

BYLAWS
OF THE
OKLAHOMA DENTAL HYGIENISTS'
ASSOCIATION

An Oklahoma Not-for-Profit Corporation

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Article 1. Name

1.1. Name of Corporation

The name of this corporation is the Oklahoma Dental Hygienists' Association (the "Association" or "OKDHA"), an Oklahoma not-for-profit corporation. The Association may be referred to by the initialism "OKDHA."

Article 2. Purposes and Mission

2.1. Purposes

The purposes of the Association, consistent with the Code of Ethics of the American Dental Hygienists' Association ("ADHA"), are 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; and to conduct such other activities as may be permitted by the laws of the State of Oklahoma in furtherance of these purposes.

2.2. Mission

The mission of the Association is to improve the public's total health by advancing the art and science of dental hygiene through: (i) ensuring access to quality oral health care; (ii) increasing awareness of prevention; (iii) promoting the highest standards of dental hygiene education, licensure, practice, and research; and (iv) representing and promoting the interests of dental hygienists.

Article 3. Membership

3.1. Membership in Constituents

- (a) Single-Constituent Rule.** A member who qualifies for membership in more than one Constituent shall be eligible to be a member of only one Constituent, as selected by the member.
- (b) Transfers.** A member who seeks to transfer membership to another Constituent may do so by filing a written request with the ADHA Executive Director, who shall effect the transfer and notify the affected Constituents. The receiving Constituent shall grant full membership privileges without payment of current dues, provided the current dues have been paid to the previous Constituent.

3.2. Membership Categories

The Association recognizes the following membership categories. Voting rights, eligibility, and dues obligations are as set forth in this Article and in Board policy.

Voting Members.

- (a) New Professional Membership.** May be granted to any individual who: (i) has earned a certificate or professional degree in dental hygiene from an accredited program within the past two (2) 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 and Component (if such Component exists where the member is licensed, practices, or resides).
- (b) Professional Membership.** May be granted to any individual who: (i) has earned a certificate or professional degree in dental hygiene from an accredited program, or is licensed under a grandfather clause; (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 and Component (if such Component exists where the member is licensed, practices, or resides).
- (c) Life Membership.** May be awarded to a Professional Member of at least twenty (20) years' standing whose exemplary service and leadership have significantly strengthened the influence and elevated the reputation of the dental hygiene profession on the local, state, and national levels. Recommendations must be approved by a unanimous vote of the Board of Directors and confirmed by a majority vote of the General Assembly. Any member elected President of ADHA who completes the term of office shall automatically become a Life Member.
- (d) Retired Members.** Professional members who have reached the age of sixty-two (62) and are either (i) fully retired from the dental hygiene profession or (ii) working less than ten (10) hours per week in the dental hygiene profession may apply for Retired Member status.
- (e) 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 ADHA and accompanied by proof of eligibility each year.

Non-Voting Members.

- (f) 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.
- (g) 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.
- (h) International Membership.** May be granted to any individual who (i) resides outside the United States and (ii) holds a valid license to practice as a dental hygienist.
- (i) Student Membership.** May be granted to any student who: (i) is currently enrolled in an accredited dental hygiene program, or (ii) has graduated from an accredited dental hygiene program and is

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

(j) 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 and Component (if such Component exists where the member is licensed or resides).

(k) Corporate Members. May be granted to any corporation, partnership, institution, or organization that supports the Association's mission.

3.3. Concurrence with ADHA Membership Categories

When ADHA amends or adds to its membership categories, the Association shall automatically concur without further bylaw amendment.

3.4. Privileges of Membership

(a) Voting Members. New Professional, Professional, Life, Members with Disabilities, and Retired Members are entitled to (i) vote on all matters requiring a vote of the Constituent or Component; (ii) eligibility for election or appointment to any office, committee, Board, or similar position if otherwise qualified; and (iii) such other privileges as the General Assembly may from time to time determine.

(b) Non-Voting Members. Honorary, Allied, International, Student, Supporting, and Corporate Members are entitled to such privileges as the General Assembly may from time to time determine, but without the right to vote or hold office.

