WISCONSIN DENTAL HYGIENISTS' ASSOCIATION

BYLAWS

ARTICLE I

NAME AND DEFINITION

Section 1. Name. The name of this corporation shall be the Wisconsin Dental Hygienists’ Association (WI-DHA) hereinafter referred to as the “Association,” a Wisconsin 501(c)(6) not-for-profit corporation.

Section 2. Definition. This Association is a non-stock corporation and a Constituent of the American Dental Hygienists’ Association (ADHA).

ARTICLE II

PURPOSE AND MISSION

Section 1. Purpose. The purpose of this Association shall be to improve the oral health of the public; to advance the art and science of dental hygiene; to maintain the highest standards of dental hygiene and practice; to represent and protect the interests of the dental hygiene profession; to improve the professional competence of the dental hygienist; to foster research in oral health; to provide professional communications; and to conduct other activities as may be permitted by the state of Wisconsin to carry out the purpose of the Association.

Section 2. Mission. The mission of the Association is to:

- Improve the public’s total health by increasing awareness of, and ensuring access to quality oral health care.
- Advance the art and science of dental hygiene through research.
- Promote the highest standard of dental hygiene education, licensure and practice.
- Represent the interests of the dental hygiene profession.

Section 3. Offices. The Association shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent whose office is identical
with that registered office and may have such other offices, within or without the State Wisconsin, as the Board of Trustees Directors may determine.

ARTICLE III

MEMBERS

Section 1. Membership. The membership of this Association is composed of professional members of a local Component Association, and of the American Dental Hygienists’ Association, hereinafter referred to as ADHA, who are licensed, practicing or residing in Wisconsin, together with other members as are authorized in the Bylaws of this Association.

Section 2. Membership Qualifications. Membership may be granted to an individual who: (i) meets the criteria set forth for each category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws, the Association’s Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the House of Delegates General Assembly at an Annual Meeting may establish.

Section 3. Membership Categories. The membership of the Association shall be composed of the following categories:

a. Voting Members

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

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

3. **Members with Disabilities.** Active Professional members who are unable to work due to a verified disability may apply for Disabled status. All applications must be verified by the American Dental Hygienists’ Association and must be accompanied by proof of eligibility each year.

4. **Life Members.** Life membership may be granted to any active Professional member who has made outstanding contributions to advance both dental hygiene and this Association shall be eligible for life membership upon nomination by the Board of Trustees Directors and election by the House of Delegates General Assembly at an Annual Meeting. An elected President of ADHA who has completed the term of office and meets the membership requirements of the Association shall automatically become a Life Member.

b. **Non-voting Members**

1. **International Members.** International membership may be granted to any individual who (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 General Assembly at an Annual Meeting 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 Directors.

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

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

Section 4. Privileges of Members.

a. Voting **Professional** members shall have the right to vote, hold office, be elected a delegate or alternate to the ADHA and the House of Delegates at the General Assembly / Annual Meeting of the Association, be elected or appointed to any office, board, council or committee of this Association and of the Component to which the member belongs, and other such privileges as the House of Delegates General Assembly at an Annual Meeting may determine. All other rights, powers and responsibilities conferred by law upon members of a Non-stock Corporation shall be exercised solely by the House of Delegates General Assembly at an Annual Meeting of this Association following a recommendation from the Board of Directors.

b. Non-voting members shall have such privileges as the House of Delegates General Assembly at an Annual Meeting shall determine, but shall not have the right to vote or hold elected office.

Section 5. Disciplinary Action / Termination of Membership. Membership in the Association may be suspended or terminated by the Board of Trustees Directors for cause. Sufficient cause for such suspension or termination of membership may be violation of these Bylaws, the Principles of Ethics, or any lawful rule of practice adopted by the Association, or any other conduct deemed by the House of Delegates General Assembly at an Annual Meeting to be prejudicial to the best interest of the Association. A statement of the charges shall be sent by registered mail to the last recorded address of the member, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty (30) days notice shall be given, and the member shall have the opportunity to appear in person or be represented by counsel and to present any defense to such charges before action is taken by the Board of Trustees Directors.

The House of Delegates...
General Assembly at an Annual Meeting may adopt such rules as may be necessary to assure due process to the member. The decision for suspension or expulsion shall be by a two-thirds (2/3) vote of the House of Delegates.

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 House of Delegates ADHA. [Note: before initiating suspension or termination proceedings, it is highly advisable to consult legal counsel to determine the lawfulness of the grounds for seeking suspension or termination and also to obtain advice regarding the requirements for a “due process” proceeding.]

c. **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than three (3) months one (1) month, ceases to be a member of the Constituent, Component, or other organization required for membership in the Association, or otherwise becomes ineligible for membership, shall be terminated automatically,
according to such rules or procedures as the Board of Trustees Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Trustees Directors.

