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ARTICLE I: NAME AND PURPOSES

Section 1. Name. The name of this corporation shall be the Pennsylvania Dental Hygienists' Association, Inc., (hereinafter referred to as the "Association"), a Pennsylvania non-profit corporation organized under the provisions of the Non-Profit Corporation Law (Act of May 5, 1933, P.L. 289) as amended in the Commonwealth of Pennsylvania, and is a Constituent of the American Dental Hygienists' Association (hereinafter referred to as the "ADHA").

Section 2. Purposes. The purposes 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 education 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 conduct other activities as may be permitted by the Commonwealth of Pennsylvania to carry out the purposes of this Association.

Section 3. Mission. To improve the public's total health, the mission of the PDHA is to advance the art and science of dental hygiene by ensuring access to quality oral health care, increasing awareness of the cost-effective benefits of prevention, promoting the highest standards of dental hygiene education, licensure, practice and research and representing and promoting the interests of dental hygienists.

Section 4. Office. The Association may maintain an office and employ staff as determined by the Board of Directors, and in accordance with the laws of Pennsylvania.

ARTICLE II: MEMBERSHIP

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

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

A. Professional Members. Membership in ADHA, a Constituent and a Component if one exists, shall be required.

1. 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. **Retired Members.** Professional members who have reached the age of 62 and are either (i) fully retired from the dental hygiene profession; or (ii) working less than 10 hours per week in the dental hygiene profession may apply for Retired Member status
3. **Members with Disabilities.** Professional members who are unable to work due to a verified disability may apply for Disabled status. All such applications must be verified by the ADHA and must be accompanied by proof of eligibility for each year.
4. **Life Members.** Any voting member who has made contributions of national importance that impact both the dental hygiene profession and the national association shall be eligible for life membership upon application to the ADHA's Board of Directors at least 30 days prior to the ADHA's fall Directors meeting, nomination by the ADHA's Board of Directors, and election by the ADHA's House of Delegates.
5. **New Professional Members.** New Professional membership may be granted to any individual who (i) has either earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered by an accredited college or institution of higher education within the past two years; (ii) is licensed to practice in any state, territory or possession of the United States if such license is required for the practice of dental hygiene; and (iii) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed, practices or resides).

B. Non-Voting Members

1. **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.
2. **Supporting Members.** Supporting membership may be granted to any licensed dental hygienist who (i) is not employed in a dental hygiene-related career; and agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed or resides).
3. **Honorary Members.** Honorary membership may be granted by the House of Delegates to any individual who (i) is not a dental hygienist; (ii) has made outstanding contributions to dental hygiene or dental health; and (iii) has been nominated by the Board of Directors.
4. **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.

Section 3. Rights and Duties

- A. Voting Members. Voting members shall have the right to vote, be elected or appointed to any office, board, or committee of this Association, and to be elected or appointed as a delegate or alternate delegate to the House of Delegates of this Association and to the ADHA, and other such privileges as the House of Delegates may determine.
- B. Non-Voting Members. Non-voting members shall have such privileges as the House of Delegates may determine but shall not have the right to vote or hold office.
- C. All members shall be entitled to attend the member meetings and social functions of the Association.
- D. No individual member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws.

Section 4. 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 this association or the ADHA; and (iii) meeting such additional terms and conditions as may be established by the Board of Directors.

Section 5. Suspension/Termination. Membership in the Association may be suspended, or the member may be expelled from the Association for cause by a two-thirds vote of the Board of Directors. Sufficient cause for such suspension or expulsion from membership may be a violation of these Bylaws or any lawful rule, practice, or procedure adopted by the Association. A statement of the charges shall be sent by registered mail to the last recorded address of the member, accompanied by a 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. The member shall have the right to appear in person and/or be represented by counsel to present any defense to stated charges before action is taken by the Board of Directors. The House of Delegates may adopt such rules as may be necessary to assure due process to the member. In the absence of rules adopted by the House of Delegates, the Board of Directors shall adhere to the procedures detailed in the parliamentary authority designated in these Bylaws.