3.5. Duration and Resignation

Membership may terminate by voluntary resignation or otherwise in accordance with these Bylaws. All rights, privileges, and interests of a member in the Association shall cease upon termination for any reason. A member may resign by giving written notice of the intention to resign. Resignation is effective only upon the fulfillment of all prior obligations for the current quarter and upon the full payment of any special assessments, fees, or other obligations due before receipt of the notice. If a member is no longer a member of ADHA or any other organization required for membership in the Association, membership in the Association shall automatically terminate upon receipt of notice by the Board of Directors, but such member shall remain liable for any past-due amount.

3.6. Suspension or Expulsion

(a) Grounds. The Association may discipline a member for: (i) failure to comply with these Bylaws, the ADHA Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association; (ii) conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene, or involving moral turpitude; (iii) suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist; or (iv) unprofessional conduct

considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.

(b) Procedures. Discipline may include censure, suspension, probation, and expulsion. A statement of the charges shall be sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. The statement shall be accompanied by a notice of the time and place of the meeting at which the charges will be considered. The member shall have the opportunity to appear in person or through counsel and to present any defense before action is taken. Disciplinary actions shall be conducted in accordance with procedures established by the Board of Directors.

***Drafting note.** Before initiating suspension or termination proceedings, counsel should be consulted regarding the lawfulness of the grounds and the requirements for a “due process” proceeding.*

3.7. Reinstatement

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) satisfaction of such additional terms and conditions as may be established by the Board of Directors.

Article 4. Dues, Fees, and Assessments

4.1. Amount

The amount of annual dues, fees, and assessments, if any, for each class of membership, and the date of payment, shall be determined by the General Assembly. A two-thirds (2/3) affirmative vote of those present and voting is required to approve any dues increase.

4.2. Non-Payment

Any member who fails to pay dues, fees, assessments, or other obligations due to the Association for more than forty-five (45) days from the date they become due shall, without further notice and without hearing, be automatically dropped from the membership rolls and shall thereupon forfeit all rights and privileges of membership, unless such termination is delayed by the Board of Directors.

Article 5. Oklahoma Constituent

5.1. Rights and Duties of Constituent

The Constituent shall have such rights and duties as may be established from time to time by the ADHA Board of Directors.

Article 6. Components

6.1. Tripartite Structure

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

6.2. Establishment

Voting members 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. The Association 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 Association; (ii) fulfill criteria for affiliation established by the Association; (iii) enter into Component agreements with ADHA; and (iv) be issued a charter. The Board of Directors shall adopt procedures for applicants to apply for Component status.

6.3. Boundaries

The Association may alter the boundaries of any Component within its jurisdiction as it deems necessary or appropriate.

6.4. Revocation

Charters may be revoked by the Association at any time in such manner and after such investigation as the Association deems necessary. Due notice shall be given to the affected Component by registered mail, and reasonable opportunity shall be allowed for the Component to meet the requirements or correct infractions before final action is taken. Upon revocation, the Component shall remit all of its funds and records to the Association's Treasurer.

6.5. Name

The name of any Component shall be established by the Constituent. No Component or other entity shall use the name of the Association without prior written authorization from the Association.

6.6. Structure

Each Unincorporated Component shall have a Chair and a Vice Chair with an appointed Council responsible for carrying out the business of the Component and reporting to the Association. Each Incorporated Component shall have officers responsible for carrying out the business of the Component. Both Incorporated and Unincorporated Components must satisfy all requirements set forth in the charter issued by ADHA.

6.7. Meetings

Each Component may hold such meetings as it deems appropriate.

6.8. 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 established by the Constituent. 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.

6.9. Transfers

A member of a Component may transfer to another Component by contacting the central office of ADHA. Full membership privileges shall be granted to the transferring member in the new Component, and the new Component shall give the transferring member credit for the full amount of any dues paid to the previous Component to be applied toward dues in the new Component.

Article 7. General Assembly

7.1. Composition

The General Assembly is composed of members of the Association.