Section 6. 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 Trustees Directors; and (iii) meeting such additional terms and conditions as may be established by the Board of Trustees Directors.

Section 7. Dues. The amount of annual dues, fees and assessments for any class of membership in the Association shall be established by the Board of Trustees Directors.

ARTICLE IV

ELECTED OFFICERS

Section 1. Officers. The elected officers of the Association shall be the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Speaker of the House and Component Trustees Assembly and the Directors. Directors of Membership, Education, Student Engagement, Communication, Governmental Affairs / Advocacy, and Component Relations.

Section 2. Qualifications. All elected officers shall be voting professional members of the Association. Component Trustees shall also be a member of the Component to be represented.

Section 3. Nominations. The President shall appoint a nominating committee consisting of the Association President-Elect as chairman, the Immediate Past President (IPP) and at least one other Past President, and others as necessary to facilitate the process. One representative from each component. If possible, the committee will nominate at least two candidates for each office to be elected by the House of Delegates General Assembly at an Annual Meeting. Additional nominations may be made by the membership up to the time of the annual meeting and including nominations from the floor during the annual meeting.
Section 4. **Elections.** The President-Elect shall be elected by ballot by the House of Delegates. General Assembly at an Annual Meeting to serve for one (1) year or until a successor is elected. Upon completion of their respective terms, the President-Elect shall succeed to the office of President and the President shall succeed to the office of Immediate Past President. The Treasurer, and the Speaker of the House Assembly, the Directors of Communication, Governmental Affairs and Education shall be elected in even numbered years. The Secretary and the Vice President, the Directors of Component Relations, Membership and Student Engagement shall be elected in odd numbered years. The election shall be by ballot unless there is only one candidate for each position. The election may be by voice vote for that office in that instance. In the event that no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the highest number of votes shall be voted upon again by ballot. Component Trustees Directors shall be elected by the members of their respective component submit an application to the Association to apply for a position at least 30 days prior to Annual Session General Assembly.

Section 5. **Limitation on Service.** No member shall hold more than one office Board of Directors position at a time, and no member shall be eligible to serve more than two consecutive terms in the same office except the Component Trustees Directors, whose terms are outlined elsewhere herein in these bylaws. A member having served more than half a term in an office shall be deemed to have served a term. The term of office shall begin at the close of the Annual Session General Assembly / Annual Session at which they were elected.

Section 6. **Vacancies.** Should the office of the President become vacant, the President-Elect shall become President automatically to serve as President for the unexpired term and the term immediately following. Should the office of President-Elect become vacant, the Board of Trustees shall elect a successor for the unexpired term and the term immediately following. President shall become the President-Elect until the next General Assembly. Should the offices of President and President-Elect become vacant, the Vice President shall serve as President for the unexpired term. Should the offices of Vice President, Secretary or Treasurer become vacant, the President, with the approval of the Board of Trustees Directors may appoint a successor for the unexpired term. Should the office of Immediate
Past President become vacant, it shall remain vacant. In the event of either an absence or vacancy in the office of Component Trustee, the President upon consultation with the Component officers shall appoint a voting member of the Component to serve until the absence or vacancy is removed either by the return of the Trustee or by the election of a Trustee by the Component. In the event of a Director vacancy, the President, upon consultation with the Officers, shall appoint a voting member to serve until the absence or vacancy is removed either by the return of the Director or by the election of a new Director.

Section 7. A. Resignation – Any officer may resign by submitting their intent to resign in writing to the Board of Trustees Directors.

B. Removal - 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 the Association would be served by such removal. All Association members will be notified of an officers’ resignation or removal. Acceptance of the removal may be accomplished by in-person or electronic voting mechanisms by Association members. For example, a message that goes out stating "If we hear nothing from you….if you object please notify (name of Officer) by (insert date). 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. [Note: consult applicable state law and consider consulting legal counsel.]

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

ARTICLE V

DUTIES OF OFFICERS

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

Section 2. President. The President shall be the principal elected officer of the
Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Board of Trustees Directors, the President will be the Chairman of the Board of Trustees Directors; shall address the opening meeting of the House of Delegates General Assembly at an Annual Meeting; shall submit a written annual report to the House of Delegates General Assembly at an Annual Meeting; shall appoint, with the approval of the Board of Trustees Directors, all chairmen positions and members of standing committees, and special committees; and shall be an ex-officio member of all committees except the nominating committee. 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 Directors. The President shall succeed to the office of Immediate Past President upon expiration of the President’s term of office.

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

Section 4. Vice President. The Vice President shall have such powers and duties as may be determined by the Board of Trustees Directors or the President.

Section 5. Secretary. The Secretary will serve as Recording Clerk for the Board of Trustees Directors and the meeting of the House of Delegates General Assembly at an Annual Meeting, being custodian of the corporate records; keeping minutes of the meetings, and shall have such powers and duties as may be determined by the Board of Trustees Directors or the President.