Section 6. Transfer of Membership. An ADHA member in good standing may transfer membership to another Constituent, in accordance with the ADHA Bylaws.

ARTICLE III: DUES AND ASSESSMENTS

- A. Amount. The amount of annual Constituent and Component dues for any category of membership in this Association shall be established by the Board of Directors, with a two-thirds (2/3) affirmative vote required.
- B. Payment. Dues shall be paid by each member to the ADHA according to their billing cycle. In addition to dues, all members shall be required to pay any supplementary dues, fees, or assessments as determined by the ADHA, PDHA and Component (if one exists where the member is licensed or resides). Dues are non-refundable.

- C. Non-Payment. If a member fails to pay dues, fees or assessments within 45 days from the time they become due or cease to be a member of ADHA or other organization required for membership in the Association, membership shall automatically terminate.
- D. Exemptions. Life, Honorary, and Retired Members shall be exempt from payment of this Association's dues, fees and assessments.

ARTICLE IV: OFFICERS AND ELECTIONS

Section 1. Numbers and Titles.

- A. Elected Officers. The elected officers of the Association shall be the President, President-Elect, Vice President, Immediate Past President, Speaker of the House of Delegates, Parliamentarian and the Treasurer/Corporate Secretary (collectively, "Officers").
- B. Appointed Officers. The appointed officers of the Association shall be as determined from time to time by the Board of Directors.
- C. No two (2) offices, whether elected or appointed, may be held simultaneously by the same member.

Section 2. Qualifications.

- A. Only voting members are eligible to hold office.
- B. It is preferred that all elected and appointed officers shall have at least two years' experience as a Board of Directors member, Committee Chair, PDHA officer, or a similar position in another state association.

Section 3. Nominations. The Leadership Development Committee will place the call for open positions and nominate delegates or any other elected positions as set forth in Article X herein. Additional nominations may be made from the floor of the House of Delegates. All nominees shall meet the minimum qualifications for office and shall consent to the nomination.

Section 4. Elections. The President-Elect and Vice President shall be elected annually by ballot by the House of Delegates. The Speaker of the House shall be elected in even-numbered years by ballot by the House of Delegates. The Parliamentarian of the Board of Directors and the Treasurer/Corporate Secretary will be elected by ballot by the House of Delegates. The Parliamentarian and Treasurer/Corporate Secretary will serve three (3) year terms with elections to be held by the House of Delegates before the expiration of those terms. In the event that more than two candidates are running and no candidate receives a majority of votes on the first ballot, the two candidates receiving the highest number of votes shall be voted upon again by ballot until a candidate does receive a majority of votes cast. In the event there are only two candidates running and there is a tie vote, or during a runoff election as set forth previously, the President shall cast the tie-breaking vote. The President-Elect, at the conclusion of his or her term, automatically shall become President of the Association. If the President-Elect should choose not to become President of the Association, a President of the Association shall be elected by ballot by the House of Delegates following the same process for the election of the President-Elect.

Section 5. Term of Office and Limitations on Service. Elected officers, with the exception of Parliamentarian and Treasurer/Corporate Secretary, shall serve a term of two (2) years, or until their successor is elected. The Parliamentarian and the Treasurer/Corporate Secretary shall serve a term of three (3) years or until their successors are elected. A member having served more than half a term in office shall be deemed to have served a term. The term of office shall begin at the close of the Annual Session at which they were elected. Appointed officers will serve a term of two (2) years.

Speaker of the House and Parliamentarian may serve no more than three (3) consecutive terms in the office. President, President-Elect, and Vice President may serve no more than one (1) term. However, this provision shall not prohibit a member who has previously served all possible terms from being re-appointed or re-elected to the same officer position after not serving in that position for at least one (1) full term, nor shall it prohibit a member who has previously served as an officer for the full term limit from serving in a different officer position, or as a Committee Chair or Director.

Section 6. Vacancies. Should the office of President become vacant the President-Elect shall automatically become President for the unexpired term and the term immediately following. Should the office of President-Elect become vacant, it will remain vacant until the next House of Delegates. If the vacancy of the position of the Vice President occurs, this position will remain vacant until the next House of Delegates.