7.2. Meetings

Meetings of the General Assembly shall be called at the time of the OKDHA Annual Session. The Annual Session may be divided into more than one meeting if necessary for 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 shall preside at the General Assembly.

7.3. Special Session

A Special Session of the General Assembly shall be called by the President with the approval of three-fourths (3/4) of the Board of Directors. The time and place of a Special Session shall be determined by the President, and notification shall be given to members. The business of a Special Session shall be limited to that stated in the official call.

7.4. Voting Members

Voting members are those members of the Association present for the General Assembly. Voting members are identified by voting cards presented at registration.

7.5. Powers

The General Assembly is the legislative body of the Constituent, vested with power to determine the policies and Bylaws that govern the Constituent in all its activities, subject to these Bylaws and the laws of the State of Oklahoma.

7.6. Duties

The duties of the General Assembly include: (i) acting as the legislative body of the Association; (ii) enacting, amending, and repealing the policies and Bylaws of the Association; (iii) electing officers, approving Honorary and Life Members, and determining dues and assessments; and (iv) reviewing the reports of the officers, councils, and committees of the Association.

Article 8. Board of Directors

8.1. Composition

The voting Board of Directors shall consist of the President, President-Elect, First Vice President, Second Vice President, Second Vice President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, and Immediate Past President. The Parliamentarian, Legislative Chair, Website Coordinator, Membership Chair, Public Health Chair, Public Relations Chair, Component Chairs, Component Vice Chairs, and appointed Liaisons and Ad Hoc appointed Chairs shall be ex-officio members of the Board of Directors without a vote.

8.2. Chair of the Board

(a) Chair. The Chair of the Board of Directors shall be the President of the Constituent.

(b) Vacancies. In the absence of the President, President-Elect, and First Vice President, the Board 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.

(c) Duties. The Chair shall preside at all meetings of the Board of Directors.

8.3. Duties of the Board

(a) General Authority. The Board of Directors is the administrative body of the Constituent, vested with full power to conduct all business of the Constituent. In addition, the Board of Directors shall have the power to determine and vote on the budget, and 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's affairs. All such policies shall be reported to the General Assembly for ratification at the Annual Session immediately following their enactment. Proposed policies and Bylaws shall be sent to members at least seven (7) days prior to the General Assembly.

(b) Specific Duties. The duties of the Board of Directors include, without limitation:

- (i) Being responsible for all property, real and personal, owned or held by the Constituent, and causing to be bonded all officers or members entrusted with such property.
- (ii) Providing access to the OKDHA Operations Manual for download to electronic devices. The manual shall include the Bylaws, Policies, and Procedures. All members of the Board shall be able to view the manual at every meeting of the Board.

- (iii) Establishing the fiscal year of the Constituent.
- (iv) Causing federal and Oklahoma state income tax returns to be prepared and filed by a Certified Public Accountant appointed by the Board.
- (v) Preparing and submitting to the General Assembly the actual budget of the previous fiscal year.
- (vi) Preparing and submitting to the General Assembly a budget for the next fiscal year and approving amendments as necessary; any amount over-budget by fifty dollars (\$50) or more must be pre-approved by the Board.
- (vii) Submitting an annual report to the General Assembly reviewing the activities of the Board and appointive officers.
- (viii) Reviewing the reports of officers and resolutions to be brought to the General Assembly and making recommendations to the General Assembly.
- (ix) Adopting such rules and regulations for the conduct of the affairs of the Constituent as it deems necessary or appropriate.
- (x) Appointing such agents, attorneys, and others as it deems necessary or appropriate.
- (xi) Performing such other duties as are prescribed or permitted by the laws of the State of Oklahoma, these Bylaws, or Policies adopted by the General Assembly.

8.4. Meetings

- (a) 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 shall be determined by the Board no later than the time of the previous meeting.
- (b) Special Meetings.** Special meetings of the Board shall be called by the President or by the President-Elect upon the request of three (3) or more voting members of the Board. 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. No other business shall be transacted at the special meeting.
- (c) Emergency Meetings.** The President or President-Elect may call an emergency meeting of the Board provided there is at least forty-eight (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.
- (d) 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, or may be held in the month following the installation of officers and prior to the first meeting of the Board of Directors. It must be scheduled in the same year the incoming President serves.