Section 6. Treasurer. The Treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of accurate financial records, and adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and
disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall consult with the President concerning books and financial records in ascertaining the financial condition of the Association, shall be attentive to fiscal matters and shall have other powers and duties as may be determined by the Board of Trustees Directors or the President. The Treasurer shall provide financial reports at each board meeting and give a report to membership at the Association's Annual Meeting.

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 Directors.

Section 8. **Speaker of the House Assembly.** The Speaker of the House Assembly shall be the presiding officer at the annual session of the House of Delegates General Assembly at an Annual Meeting; shall consult with the President as necessary for the orderly operation of the House of Delegates General Assembly at an Annual Meeting; and shall have such other duties as may be determined by the Board of Trustees Directors.

Section 9. **Component Trustee Directors** - shall discharge their powers and duties on the Board of Trustees Directors so as to be in the best interests of the entire Association.

Section 9A. **Education Director** - Establish and maintain a communication network with dental hygiene program administrators and faculty to keep each other informed about technical and professional advancements and opportunities for advocacy, research, leadership and scholarship.

Section 9B. **Governmental Affairs / Advocacy Director** - Along with the President, serves as a point of contact for the Association Lobbyist. Attends meetings of the Wisconsin Dentistry Examining Board, or appoints a representative to attend in their absence. Organizes the annual advocacy / lobby event; and shall have other such duties as assigned by the President or Board of Directors.

Section 9C. **Membership Director** - Plan and implement membership recruitment, retention and recognition activities.
Section 9D. Component Relations Director - Acts as the point of contact between the component leaders and the Board of Directors; and whose primary responsibility is to facilitate compliance with the Component Charter Agreement.

Section 9E. Student Engagement Director - Acts as the point of contact for Dental Hygiene students and their student association advisors. Plans and implements student activities.

Section 9F. Communications Director is responsible for review and appropriate distribution of press releases, alerts, announcements, newsletters and mass emails from the Association.

ARTICLE VI

APPOINTED POSITIONS

Section 1. Definition. The appointed positions of the Association shall be the Newsletter Editor and such others as may be required for the proper conduct of Association affairs. Details are outlined in the WI-DHA Board of Directors’ Operations Manual.

Section 2. Qualifications. Qualifications for appointed positions shall be determined by the Board of Trustees Directors. Details are outlined in the WI-DHA Board of Directors’ Operations Manual. A majority vote of the Board of Trustees Directors shall be necessary for appointment. The Board of Trustees Directors shall fill vacancies as they occur / or as needed.

Section 3. Duties. The appointed positions shall perform duties prescribed by the Board of Trustees Directors except as otherwise provided in these Bylaws and outlined in the Board of Directors’ Operations Manual.

ARTICLE VII

GENERAL ASSEMBLY

Section 1. Annual Meeting. The Annual Meeting of the Association shall be known as the WI-DHA Annual Session General Assembly / Annual Session and shall be held at a time and place the Board of Trustees Directors shall determine. and at which time the at an Annual Meeting and Student House of
Representatives shall meet.

Section 2. Official Call. The official call to the Annual Session giving the date, place and purpose of the session and shall be available either in print or on the Association’s Web site at least thirty (30), and no more than sixty (60) days prior to the date of the session, unless otherwise required by the procedures established by the House of Delegates General Assembly at an Annual Meeting.

Section 3. Composition.

a. Voting Professional Members. Any professional member in good standing and in attendance at the Annual Meeting / General Assembly with the exception of those members currently serving on the Board of Directors is eligible to vote in the elections, on policy resolutions and bylaws amendments as well as any other official business properly brought before the Association General Assembly. The voting members of the General Assembly at an Annual Meeting shall consist of one delegate from each component. The remaining delegates necessary to comprise a total of forty (40) shall be allocated among the components in the ratio of voting members of said components to the total number of voting members of the Association, determined according to membership figures 120 days prior to the WI-DHA Annual Session.

   i. Delegates and Alternates shall be voting members of the Association and or the Components they are to represent, and shall be selected by voting members of that component

   ii. For each Delegate allocated to a component there may be one Alternate.

b. Non-Voting Members Attendees. The non-voting members attendees at the House of Delegates General Assembly / Annual Meeting shall be members of the Association Board of Directors, students, and non-members, and appointed positions of the Association, elected finance committee members, and one Student Delegate from each district, who shall be student members of the Components they are to represent.

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

Section 5. Appointment of Delegates and Alternate Delegates. All Components entitled to representation in the General Assembly at an Annual Meeting must submit the name of their Delegates and Alternate Delegates to the General Assembly at an Annual Meeting or their designee(s) no less than sixty (60) days prior to each annual session of the General Assembly at an Annual Meeting.