A vacancy in the office of Speaker of the House shall be filled by appointment of the President with approval of the Board of Directors to serve the remainder of the term until the regularly scheduled election for that office is held. The President may serve as Speaker of the House if there is no appointee to fill the position.

Should the office of Parliamentarian or Treasurer/Corporate Secretary become vacant at any time during their three (3) year term, the Board of Directors shall elect an interim Parliamentarian or Treasurer/Corporate Secretary to serve until the next meeting of the House of Delegates, when a special election will be held following the procedures of nominations, elections and balloting contained in these bylaws. Those elected by the House of Delegates to fill the vacancy will serve the remainder of the three (3) year term. The expiration date of that three (3) year term will remain unchanged.

Vacancies in appointed offices shall be filled as they occur by appointment by the President with the approval of the Board of Directors.

Section 7. Resignation and Removal. Any elected or appointed officer may resign by submitting their resignation in writing to the Board of Directors. Any elected officer may be removed for cause. Sufficient cause for such removal may be a violation of these Bylaws, or any lawful rule, practice, or procedure adopted by the Association. For the removal of an elected officer for cause, it shall be necessary for the body which elects that officer to hold a formal hearing. A statement of charges shall be sent by registered mail to the recorded address of the officer, accompanied by a 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. The officer shall have the opportunity to appear in person and/or be represented by counsel and to present any defense to stated charges before action is taken. The body holding the hearing may adopt such rules as may be necessary to assure due process to the officer. In the absence of such rules, they shall adhere to the procedures detailed in the parliamentary authority designated in these Bylaws.

Section 8. Compensation. The officers may receive compensation and funding in accordance with the PDHA Funding Document and the budget as adopted by the Board of Directors.

ARTICLE V: DUTIES AND 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:

- A. Have general supervision and direction of all officers of the Association.
- B. Preside at all meetings of the Board of Directors, the Executive Committee and the Association, except the meetings of the House of Delegates, unless as determined in C below.
- C. Preside at all meetings of the House of Delegates in the absence of the Speaker of the House.
- D. Appoint voting members as appointed officers, committee chairs, and others as required, subject to the approval of the Board of Directors.
- E. Serve as an ex-officio member of all committees, except the Personnel Committee.
- F. Perform such other duties as prescribed in Scopes or as directed by the Board of Directors.

Section 3. President-Elect. The President-Elect shall:

- A. Assist the President as directed.
- B. Preside at meetings in the absence of the President.
- C. Succeed to the office of President should a vacancy occur.
- D. Perform such other duties as prescribed in Scopes or as directed by the President or the Board of Directors.

Section 4. Vice President. The Vice President shall:

- A. Assist the President and President-Elect as directed.
- B. Attend all meetings of the Board of Directors, Executive Committee and House of Delegates Annual Session.
- C. Perform, such duties as prescribed in Scopes or as directed by the President, President-Elect, or Board of Directors.

Section 5. Immediate Past President. The Immediate Past President shall:

- A. Assist the President, President-Elect and Vice President as needed.
- B. Attend all meetings of the Board of Directors, Executive Committee, and the House of Delegates Annual Session.
- C. Perform such duties as prescribed in Scopes or as directed by the President.

Section 6. Speaker of the House. The Speaker of the House shall:

- A. Preside over the meetings of the House of Delegates.
- B. Perform other duties as prescribed in the Scopes or as directed by the President or the Board of Directors.

Section 7. Treasurer/Corporate Secretary. The Treasurer/Corporate Secretary shall:

- A. Be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association.
- B. Have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof.
- C. 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.
- D. Perform such duties as required of a secretary of a corporation.
- E. Perform such other duties as prescribed in Scopes or as directed by the President or the Board of Directors.

Section 8. Parliamentarian. The Parliamentarian shall:

- A. Be conversant in Association Rules, Bylaws, and Parliamentary procedures.
- B. Advise the presiding officer on questions of procedure and transacting the business of the Board of Directors efficiently and impartially.
- C. Assist the Association with bylaws, minutes, standing rules, and general administration.
- D. Serves as an ex-officio member of the Administration Committee.
- E. Perform such other duties as prescribed in Scopes or as directed by the President or Board of Directors.

