the OKDHA from time to time; (iii) enter into Component agreements with the Association; and (iv) be issued a charter.

1.1 a. The Board of Directors shall adopt procedures for potential Components to apply for Component status with OKDHA. The Board of Directors will determine if the applicant meets criteria for recognition and qualifies for a charter with ADHA.

## 1.2 Component Boundaries

A Constituent may alter the boundaries of any Component within its jurisdiction, as the Constituent deems either necessary or appropriate.

## 1.3 Revocation

Charters for the operation of Components may be revoked by the OKDHA at any time and in such manner and after such an investigation as the OKDHA may deem necessary. Upon revocation of a Component’s charter, the Component immediately shall remit all of its funds and records to the Association’s Treasurer.

1.3 a. Due notice shall be given by the OKDHA 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.

## 1.4 Name

The name of any Component shall be established by the Constituent.

1.4a. No Component or other entity shall use the name of the Association in any manner whatsoever unless duly authorized to do so by the Association pursuant to the terms of a written agreement.

## 1.5 Incorporated and Unincorporated Components

Each Unincorporated Component shall have a Chairman and a Vice Chairman with an appointed Council, which is responsible for carrying out the business of the Component and reporting to OKDHA. Each Incorporated Component shall have officers responsible for carrying out the business of the Component. Both Incorporated and Unincorporated Components must meet all the requirements as set forth in the Charters issued by ADHA.

## 1.6 Meetings

Each Component may hold such meetings as it deems appropriate.

## 1.7 Choice of Component

All members of a Constituent eligible to vote within a geographic territory within the jurisdiction of a Constituent shall become a member of a Component as may be established by the Constituent.

1.7a. 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.

## 1.8 Transfers

A member of a Component may transfer to another Component by calling the central office of ADHA. The central office of ADHA shall affect the transfer and promptly shall notify the affected 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.

## **ARTICLE VII**

### **General Assembly**

#### **Section 1 Composition**

The General Assembly is composed of OKDHA members.

#### **Section 2 Meetings**

Meetings of the General Assembly shall be called at the time of the OKDHA Annual Session. This session may be divided into more than one meeting if such is necessary to the proper conduct of Constituent affairs. The President shall have the date, time and location of the meetings published for each session of the General Assembly. The President, President-elect, Parliamentarian, and Recording Secretary of the Board will preside at the General Assembly.

#### **Section 3 Special Session**

A Special Session of the General Assembly shall be called by the President with approval of three-fourths of the Board of Directors. The time and place of a Special Session shall be determined by the President, and notification of each session must be given to OKDHA members. The business of a Special Session shall be limited to that stated in the official call.

#### **Section 4 Voting members**

Voting members will be those members of OKDHA present for the General Assembly. They will be identified to vote by voting cards presented at registration.

#### **Section 5 Powers of the General Assembly**

The General Assembly will be the legislative body of the Constituent, vested with power to determine the policies and bylaws which shall govern the Constituent in all its activities of the Constituent, subject to these bylaws and the laws of the State of Oklahoma.

#### **Section 6 Duties of the General Assembly**

The Duties of the General Assembly shall include: to act as the legislative body of the Association; to enact, amend and repeal the policies and bylaws of the

Association; to elect officers, approve Honorary and Life members, and to determine dues and assessments; and to review the reports of the officers, councils and committees of the Association.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

#### **Sec. 1 Composition of the Board of Directors**

The Board of Directors shall consist of President, President-Elect, Immediate Past President, First Vice-President, Second Vice-President, Second Vice-President Elect, Corresponding Secretary, Recording Secretary, Treasurer, Website Coordinator, the Chairman and Vice Chairman from each Component, ADHA Delegates, Alternate Delegates, Public Relations Chair, Public Health Chair, and Legislative Chair. Parliamentarian, Representatives, Liaisons, Committee Chairpersons, and Students shall be ex-officio members of the Board of Directors but without vote.

#### **Sec. 2 Chair of the Board of Directors**

The Chair of the Board of Directors shall be the President of the Constituent.

##### **2.1 Vacancies:**

The President shall serve as Chair of the Board of Directors. In the absence of the President, President-Elect, and First Vice-President, the Board of Directors shall elect one of its voting members to serve as Chair Pro Tem. In the absence of the Recording Secretary, the Chair shall appoint a Secretary

Pro Tem. In the absence of the Parliamentarian, one may be appointed, or a Registered Parliamentarian may be employed.

## 2.2 Duties:

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors.