Section 6. Terms for Delegates and Alternate Delegates. Delegates and Alternate Delegates shall serve a one (1) year term.

Section 7. Powers. The House of Delegates General Assembly at an Annual Meeting shall be the principal body legislative body of the Association responsible for establishing approving Association policies, amending bylaws and electing officers. The General Assembly and providing direction for matters relating to the profession of dental hygiene.

Section 8. Duties. The duties of the General Assembly set forth in these Bylaws, at the House of Delegates at an Annual Meeting shall be to:

a. Amend, alter, or repeal the Bylaws in accordance with Article XXII of these Bylaws;

b. Vote on all matters properly brought before the House of Delegates General Assembly at an Annual Meeting;

c. Adopt and amend the code of ethics governing the professional conduct of Association’s members;

d.c. Solicit, process, and communicate membership needs to the Board of Trustees Directors;

e.d. Participate in and or contribute to the Association’s strategic planning;

f.e. Elect members to serve on committees established by the House of Delegates the Board of Directors;

g.f. Elect officers of the Association; the Speaker of the House and ADHA delegates;
h.g. Elect honorary and life members if any are nominated;

i. h. Review the reports of Board of Trustees Directors, officers, councils, and committees of the association.

Section 9. Special Meetings. Special meetings of the House of Delegates registered voters from a previous General Assembly at an Annual Meeting shall be called by the President upon written request of three-fourths of the Board of Trustees Directors or two thirds of the registered voters delegates in attendance at the previous General Assembly Annual Session of the House of Delegates. Such special meetings shall be held within fifty days of such request. The time and place of a special meeting shall be determined by the President and published in the official publication of the Association or sent to the mailing or email address of record of each registered voting member delegate. Not less than five days notice of a special meeting shall be given, and only that business specified in the call may be transacted. Delegates and Alternates to the Annual Session shall be the delegates and alternates to any special meeting of the at an Annual Meeting held prior to the next Annual Session.

Section 10. Quorum. A quorum for the transaction of business at any duly called session of the at an Annual Meeting shall consist of a majority of the voting members at the at an Annual Meeting registered as attending.

Section 11. Manner of Acting. The act of a simple majority of Delegates registered voting members present at a duly called session at which a quorum is present shall be the act of the House of delegates General Assembly at an Annual Meeting, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Attendance / Exercise of Voting Rights. Both Delegates and Alternates All professional members shall have the right to attend all sessions of the House of Delegates General Assembly at an Annual Meeting. Only Delegates registered voting members 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 General Assembly at an Annual Meeting, the Alternate appointed to represent such Component shall have the right to vote in place of the Delegate.

Section 13. 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 the Association would be served by such removal.

Section 14. Vacancies. In the event of the death, resignation, removal, or incapacity of a Delegate or Alternate Delegate, the Component represented by such Delegate or Alternate Delegate shall name a qualified member to serve until the conclusion of such Delegate or Alternate Delegate’s term.

ARTICLE VIII

SCIENTIFIC SESSIONS

Section 1. Annual Scientific Session. A scientific session to be held at a time and place approved by the Board of Trustees Directors shall be conducted for the purpose of presenting scientific, technical and education information designed to encourage advancement of the art and science of dental hygiene, to bring standardization of materials, and to improve the professional competence of the dental hygienist.

Section 2. Additional Scientific Sessions. Additional scientific sessions, in the form of seminars, symposiums and workshops shall be scheduled from time to time by the Board of Trustees Directors for the purpose of scientific and technical communication and encouraging education and training at all levels of the dental hygiene profession.

ARTICLE IX

BOARD OF TRUSTEES DIRECTORS

Section 1. Composition. The Board of Trustees Directors shall consist of the President, President-Elect, Vice President, Treasurer, Secretary, Immediate Past President, Speaker of the House Assembly and a Trustee Directors of Communication, Membership, Component Relations, Governmental Affairs, Student Engagement and Education from each of the Components.

Section 2. Powers. The Board of Trustees Directors shall be the administrative body of the Association vested with the full power to conduct all business of the Association and shall have supervision, control and direction of the
Association. In addition, the Board of Trustees Directors shall have power to enact interim policies when the House of Delegates General Assembly at an Annual Meeting is not in session and when such policies are necessary to properly conduct the Association affairs. The Board of Trustees Directors shall determine its business policies or changes therein within the limits of these Bylaws. All policies shall be reported to the House of Delegates General Assembly at an Annual Meeting at the next Annual Session for ratification.