Section 9. Annual Reports. At least forty days (40) prior to Annual Session, all officers shall submit written annual reports to Central Office for duplication and distribution to Delegates.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be composed of the President, President-Elect, and Vice-President, and Immediate Past President.

Section 2. Authority. The Executive Committee shall transact business of the Association that does not have financial implications between meetings of the BoD. The Executive Committee shall perform any special duties as assigned by the Board of Directors and/or the House of Delegates. All members of the Executive Committee shall be ex officio members on all standing committees of the Association.

Section 3. Meetings. The Executive Committee meets at the call of the President or at the request of two (2) members thereof.

Section 4. Quorum. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5. Reports. All business transacted by the Executive Committee shall be reported in writing to the BoD at its next meeting.

ARTICLE VII: DIRECTORS

Section 1. Qualifications. A Director, or duly appointed proxy, shall be a Voting Member in good standing of this Association.

Section 2. Nominations.

- A. The call for candidates shall be sent 90 days prior to the House of Delegates to all voting members of the Association for Directors whose terms are expiring at the close of the second House of Delegates.
- B. Candidate applications shall be submitted to the Leadership Development Chair 45 days prior to the House of Delegates.

Section 3. Elections.

- A. Elections shall be held 30 days prior to the House of Delegates. An electronic ballot with attached candidates' application shall be sent to all voting members of the Association who submitted a valid email address.
- B. Ballots shall be returned within 10 days of the date of the ballot to Central Office. Late nominations and write-ins are not permissible. If a tie vote should occur, the President will cast the deciding vote. In the case of an uncontested election, balloting will not be done.

Section 4. Term of Office. A Director shall be elected for a two (2) year term with a maximum of three (3) consecutive terms.

Section 5. Duties. A Director, or duly-appointed proxy, shall represent the members of the constituent. A Director shall attend all meetings of the Board of Directors. In the event of two consecutive unapproved absences, the office of that Director may be declared vacant. Director must serve on at least one (1) committee, not more than 3 committees, or may serve as Chair of a Standing Committee. A Director shall not be an appointed or elected officer of the Association.

Section 6. Vacancy. In the event of a vacancy in the office of a Director, the Leadership Development Committee shall request nominations from the entire Constituent to fulfill the unexpired term. If one nomination is received that candidate will fulfill the unexpired term, however, if more than one (1) nomination is received the Constituent shall vote in accordance with Section 2 above. If no nominations are received, the Leadership Development Committee, in consultation with the President, may appoint a Director to fill the unexpired term subject to the approval of the Board of Directors.

Section 7. Composition. The Board of Directors shall have the authority to determine the composition of the Constituent.

ARTICLE VIII: BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of the elected officers of the Association, (with the exception of the Speaker of the House,), and five (5) to eight (8) Directors,

all of whom shall be voting members of the Board. The Parliamentarian and Treasurer shall be ex-officio, non-voting members of the Board.

Section 2. Authority. The Board of Directors shall be the administrative body of the Association vested with the full power to conduct all business of the Association subject to the Non-Profit Corporation Laws of the Commonwealth of Pennsylvania, the Articles of Incorporation for the Association, these Bylaws and any action of the House of Delegates.

The Board of Directors shall have the power to vote on Bylaws as provided in Article XIX and to enact interim policies when the House of Delegates is not in session when such policies are necessary to the proper conduct of Association affairs. All such policies shall be reported to the House of Delegates at the next Annual Session for ratification.

The Board of Directors shall have the power to approve and amend Component charters (if one exists where the members are licensed or reside), to declare a component inactive, and determine the period of time of inactive status, and/or to declare a component dissolved.

Section 3. Duties. The Board of Directors shall perform such duties as prescribed or permitted by the laws of the Commonwealth of Pennsylvania, by these bylaws, the policies adopted by the House of Delegates, and/or as outlined in the Scopes of this Association.