### Sec. 3 Duties of the Board of Directors

3.1 The Board of Directors shall be the administrative body of the Constituent but vested with full power to conduct all business of the Constituent. In addition, the Board of Directors shall have the power to enact interim policies when the General Assembly is not in session and when such policies are necessary to the proper conduct of the Constituent affairs. All such policies shall be reported to the General Assembly for ratification at the Annual Session immediately following their enactment.

3.2 The duties of the Board of Directors shall include, but not limited to:

3.2.1 Be responsible for all property, real and personal, owned or held by the Constituent, and to cause to be bonded all officers or members entrusted with such property.

3.2.2 Provide access to the OKDHA Operations Manual for download to electronic devices. The manual shall include the OKDHA Bylaws, Policies and Procedures. All members of the Board of Directors must be able to view the Manual at every meeting of the board.

- 3.2.3 Establish the fiscal year of the Constituent.
- 3.2.4 Cause the U.S. Federal Income Tax and appropriate Oklahoma State Income Tax returns to be prepared and filed by a Certified Public Accountant appointed by the Board of Directors.
- 3.2.5 Prepare and submit to the General Assembly an actual budget of the previous fiscal year.
- 3.2.6 Prepare and submit to the General Assembly a budget of the funds necessary to the proper conduct of the Association activities for the next fiscal year and approve such amendments to the budget as may be necessary or appropriate; any amount over-budget by fifty dollars or more must be pre-approved by the Board of Directors.
- 3.2.7 Submit an annual report to the General Assembly reviewing the activities of the Board of Directors and of the appointive officers.
- 3.2.8 Review the reports of officers of the Constituent and resolutions to be brought to the General Assembly, and to make recommendations to the General Assembly concerning these reports and resolutions.
- 3.2.9 Adopt such rules and regulations for the conduct of the affairs of the Constituent as it deems necessary or appropriate.



3.2.10 Appoint such agents, attorneys, and others as it deems necessary or appropriate.

3.2.11 Perform such other duties as are prescribed or permitted by the laws of the State of Oklahoma for a Board of Directors, or by these Bylaws and the Policies as may be adopted by the General Assembly.

#### Sec. 4 Meetings

##### 4.1 Regular Meetings:

There shall be a minimum of four (4) regularly scheduled meetings of the Board each year. The time and place of each meeting of the Board of Directors shall be determined by the Board of Directors no later than the time of the previous meeting.

##### 4.2 Special Meetings:

Special Meetings of the Board of Directors shall be called by the President or by the President-Elect upon request by three or more voting members of the Board of Directors. The call for the meeting shall be issued at least seven (7) days prior to the date set for the meeting and shall state the business to be considered and no other business shall be transacted during the Special Meeting.

##### 4.2.1 Emergency Meeting:

The President and/or President-Elect may call an emergency meeting of the Board of Directors provided there is at least 48 hours notice if the meeting is to be conducted virtually and only if there is not time to meet the special meeting criteria. The business to be considered shall be stated in the notice and no other business shall be considered during the emergency meeting.

#### 4.3 Strategic Planning Workshop:

The incoming President shall call an annual meeting of the Board of Directors and appointed officers for the development of the OKDHA Strategic Plan. The workshop shall be held after the last regularly scheduled meeting of the Board of Directors, and prior to the Pre-Annual Session Board Meeting.

#### Sec. 5 Ballots

Action approved by a majority vote of the voting members of the Board of Directors, by mail, phone, or electronic vote shall be as binding and effective as if such action were taken in a regular or Special Meeting of the Board of Directors, providing, however, that any voting member(s) of the Board may challenge the mail, phone or electronic vote on the grounds that insufficient information is available to ensure proper consideration of the question. If the challenge is subsequently corrected to the satisfaction of the challenger(s), the challenge shall be withdrawn, and the vote taken. Otherwise, the question shall be postponed until the next meeting of the Board of Directors. The procedure shall be documented at the next Board of Directors Meeting.

### **ARTICLE IX**

#### CONSTITUENT OFFICERS

## Sec. 1 Constituent Officers:

The Officers of this Constituent shall be the President, President-Elect, Immediate Past President, First Vice-President, Second Vice-President, Second Vice-President Elect, Corresponding Secretary, Recording Secretary, Treasurer, Website Coordinator, Delegates and Alternate Delegates to ADHA, Parliamentarian, Public Relations Chair, Public Health Chair, Legislative Chair.