Section 3. Responsibilities. The responsibility and duties of the Board of Trustees Directors shall include: to determine dues and assessments; to provide for and maintain office facilities for the Association if appropriate; to be responsible for all property, real and personal, owned and held by the Association; to establish the fiscal year of the Association; to cause the accounts of the Association to be reviewed annually by a committee appointed by the President; to approve a budget for the next fiscal year; and approve such amendments to the budget as may be necessary; to review the reports of officers and committees of the Association and any recommendations and resolutions to come before the House of Delegates General Assembly, and to make recommendations thereto; to adopt rules and regulations for the conduct of the affairs of the Association; in the execution of the powers granted to appoint such agents, attorneys and others it deems necessary; to perform such other duties as are prescribed or permitted by the laws of the State of Wisconsin, Board of Trustees Directors or by these Bylaws and the policies adopted by the House of Delegates General Assembly at an Annual Meeting.

Section 4. Regular Meetings. There shall be at least four (4) regular meetings of the Board of Trustees Directors each year.

Special meetings may be called by the President and shall be called upon the written request of a majority of the voting members of the Board of Trustees Directors. Notice of any special meeting of the Board of Trustees Directors may be called by, or at the request of the President or upon a written request to the President of five (5) a majority of the members of the Board of Trustees Directors. Notice of any special meeting of the Board of Trustees Directors
shall state the **purpose**, time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such special meeting. Attendance of a Trustee Director at any meeting shall constitute a waiver of notice of such meeting except where a Trustee Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened. [Note: consult applicable state law regarding notice provisions.]

**Section 6** Meeting by Conference Call. Any action to be taken at a meeting of the Board of Trustees Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special meeting).

**Section 7.** Quorum. A majority of the voting members of the Board of Trustees Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Trustees Directors, provided that when less than a quorum is present at said meeting, a majority of the Board of Trustees Directors members present may adjourn the meeting to another time without further notice.

**Section 8.** Manner of Acting. The act of a majority of Trustees Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Trustees Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. The presiding officer will conduct the business of meetings in accordance with Roberts Rules of Order.

**Section 9.** Action by Written Consent. Any action requiring a vote of the Board of Trustees Directors may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all the members of the Board of Trustees Directors entitled to vote with respect to the subject matter thereof.

**Section 10.** Terms.

a. Directors of Component Relations, Membership, Student Engagement, Communications, Governmental Affairs and Education Trustees shall serve a three (3) two (2) year terms and may run for re-
election to these positions without limitations, or until such time as their successors are duly elected, qualified, and assume their position. 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.

b. The President, President-Elect, Vice President, Treasurer and Immediate Past President shall remain on the Board of Trustees Directors for the duration of one year and must wait three years before running for President Elect again. their term in office.

c. The Speaker of the Assembly, Vice President, Treasurer and Secretary shall remain on the Board of Directors for the duration of two years and may run for re-election to these positions no more than once. (2 year term for 2 term limits) The term of all Component Trustees shall begin at the first meeting of the Board of Trustees following the close of the first annual session of the General Assembly at an Annual Meeting (or General Assembly) following their election and shall run until the close of the second annual session of the General Assembly at an Annual Meeting (or General Assembly) following their election.

Section 11. Resignation and Removal. Any Component Trustee may resign at any time by giving written notice to the President. In addition, any Component Trustee may be removed by a majority vote of the persons entitled to elect such Trustee, whenever, in their judgment, the best interests of the Association would be served by such removal.

Section 12. Vacancies. Vacancies in any Component Trustee position (if applicable) shall be filled by the President, after consultation with the President of the Component represented by such Component Trustee, without undue delay. A Component Trustee appointed pursuant to this Section shall hold their position for the remainder of the original term for which she or he was appointed to fill.

ARTICLE X

EXECUTIVE COMMITTEE

The Immediate Past President, President, President-Elect, Vice-President, Secretary, Treasurer and Speaker of the House Assembly shall serve as the Executive Committee of the Association between Board meetings and conduct such other urgent business as that may be assigned by the Board. Arise between regularly scheduled Board meetings. The Executive Committee may conduct business by written, telephonic, or electronic
communication. The quorum of the Executive Committee shall be five (5) four (4). The Executive Committee shall meet at the call of the President or any two (2) members of the Executive Committee. Any actions taken by the Executive Committee must be ratified by the Board of Trustees Directors at its next meeting.

ARTICLE XI

FINANCE

Section 1. Contracts. The Board of Trustees Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association or its Components, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the Board of Trustees Directors. In the absence of such determination by the Board of Trustees Directors, such instruments shall be signed by the Treasurer and countersigned by the President will be notified of all disbursements.

Section 3. Deposits. All funds of the Association and its Components shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Trustees Directors may select.

Section 4. Bonding. The Board of Trustees Directors shall provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.