A Director of the Association shall stand in a fiduciary relationship to the Association and shall perform his or her duties as a Director, including as a member of any Committee upon which he or she may serve, in good faith, in the manner he or she reasonably believes to be in the best interests of the Association and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other data prepared or provided by any of the following:

- A. One or more officers, employees, or contractors of the Association who the Director reasonably believes to be reliable and competent in the matters presented.
- B. Attorneys, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
- C. A Committee of the Association, upon which he or she does not serve, as to matters within its designated authority which the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause the reliance to be unwarranted.

Absent a violation of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action as a Director shall be presumed to be in the best interests of the Association.

Section 4. Meetings.

- A. **Regular Meetings.** The Board of Directors may take action to set the time, date, and place for holding regular meetings of the Board of Directors with a minimum of three (3) meetings per year. Any meeting may be a virtual event as determined by the Board allowing both visual and audio participation, and in accordance with the Standing Rules of the Board of Directors.
- B. **Special Meetings.** Special Meetings of the Board of Directors may be called at any time by the President or upon written request of five (5) other Voting Members, due notice having been given to each member of the Board ten (10) days prior to the date of this meeting. The purpose of the meeting shall be stated in the call and no other business shall be transacted. Special Meetings may be called during Annual Session without the time or business provisions.

Section 5. Quorum. A majority of the voting members of the Board of Directors, or duly appointed proxies, shall constitute a quorum for the transaction of any business.

Section 6. Action. A majority of the voting members of the Board of Directors present at a meeting shall be required for action by the Board unless a different percentage is required either in these Bylaws, the Standing Rules of the Board of Directors or by Roberts Rules of Orders, newly revised. Voting shall generally be taken by oral vote with the exception of the President, who shall make his or her vote by ballot provided to the Parliamentarian. The President's vote will then be used in the case of a tie of the other voting members of the Board of Directors. Any member of the Board of Directors may call for a roll call vote. If a roll call vote is taken, the President's vote will be taken last.

Section 7. SMS Messaging or E-mail Ballot. Action taken by a majority of voting members of the Board of Directors by SMS messaging or e-mail ballot shall be binding and effective as if such action were taken at a regular or special meeting of the Board of Directors, providing, however, that any voting member of the Board may challenge the validity of the SMS messaging or e-mail ballot on the grounds that (a.) sufficient information is not available to ensure proper consideration of the question, or (b) sufficient urgency does not warrant an SMS messaging or email ballot. If the problem is subsequently corrected to the satisfaction of the challenger, the challenge can be withdrawn and the vote taken. If three (3) Board members do not receive information to his/her satisfaction to vote on the question, the ballot is terminated. The question may then be postponed until the next regular or special meeting of the Board.

Section 8. Proxies. Any Director may be excused from the Board of Directors meeting by the President of PDHA with an approved absence as defined in the Standing Rules of the BoD. Execution of written proxy statement will delegate his or her rights, including voting rights, to another voting member of the ADHA and PDHA. This proxy shall be valid for that particular meeting of the Board of Directors provided the written proxy statement is filed with the Corporate Secretary before the meeting is called to order.

ARTICLE IX: MEEINGS OF THE HOUSE OF DELEGATES

Section 1. Annual Meeting. The annual meeting of the Association shall be known as the Annual Session and shall be held at a time and place determined by the Board of Directors, and

at which time the House of Delegates shall meet. Business of the Association shall be conducted in the House of Delegates as provided in Article X of these Bylaws.

Section 2. Official Call. The official call to the Annual Session giving the time and place of the meetings of the House of Delegates shall be published in the official publication and/or on the official website of the Association at least thirty (30) days in advance of the session.

Section 3. Admission.

- A. Members. All members of this Association shall be entitled to admission to meetings of the Association.
- B. Non-members. Non-members may be admitted to meetings of the Association in accordance with rules, regulations and procedures established and approved by the House of Delegates.

ARTICLE X: HOUSE OF DELEGATES

Section 1. Authority. The House of Delegates shall have the authority to establish policies to govern the Association in all its activities and to exercise all other rights conferred by law upon members of a not-for-profit corporation, subject to these Bylaws and the laws of the Commonwealth of Pennsylvania.