## Sec. 2 Term of Constituent Officers

- 2.1 The President-Elect, Second Vice-President, Second Vice-President Elect, Corresponding Secretary, Delegates and Alternate Delegates to ADHA, Parliamentarian, Public Relations Chair, Public Health Chair, Legislative Chair shall be elected to serve a term of one year and until their successors assume office.
- 2.2 The President-Elect and the Second Vice-President Elect, upon completion of the term of office as President-Elect and Second Vice-President Elect, shall succeed to the office of President and Second Vice-President without election, to serve for a term of one year, and until a successor assumes office.
- 2.3 The President, upon completion of the term of office as President, shall succeed to the office of Immediate Past-President without election, to serve for a term of one year, and until a successor assumes office.
- 2.4 The First Vice President, Recording Secretary, Treasurer and Website Coordinator shall be elected to serve for a term of two years and until a successor assumes office.

- 2.5 The President, President-Elect, Immediate Past President, First Vice-President, Second Vice-President, Second Vice-President Elect, Corresponding Secretary, Recording Secretary, Website Coordinator, Treasurer, and ADHA Delegates and Alternate Delegates, Parliamentarian, Public Relations Chair, Public Health Chair, Legislative Chair shall assume office on the first day of the month following officer installation and continue in office until a successor assumes office.

### Sec. 3 Vacancies

- 3.1 In the event of vacancy in the office of President, the President-Elect shall serve as President for the unexpired term, and for the full term immediately following.
- 3.2 In the event of a vacancy in any office, council or committee, the President, with approval of the Board of Directors shall appoint a successor to serve for the unexpired term, with the exception of Treasurer, Recording Secretary, and the Website Coordinator.
- 3.3 In the event of a vacancy in the office of President and President-Elect, the Board of Directors shall appoint a President for the unexpired term.
- 3.4 In the event of a vacancy in the office of Recording Secretary, Treasurer, or Website Coordinator, the President, with approval of the Board of Directors, may appoint a successor who shall serve until the vacancy is filled by election for the unexpired term at the next General Assembly.

- 3.5 If the office of the President-Elect was not filled upon the General Assembly meeting or during the term, both President and President-Elect will be open for election at the next General Assembly meeting.

#### Sec. 4 Duties of Officers

The Constituent Officers shall perform those duties regularly and customarily pertaining to the office they hold as indicated in the OKDHA OPERATIONS MANUAL under the OKDHA PROCEDURES section, except as otherwise provided in these Bylaws.

#### Sec. 5 Compensation

Constituent officers, as such, shall not receive any compensation for their services as officers but the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Constituent.

#### Sec. 6 Resignation or Removal

Any constituent officer may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board of Directors. Any constituent officer may be removed for cause by a two-thirds vote of the body which elected said officer at any regular or special meeting at which a quorum is present. Sufficient cause for such removal may be violation of these Bylaws, the Principles of the Ethics of the profession, or any lawful rule, practice or procedure duly adopted by the Board of Directors or the General Assembly or any other conduct deemed by the General Assembly

to be prejudicial to the best interests of this Constituent. For removal of a constituent officer for cause it shall be necessary for the body which elected said officer to conduct a formal hearing, and such body may adopt such procedures as it deems necessary or appropriate for consideration of the removal for any constituent officer pursuant to this section, provided due process is afforded to the party in question. Any constituent officer who is suspended or expelled from membership shall be deemed to have automatically resigned from such office upon the date the ineligibility, suspension or expulsion becomes effective.

## **ARTICLE X**

### **APPOINTIVE OFFICES**

#### **Sec. 1 Appointive Officers**

The appointive officers of the Constituent shall be the Education Liaison, Political Action Committee (PAC) Chair, Parliamentarian, Social Media Chair, and such other officers as may be established by the Board of Directors for the proper conduct of Constituent affairs.

#### **Sec. 2 Term of Appointive Officers**

The appointive officers shall be appointed for a term of one year.

#### **Sec. 3 Qualifications**

Qualifications for appointive officers shall be determined by the Board of Directors.

#### **Sec. 4 Appointment**

Appointive officers shall be appointed annually by the President, following vote of the Board of Directors.

#### Sec. 5 Vacancies

Vacancies in appointive officers shall be filled as they occur by a majority vote of the Board of Directors.

#### Sec. 5 Duties

The appointive officers shall perform those duties prescribed by the Board of Directors and as indicated in the OKDHA OPERATIONS MANUAL under the OKDHA PROCEDURES section, except as otherwise provided by these Bylaws.