8.5. Action Outside a Meeting

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, provided that any voting member 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 corrected to the satisfaction of the challenger, 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 9. Terms of the Board of Directors

9.1. Terms of Directors

- (a) One-Year Terms.** The President, First Vice President, Second Vice President, Second Vice President-Elect, and Corresponding Secretary shall be elected to serve a term of one (1) year and shall assume office on the first day of the month after installation of officers and continue until a successor is elected and assumes office.
- (b) Succession.** The President, President-Elect, and Second Vice President-Elect shall succeed to their respective offices of Immediate Past President, President, and Second Vice President and shall assume office on the first day of the month following installation of officers and continue to serve until a successor is elected and assumes office.
- (c) Two-Year Terms.** The Recording Secretary and Treasurer shall be elected to serve for a term of two (2) years and shall assume office on the first day of the month following officer installation and continue in office until a successor is elected and assumes office.
- (d) Appointive Positions.** Those appointive positions of the Board of Directors shall serve a minimum of one (1) year, with the exception of the Legislative Chair and Website Coordinator, who will serve for a term of two (2) years. They will assume office on the first day of the month following the installation of officers and continue in office until a successor assumes office.

9.2. Vacancies

- (a) President.** In the event of a vacancy in the office of President, the President-Elect shall serve as President for the unexpired term and for the full term immediately following.
- (b) Other Offices.** In the event of a vacancy in any office, council, or committee, the President, with the approval of the Board of Directors, shall appoint a successor to serve for the unexpired term, with the exception of Treasurer, Recording Secretary, and Website Coordinator.
- (c) President and President-Elect.** In the event of a vacancy in both the office of President and President-Elect, the Board of Directors shall appoint a President for the unexpired term.

(d) Treasurer, Recording Secretary, Website Coordinator. In the event of a vacancy in the office of Recording Secretary, Treasurer, or Website Coordinator, the President, with the 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.

(e) President-Elect Not Filled. If the office of President-Elect was not filled at the General Assembly meeting or during the term, both the office of President and President-Elect shall be open for election at the next General Assembly meeting.

9.3. 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.

9.4. 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.

9.5. 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 by the President of the Board of Directors. Any Constituent Officer may be removed for cause by a two-thirds (2/3) vote of the body that elected such officer at any regular or special meeting at which a quorum is present. Sufficient cause for removal may include 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 the Constituent. For removal of a Constituent Officer for cause, it shall be necessary for the body that elected such officer to conduct a formal hearing, and such body may adopt such procedures as it deems necessary or appropriate, 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 10. Appointive Offices

10.1. Appointive Officers

The appointive offices of the Board of Directors shall be the Parliamentarian, Legislative Chair, Political Action Committee (PAC) Chair, Membership Chair, Public Health Chair, Public Relations Chair, Website

Coordinator, Social Media Chair, Education Liaison, and such other Board positions as may be established by the Board of Directors for the proper conduct of the business and operation of the Association.

10.2. Term

The appointive officers shall be appointed for a term of one (1) year, except the Legislative Chair and Website Coordinator, who shall serve for two (2) years.

10.3. Qualifications

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

10.4. Appointment

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

10.5. Vacancies

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

10.6. 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 11. ADHA Representation

11.1. District Director

The Constituent, together with such other designated Constituents named by 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 the ADHA Bylaws.

Article 12. Election Procedures

12.1. Nominations

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 is a vacancy to be filled through election by the members of the General Assembly. Additional nominations of qualified individuals may be made from the floor.