Section 5. Gifts. The Board of Trustees Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 6. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Trustees Directors, General Assembly at an Annual Meeting, and any committees having the authority of the Board of Trustees Directors.
Section 7. **Annual Audit.** The Board of Trustees shall provide for an annual audit of the financial records of the Association by a certified public accountant. Financial statements will be compiled through an accounting method as determined by the Board of Directors yearly. The method or methods may include audit, review, compilation or another Board approved method. A report of the financial condition of the Association shall be made to the membership of the Association annually.

Section 8. **Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Trustees Directors.

ARTICLE XII

COUNCILS AND COMMITTEES

Section 1. **Establishment.** Councils and Standing Committees shall be established by the House of Delegates General Assembly at an Annual Meeting or the Board of Directors as it deems necessary or prudent in the exercise of their authority and responsibility as set forth in these Bylaws. Special Committees shall be established by the House of Delegates General Assembly at an Annual Meeting or the Board of Trustees Directors. Councils and Committees shall have such duties as designated by the House of Delegates General Assembly at an Annual Meeting or the Board of Trustees Directors, and shall include the preparation and filing of reports.

a. **Authority/Composition/Qualifications.** The action establishing a council or standing committees shall set forth the council or committee’s purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, and subject to the approval of the Board of Trustees Directors; Councils and Committees shall have no fewer than three (3) members, who shall be voting professional members of the Association. If cooperative efforts with other associations make the appointment of a non-member desirable, it shall be made only with the approval of the Board of Trustees Directors.

b. **Appointments.** Chairs and members of the Councils and Standing Committees shall be appointed by the President with the approval of the Board of Trustees Directors. Each Component shall appoint a representative to serve as a Council and/or Committee member. Members of Special
Committees shall serve terms coinciding with that of the President making the appointment.

c. 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.

d. Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a council or committee shall be filled by the President.

e. Policies and Procedures. The Board of Trustees Directors shall develop and approve policies and procedures for the operation of all councils and standing committees. All councils and standing committees shall report to the Board of Trustees Directors, unless otherwise set forth in the resolution establishing such council/committee.

Section 2. Advisory/Ad Hoc Committees and Task Forces. The Board of Trustees Directors or House of Delegates General Assembly at an Annual Meeting 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 Directors. 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 Directors. 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 Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

**ARTICLE XIII**

**PROGRESSIVE MEETINGS**

Section 1. **Mail Ballot.** Any questions may be submitted in writing, within an established body of the Association, for determination in lieu of a meeting of the body. If one-third (1/3) of the members of any such body challenge the ballot on the grounds that insufficient information is available for proper consideration of the question, the question will be postponed to the next meeting of that body. A report of any action taken shall be verified and made a part of the minutes of the next meeting of that body.

Section 2. **Conference Call.** Members of the Board of Trustees Directors or of any committee designated by the Board of Trustees Directors may participate through conference telephone or similar communication equipment by means of which all persons participating in the meeting shall constitute presence in person at the same time, and such participation shall constitute presence in person at the meeting.

Section 3. **Electronic Meeting.** Members of the Board of Trustees Directors or of any committee designated by the Board of Trustees Directors may participate in a meeting of the Board of Trustees Directors or such committee through electronic or similar communication technology. A report of any action taken shall be verified and made a part of the minutes of the next meeting of that body. Any action to be taken at a Board of Trustees Directors, House of Delegates General Assembly at an Annual Meeting (if applicable), voting member, council, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least forty-eight (48) hours prior to the meeting.
Section 4. **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.

Section 5. ** Procedures.** Specific procedures not in conflict with Section 1 above for conduction any progressive meetings allowing voting shall be determined by the Board of Trustees Directors.

**ARTICLE XIV**

**ADHA REPRESENTATION**

Section 1. **District Trustee.** The Association, together with designated associations named by the ADHA (the constituent Associations of Minnesota, South Dakota, North Dakota and Wisconsin), shall compose District VII. The qualifications, nominations, elections, installation, vacancies and duties of the District VII Trustee shall be those determined by the ADHA bylaws. The District Trustee is elected by the ADHA delegates from the District at the District VII workshop prior to discussion meeting during the ADHA Annual Session in odd numbered years.

Section 2. **ADHA House of Delegates.** The Wisconsin Dental Hygienists’ Association shall be represented by Delegates and Alternates as provided in the ADHA Bylaws. The Association shall provide the ADHA Executive Director with the names of Delegates and Alternates within ten (10) days of their election and no later than sixty (60) days prior to the ADHA Annual Session.

a. **Qualifications.** Delegates and Alternates shall be voting professional members of the Association.

b. **Term of Office.**
   i. A Delegate shall serve a term of one (1) year.
   ii. An Alternate Delegate shall serve a term of one (1) year.
   iii. **Delegates and Alternate Delegates may run for re-election and serve no more than five (5) consecutive years. Then they are not allowed to run for one (1) year.**
c. **Nominations.** Nominations of the Delegates and Alternates to the ADHA House of Delegates and the District Meeting shall be made according to the WI-DHA Nominating Committee guidelines and policy.