### **ARTICLE XI**

#### ADHA REPRESENTATION

##### Sec. 1 District Director

This Constituent together with such other designated Constituents named by the ADHA shall compose the designated District of ADHA. The qualifications, nomination, elections, installations, vacancies and duties of the District Director shall be those determined by ADHA Bylaws.

##### Sec. 2 House of Delegates/General Assembly

This Constituent shall be entitled to Delegate representation in the ADHA House of Delegates or General Assembly as stipulated in the ADHA Bylaws.

## **ARTICLE XII**

### **ELECTION PROCEDURES**

#### **Sec. 1 Nominations for Offices to be Filled by the General Assembly**

The Nominating Committee, as established according to the OKDHA OPERATIONS MANUAL under the OKDHA PROCEDURES section, shall nominate qualified individuals for each office for which there shall be a vacancy to fill through election by members of the General Assembly. Additional nominations of qualified individuals may be made from the floor.

#### **Sec. 2 Elections**

- 2.1 The President-Elect, First Vice-President, Second Vice-President, Second Vice-President-Elect, Corresponding Secretary, Recording Secretary, Treasurer, Website Coordinator, Delegate(s) and Alternate Delegate(s) to ADHA, Public Relations Chair, Public Health Chair, Legislative Chair shall be elected by the General Assembly at its Annual Session. Chairman and Vice Chairmen representing components shall be elected by the component they represent.
- 2.2 Voting shall be by ballot of OKDHA members present during the General Assembly. If there is but one nominee for any office, the election for that office may be by voice.
- 2.3 The majority of ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving



the greatest number of votes shall be voted upon again by ballot. The same procedure shall be continued until one of the candidates receives a majority of the votes cast.

2.4 Delegate(s) to ADHA shall be elected by a plurality vote of the OKDHA General Assembly at its Annual Session. Those nominee(s) receiving a plurality of votes will be elected Delegate(s) and those remaining after the allotted number of Delegates are elected, become the Alternate Delegate(s). In the event of any vacancy in delegates to ADHA Annual Conference, the delegate nominee receiving the next highest number of votes shall be first appointed to fill the vacancy; further vacancies shall be filled in order of number of votes received. In the event there are no nominees to fill a vacancy of the allotted delegates the vacancy may be filled by the Board of Directors. Furthermore, at the time of being assigned the number of delegates by ADHA, the Board of Directors may determine the number of alternate delegates to designate funds to send as alternates to an "in person" ADHA House of Delegates or General Assembly. *Election results shall be determined by a plurality of votes.*

2.5. All other elected members of the Board of Directors shall be elected by a majority vote of the General Assembly.

## **ARTICLE XIII**

### **MEETINGS AND PROCEDURES**

#### **Sec. 1 Annual Session of the Constituent**

There shall be at least one general meeting of the Constituent each year, which shall be designated the Annual Session of the Constituent, at which will be scheduled the Annual Session of the General Assembly and such other activities as directed by the General Assembly and the Board of Directors. The time and place of each Annual Session of the Constituent shall be determined by the Board of Directors.

#### Sec. 2 Scientific Sessions

Scientific Sessions may be scheduled from time to time by the Board of Directors for the purpose of improving scientific and technical communication and encouraging education and training at all levels of the dental hygiene profession.

#### Sec. 3 Quorum

A majority of the members of the General Assembly, the Board of Directors, or a Council eligible to vote shall constitute a quorum. In the absence of a quorum, those voting members present may adjourn the meeting until such a time as a quorum is present. Whenever one voting member of the Board of Directors holds two voting offices, that member will be allowed one vote, and the quorum will be reduced by one.

#### Sec. 4 Parliamentary Authority

All meetings of the Constituent shall be governed by parliamentary procedure as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with the laws of the State of Oklahoma, or these Bylaws or procedures adopted by the General Assembly or Board of Directors.

#### Sec. 5 Referendum

At the discretion of the Board of Directors, any question may be submitted in lieu of a meeting, in writing, to members of the General Assembly, any caucus or other Committee or body of the Constituent.

## **ARTICLE XIV**

### **COMMUNICATION**

#### **Sec. 1 Website**

The website of the Association shall be called [www.okdha.org](http://www.okdha.org).

#### **Sec. 2 Other Publications**

Additional publications may be authorized by the Board of Directors.

## **ARTICLE XV**

### **FOUNDATIONS AND SPECIAL SECTIONS**

The General Assembly, on behalf of the Constituent may, from time to time, establish, administer, operate, or dissolve a special section or sections, a foundation or foundations, as a separate entity or entities, to perform or engage in such functions or activities as deemed necessary or appropriate by the General Assembly and upon such terms and conditions as the General Assembly may from time to time establish.