12.2. Candidate Eligibility for President-Elect

A candidate running for OKDHA President-Elect must have served at least one (1) complete term or year on the Board of Directors, fulfilling their responsibilities. In the case where there is no President-Elect to move forward to the position of President, the office of President shall be open for election. If a candidate

is nominated from the floor, they must have served a full term on the Board of Directors as well. If the outgoing President chooses to remain, they must run to be re-elected in accordance with the parliamentary authority. In the case of a member from another Constituent, they would be an acceptable candidate if they meet these criteria.

12.3. Parliamentary Training Requirement

The President, President-Elect, and Parliamentarian must take a parliamentary course approved by the Board if they have not previously taken one.

12.4. Elections

- (a) Offices Elected.** The President-Elect, First Vice President, Second Vice President, Second Vice President-Elect, Corresponding Secretary, Recording Secretary, and Treasurer shall be elected by the General Assembly at the OKDHA Annual Session.
- (b) Method of Voting.** Voting shall be by ballot of members present during the General Assembly. If there is but one nominee for any office, the election for that office may be by voice.
- (c) Majority Required.** 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.
- (d) Remaining Board Members.** All other elected members of the Board of Directors shall be elected by a majority vote of the General Assembly.

Article 13. Meetings and Procedures

13.1. Annual Session

There shall be at least one general meeting of the Constituent each year, designated the Annual Session. The Annual Session shall include 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 shall be determined by the Board of Directors.

13.2. 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.

13.3. 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 time as a quorum is present. Whenever one voting member of the Board of Directors holds two voting offices, that member shall be allowed one (1) vote, and the quorum shall be reduced by one.

13.4. Parliamentary Authority

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

13.5. 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 14. Communication

14.1. Website

The website of the Association shall be www.okdha.org.

14.2. Other Publications

Additional publications may be authorized by the Board of Directors.

Article 15. Foundations and Special Sections

15.1. Authority

The General Assembly, on behalf of the Constituent, may from time to time establish, administer, operate, or dissolve a special section or sections, or 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 16. Committees

16.1. Classification and Duties

(a) 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.

(b) 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.

- (c) Duties.** Committees shall have such duties as are designated by 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.

16.2. Composition

All committees of the Constituent, both standing and special, shall be comprised of not fewer than three (3) members who are voting members of the Constituent. If 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 shall serve as liaison between the councils and the Board of Directors.

16.3. 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 (1) year or until the committee is disbanded, whichever is sooner.

16.4. 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 such expenses. Should an emergency arise, the authority for expenditure of additional funds must have the approval of the Board of Directors.

Article 17. Principles of Ethics

17.1. Professional Conduct

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

Article 18. Miscellaneous

18.1. Use of Funds and Dissolution

The Constituent shall use its funds only to accomplish the purposes and mission specified in these Bylaws, and no part of its funds shall inure to, 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 manner as the then governing body of ADHA shall determine.

18.2. Indemnification

The Constituent shall have the power to indemnify any person who is or was a Delegate, Alternate Delegate, Trustee, officer, Chair, Vice Chair, 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, Chair, Vice Chair, 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 such person against any liability asserted against and incurred by such person in any such capacity, whether or not the Constituent would have the power to indemnify such person against such liability.

Article 19. Amendments

19.1. General Rule

Proposed amendments to these Bylaws and the Code of Ethics shall be forwarded to the General Assembly for consideration. Approval requires the affirmative vote of two-thirds (2/3) of the voting members present at a duly called session of the General Assembly.

19.2. Who May Propose

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.

19.3. Amendments From the Floor

Amendments, in whole or in part, to the Bylaws, Code of Ethics, and Policies may be introduced for consideration by a member from the floor of the General Assembly with a majority vote. If approved for consideration, a proposed resolution (PR) shall require a majority vote for adoption, but a proposed bylaw (PBY) shall require a two-thirds (2/3) vote of those members present at the General Assembly.

Article 20. Dissolution

20.1. Distribution of Assets

In the event of the dissolution of the Association, the Association shall, after paying or making provision for the payment of all liabilities, dispose of all remaining assets (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 that then 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 Association 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 the court shall determine.

Article 21. Supremacy Clause

21.1. ADHA Supremacy

The Constitution and Bylaws of the Association shall not 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.