d. **Election.** The President at the time of ADHA Annual Session will automatically serve as an ADHA Delegate. Additional ADHA Delegates shall be elected by the House of Delegates **General Assembly** at the WI-DHA Annual Session to serve the following year at ADHA. The delegates with the majority of votes shall serve as WI-DHA representation as delegate seats allow, and the positions of delegate and subsequent alternates will be determined by plurality of votes during the election. Should a tie occur, the House of Delegates will decide at the time how the tie should be broken. **people who are in the tie will all agree on the method of breaking the tie. Minutes of the General Assembly must accurately record results of all vote counts and tie-breaking actions taken.**

e. **Vacancies.** In the event of a vacancy among the ADHA Delegates, the delegate chair will fill the seat from the alternates. The Alternates receiving the highest number of votes shall further fill Delegate vacancies after the adjournment of the **House of Delegates General Assembly at an Annual Meeting;** the President shall appoint further Alternates with the approval of the Board of Trustees **Directors.**

f. **Delegate Chair.** The Delegate Chair will be chosen by the delegation in consultation with the President. The responsibility to appoint seated and alternate delegates belongs to the Delegate Chair.

ARTICLE XV

COMPONENTS

Section 1. **Tripartite.** The American Dental Hygienists’ Association (ADHA) is a tripartite organization. Voting and Supporting members must maintain an active professional membership in ADHA, a Constituent and a Component if such exists where the member is licensed, practices or resides.

a. **Charter.** A single Component is organized and chartered by WI-DHA within a particular geographic area of the Association State, and is subject to the approval of the Board of Trustees **Directors.** and majority vote of the General Assembly at an Annual Meeting.
b. **Definition.** A Component of the Association shall consist of all voting professional members of the Association who are either practicing or residing within that territory in which the Component is situated.

c. **Components.** Voting Professional members of the Association who are licensed, practicing or residing within Wisconsin may be organized as a component of the Association (each of which is referred to as a “Component”). The Board of Trustees Directors 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 Directors; (ii) fulfill criteria for affiliation as may be established by the Board of Directors; (iii) enter into Component agreements with the Association; and (iv) be issued a charter by WI-DHA. 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 the Constituent Board from time to time.

d. **Application for Recognition as a Component.** The Board of Trustees Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as a Component of the Association. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office or President of the Association. The Board of Trustees Directors 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 Directors may prescribe, if applicants meet the qualifications necessary for recognition as a Component. Voting professional members of the Association who are practicing or residing within said territory may make application for a Charter which shall include a description of the proposed territory, proposed name of the Component, Bylaws and list of chartering members.

e. **Revocation.** Charters for the operation of Components may be revoked by a two-thirds (2/3) affirmative vote by the Board of Directors for failure to comply with the Bylaws of ADHA or the Association. The Board of Trustees Directors shall provide proof of due notice and non-compliance of said Component to the General Assembly at an Annual Meeting. Upon revocation of a Component’s charter, members will be assigned to an existing, neighboring component and their respective treasury funds will be
merged in the WI-DHA bank account. Component immediately shall remit all of its funds and records to the Association’s Treasurer for deposit into the Association’s account. Due notice shall be given by the Board of Trustees Directors to the Component in question, by registered mail and reasonable opportunity will be given to the Component to correct the infractions which has placed its Charter in jeopardy before final action is taken to revoke the Charter.

f. **Name.** No Component or other entity shall use the name of the ADHA or the Association WI-DHA in any manner whatsoever unless duly authorized to do so by ADHA or the Association WI-DHA pursuant to the terms of a written agreement.

g. **Organization.** Each Component shall be unincorporated and remain in compliance with ADHA and WI-DHA charter agreement guidelines. Components shall identify one or two members to serve as event planning chair persons or coordinators and who will communicate with the Component Relations Director. As Unincorporated Components, they may not elect officers, enter into legal contracts, or open bank accounts. Members of the Component will consist of all professional members in that component. They shall have officers, Bylaws and Code of Ethics in such form as shall be approved by the Association’s Board of Trustees which shall not be in conflict with the Bylaws of ADHA or the Association with a current copy thereof on file with the Association. Components must maintain voting membership categories and criteria that are identical to the Association’s (with the exception of Life membership). Changes to a Component’s bylaws must receive the written approval of the Association’s Board of Trustees.

h. **Meetings.** Each Component may hold such meetings as it deems appropriate. Component Compliance Requirements. Each component must organize and hold at least one continuing education event, which must be eligible for mandatory CEU’s, and one social networking event, which can be held with the CEU, per calendar year in their component area. All professional members in the component must be notified of the component events prior to their occurring. If component membership numbers drop below 10, the WI-DHA Board of Directors will consider the feasibility of merging the component with a neighboring component.