## **ARTICLE XVI**

### **COMMITTEES**

#### **Sec. 1 Classification and Duties**

1. **Standing Committees:**  
Standing Committees of the Constituent shall be established by the General Assembly and shall continue to exist until the General Assembly acts to terminate them.
  
2. **Special Committees:**  
Special Committees of the Constituent shall be established by the General Assembly or the Board of Directors and shall automatically terminate upon completion of the task for which they were established.
  
3. **Duties:**  
Committees shall have such duties as are designated by either the OKDHA OPERATIONS MANUAL, the General Assembly or the Board of Directors, including the preparation and filing of reports as may be necessary or appropriate.

#### **Sec. 2 Composition**

All Committees of the Constituent, both standing and special, shall be comprised of not less than three members who are voting members of the Constituent. In the event that the appointment of one or more non-members is desirable, such appointments shall be made only with the specific approval of the Board of Directors. The President or an officer designated by the President shall serve as an ex-officio member of all Committees of the Constituent, both standing and special, and serve as liaison between the Councils and the Board of Directors.

### Sec. 3 Appointments

Members of standing Committees, one of whom shall be designated as Chair, shall be appointed by the President with the approval of the Board of Directors. Members of special councils, one of whom shall be designated to serve as Chair, shall be appointed by the President. Vacancies shall be filled in the same manner as appointments. Members of Committees shall serve a term of one year or until the Committees is disbanded, whichever is sooner.

### Sec. 4 Expenses

The Constituent shall pay the expenses of all Committees, provided the written budget is approved by the Board of Directors and the treasury is sufficient to cover the payment of such expenses. Should an emergency arise, the authority for expenditure of additional funds must have approval of the Board of Directors.

## **ARTICLE XVII**

### PRINCIPLES OF ETHICS

#### Sec. 1 Professional Conduct of Members

The Principles of Ethics of ADHA shall govern the professional conduct of all members.

## **ARTICLE XVIII**

### **MISCELLANEOUS**

#### **Sec. 1 Use of Funds and Dissolution**

The Constituent shall use its funds only to accomplish the purposes and missions specified in these Bylaws, and no part of its funds shall inure, or be distributed to the members of the Constituent. On dissolution of the Constituent, all funds remaining after payment of all indebtedness shall be used in such a manner as the then governing body of ADHA shall determine.

#### **Sec. 2 Indemnification**

The Constituent shall have the power to indemnify any person who is or was a Delegate, Alternate Delegate, Trustee, officer, Chairman, Vice chairman, employee or agent of the Constituent or who is or was serving at the request of the Constituent as a Delegate, Alternate Delegate, Trustee, Director, officer, Chairman, Vice chairman, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted by law. The Constituent may purchase and maintain insurance on behalf of any person who is or was a Delegate, Alternate Delegate, Trustee, officer, Chairman, Vice chairman, employee or agent of the Constituent, or who is or was serving at the request of the Constituent as a Delegate, Alternate Delegate, Trustee, Director, Chairman, Vice Chairman, officer, employee or agent of another association, corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his statutes as such, whether or not the Constituent would have the power to indemnify him or her against such liability.

## **ARTICLE XIX**

### **AMENDMENTS**

#### **Sec. 1 Amendments**

Proposed amendments of these Bylaws and Code of Ethics shall be forwarded to the General Assembly for consideration. Approval of such proposals shall require the act of two-thirds ( $\frac{2}{3}$ ) of the voting members present of the OKDHA General Assembly at a duly called session of the General Assembly.

#### **Sec. 2 Proposed Amendments**

The Board of Directors, the General Assembly, Constituents, Components or any voting member of the Association may propose amendments, in whole or in part, to these Bylaws and Code of Ethics. The Board of Directors shall provide recommendations for all proposed amendments before the first meeting of the General Assembly.

#### **Sec. 3 Amendments on the Floor of the General Assembly made by voting members of OKDHA**

Amendments in whole or in part to the Bylaws, Code of Ethics and Policies of the Oklahoma Dental Hygienists' Association may be introduced for consideration by an OKDHA member from the floor of the General Assembly with a majority vote. If approved for consideration, a PR must pass by a majority vote but a PBY must pass with a two-third ( $\frac{2}{3}$ ) vote of those OKDHA members present at the General Assembly.

## **ARTICLE XX**

### **DISSOLUTION**

In the event of the dissolution of the Association, the OKDHA shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of 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) 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 OKDHA 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 XXI**

### **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.