Section 2. Composition.

- A. Voting Members. The voting members of the House of Delegates shall be composed of the following, each with a vote:
 - 1. Delegates are from the constituent, the number determined by Section 5 below.
 - 2. The state student ADHA representative to PDHA, who is a student member in good standing.
- B. Non-Voting members. The elected and appointed officers, Directors and two student delegates from each accredited dental hygiene program in Pennsylvania shall be ex-officio members of the House of Delegates. If there shall be a tie vote of the House of Delegates, the President shall be allowed to vote to break such a tie.

Section 3. Nominations.

- A. The call for candidates shall be sent to all voting members of the Association 90 days prior to the House of Delegates.
- B. Candidate applications shall be submitted to the Leadership Development Chair 60 days prior to the House of Delegates.

Section 4. Elections.

- A. Elections shall be held 50 days prior to the House of Delegates. An electronic ballot with attached candidates' application shall be sent to all voting members of the Association who submitted a valid email address.

- B. Ballots shall be returned within 10 days of the date of the ballot to Central Office. Late nominations and write-ins are not permissible. If a tie vote should occur, the President will cast the deciding vote. In the case of an uncontested election, balloting will not be done.

Section 5. Number of Delegates. All Delegates and Alternate Delegates shall be voting members in good standing of this Association. The number of delegates will be determined by the ADHA membership roster four (4) months prior to the House of Delegates and shall be elected or appointed by the constituent's voting members or the Leadership Development Committee, if enough candidates for delegates were not received, according to the following formula:

- A. One (1) delegate per every 25 members.
- B. Additionally, for each fifty (50) members, the Constituent may have one (1) elected alternate.
- C. Each accredited dental hygiene program in Pennsylvania shall be entitled to two (2) non-voting Student Delegates who are student ADHA members in good standing.

Section 6. Quorum. A quorum shall consist of a majority of elected/appointed Delegates present at any duly called session of the House of Delegates.

Section 7. Duties. The House of Delegates shall:

- A. Vote on all matters properly brought before the House of Delegates; including the policies of the Association.
- B. Receive reports from the officers, Board of Directors, committees, and staff.
- C. Ratify the Association's strategic plan.
- D. Solicit, process, and communicate membership needs to the Board of Directors.
- E. Act upon nominations by the Board of Directors for Honorary Membership and Life Membership.
- F. Elect Association officers, and members of the Personnel Committees.
- G. Elect members of the Penn Hy-PAC Board of Directors in accordance with the Penn Hy-PAC Bylaws.
- H. Revoke Component Charter.

Section 8. Special Meetings. A special meeting of the House of Delegates may be called by the President upon written request of two-thirds (2/3) of the Board of Directors, or two-thirds (2/3) of the Delegates in attendance at the previous Annual Session of the House of Delegates, or twenty-five (25) members in good standing of the Association. Such meetings shall be held within thirty (30) days of such request. The time and place shall be determined by the President. The official notice of the meeting shall be sent, at least fifteen (15) days prior to the meeting, to each Delegate that served at the previous House of Delegates stating time, place and purpose of the special meeting. Only that business specified in the call may be transacted. The quorum for the special meeting is that of a regular meeting of the House of Delegates.

ARTICLE XI: COMMITTEES

Section 1. Establishment. Standing Committees shall be established by the Board of Directors or House of Delegates. Special committees may be established by the House of Delegates or the Board of Directors.

Section 2. Appointments and Terms. Chairs of Standing Committees and special committees shall be voting members of the Association appointed by the President with the approval of the Board of Directors. Chairs of all Committees shall serve one (1) year terms coinciding with that of the President making the appointment, with the exception of the Annual Session Chair who shall serve a three (3) year term. No member shall serve as chair of more than one (1) Standing Committee. Committee Chairs may also serve as Director. It is preferred that all Committee chairs have at least one (1) year experience as an elected or appointed PDHA Officer, Director or Committee Member, or similar position in another state association.