i. **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.

i. **Initially, a** member is assigned to a component by ADHA based on their residence, according to current WI-DHA membership map.

ii. A member of a Component who seeks to transfer membership to another Component shall do so only at the time of payment of dues for the forthcoming year, with the exception of those members chartering a new Component. 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.

iii. If a member resides out of state, that member may choose a component in which to be a member in Wisconsin.

j. **Transfers.** Full membership privileges shall be granted to the transferring member in the new Component.

k. **Component Dues and Other Income.** Have The WI-DHA Board of Directors has the right to assess and determine Component dues. Dues and other component income is kept in the WI-DHA treasury and will be budgeted for each individual component’s use.

l. **Release of Component Funds.** The designated Component event planners or coordinators may request funds from the Treasurer to cover expenses for events held in the component area by using a form to be provided by the Component Relations Director.

Section 2. — Representation.

a. Each component shall be entitled to at least one delegate in the General Assembly at an Annual Meeting of the Association regardless of the number of voting members in said component. The remaining Delegates necessary to comprise a total of Forty (40) shall be allocated to the Components in the ratio of voting members of said component to the total number of voting members of the Association.
b. Determination of Component representation in the General Assembly at an Annual Meeting shall be made 120 days prior to the Annual Session of the Association.

c. Notification of Component representation in the General Assembly at an Annual Meeting shall be made thirty (30) days prior to the Annual Session of the Association.

d. A Component shall elect from its Voting Members one Trustee who will represent the members of the Component on the Board of Trustees, who will report to the Component Membership.

Section 3. Delegates.

a. Delegates and Alternates shall be limited to Voting Members of the Association who are members of the Component which said Delegates and Alternate represent thirty (30) days prior to the General Assembly at an Annual Meeting.

b. An Alternate shall be entitled only to represent the Component in the General Assembly at an Annual Meeting in the absence of a Delegate.

c. In the event of a vacancy at the WI-DHA General Assembly at an Annual Meeting meeting, the Component President or component Trustee may appoint a representative member to fill the Delegate vacancy.

ARTICLE XVI

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Section 181.045 of the General Not For Profit Corporation Act of the state of Wisconsin as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities and other matters referred to on or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the articles of incorporation of the corporation or any agreement or vote of disinterested Trustees or otherwise, both as to action undertaken in his or her official capacity and as to action in another capacity for another corporation or other entity which is undertaken at the behest of the corporation, and shall continue as to a
person who has ceased to be a Trustee, Director, officer, employee or agent and shall
insure to the benefit of the heirs, executors and administrators of such a person. To the
extent permitted by applicable law, the indemnification provided shall be contingent upon
the indemnity’s giving of prompt notice of any claims for which indemnification is or may
be sought and the indemnity’s agreement that the corporation, its designee or its insurance
carrier shall be empowered to control, should it so elect, and the manner, nature and extent
of the defense the attorneys to be retained to handle the defense, and the terms of settling
or resolving and all such claims for which indemnification is or may be sought.

The indemnification provided by this article shall be limited to the assets of this
corporation, and no one shall be personally or individually liable to any extent.

The corporation may purchase and maintain insurance on the behalf of any person who is
or was a Trustee, Director, officer, agent or delegate of the corporation against any liability
asserted against him or her and incurred by him or her in any such capacity with another
corporation, whether or not the corporation would have the power to indemnify him or her
against such liability under the provision of this article.

ARTICLE XVII

DISSOLUTION

The Association shall use its funds only to accomplish the Purposes and Mission stated in
these Bylaws, and no part of its funds shall inure or be distributed to the members of the
Association. In the event of the dissolution of the Association, the Board of Trustees
Directors shall, after paying or making provision for the payment of all of the liabilities of
the Association, distribute all of the remaining assets of the Association (except any assets
held by the Association upon condition requiring return, transfer or other conveyance in
the event of dissolution, which assets shall be returned, transferred or conveyed in
accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence,
exclusively for the purposes of the Association in such manner, or to such organization or
organizations as shall at the time qualify as a tax-exempt organization or organizations
recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as
amended (the “Code”) or the corresponding provisions of any future United States Internal
Revenue statute, as the (insert governing body) WI Department of Financial Institutions
shall determine. Any such assets not so disposed of shall be disposed of by the court of
general jurisdiction of the county in which the principal office of the Association is then
located, exclusively for such purposes in such manner, or to such organization or
organizations that are organized and operated exclusively for such purposes, as said court
shall determine.
ARTICLE XVIII
PARLIAMENTARY AUTHORITY

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

ARTICLE XIX

“SUPREMACY CLAUSE”

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

ARTICLE XX

WAIVER OF NOTICE

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

ARTICLE XXI

AMENDMENT OF BYLAWS

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