Section 3. Composition. Committees shall have no fewer than three members, who shall be voting members of the Association. If cooperative efforts with other associations or persons with expertise make the appointment of a non-member desirable, the appointment may be made by the President with the approval of the Board of Directors.

Section 4. Vacancies. Vacancies for an unexpired term shall be filled by presidential appointment with the approval of the Board of Directors.

Section 5. Duties. Each Standing Committee shall:

- A. Submit reports and perform duties as prescribed in Scopes or as directed by the President, Board of Directors, or the House of Delegates, including reports on behalf of the Standing Committee's subcommittees.
- B. Attend meetings requested by the Board of Directors and be present at Annual Session.

Section 6. Compensation and Expenses. The Committees shall receive compensation and funding in accordance with the PDHA Funding Document and the PDHA Budget. Committees may expend money or contract financial obligations only as budgeted or authorized by the Board of Directors.

Section 7. Subcommittees. Committees may create subcommittees as the Chair deems necessary. Chairs of the subcommittees shall be selected by the Chair of the Standing Committee. Members of the subcommittee shall be selected by the Chair of the subcommittee with the exception of the Finance Committee Subcommittees of Audit and Budget. These subcommittee members shall be appointed by the President and approved by the Board of Directors.

ARTICLE XII: COMPONENTS

Section 1. Components. Voting members of the Association who are licensed, practicing or residing within the Commonwealth of Pennsylvania may be organized as an Incorporated or Unincorporated Component of the Association with the authorization of the Board of Directors. Incorporated or Unincorporated Components shall (i) be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the Association

from time to time; (ii) fulfill criteria for Components as may be established by the Association from time to time; and if incorporated, enter into an Incorporated Component Charter Agreement with the Association. The name, geographic boundaries and other requirements for Incorporated or Unincorporated Components shall be subject to approval of the Association and ADHA and such rules and policies as may be adopted by the Association and ADHA from time to time.

- A. Recognition as a Component. Voting Members of a specified geographic area may apply in writing to the Board of Directors to be recognized as a Component. The Board of Directors shall review the application and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, if the applicants meet the qualifications necessary for recognition as a Component. The Board of Directors, on its own initiative, may consider the recognition of a specified geographic area as a Component.
- B. Merger or Change in Boundaries. Upon request of its Members or on its own initiative, the Board of Directors may consider the merger of one or more components. If the Board determines that it is in the best interest of the Association's Members for the merger to occur, it can authorize and implement such a merger. In the case of a merger, any monies held by or on behalf of the merged components will be given to or be held on behalf of the newly merged Component.

Upon request of its Members or on its own initiative, the Board of Director may change the boundaries of one or more Components from time to time if doing so is in the best interests of the Association's Members. In the case of a change in boundaries the Board shall direct an equitable redistribution of funds held by or earmarked for the impacted Components.

- C. Inactivation. Following a majority vote by the members of a Component at a meeting or by electronic mail or mail ballot, a Component can request the Board of Directors to declare it inactive for a period not to exceed two years. If the Board of Directors authorizes the inactive status, the Component will forward all records, including minutes, bylaws, historical documents, charter and financials records to the Association's Executive Secretary to be held in Central Office during the period of inactivity. All assets of an Incorporated Component, including CDs, investment holdings, etc., shall be transferred to the Association's Treasurer to be held in trust for the Incorporated Component during the period of inactivity. Before the end of the inactivity period, by majority vote at a meeting or by electronic mail or mail ballot, the Component's members can elect to reactivate, at which time, all records of the Component will be returned and any assets held for an Incorporated Component will be returned with interest. If the Component does not vote to reactivate during that time, the Board of Directors will move forward with dissolution procedures as set forth in Section 2.d below.

If a Component fails to comply with the ADHA Charter Agreement, the Association's Bylaws and Rules, its Incorporated Component Charter Agreement, or its bylaws or rules, or any other statutory requirement, the Board of Directors may notify the Component, by

registered mail to the leadership of the Component and by electronic mail to all Members of the Component, of the violations and shall give a reasonable opportunity for the Component to correct the violations. If necessary, corrections are not undertaken within the time provided, the Board of Directors may declare the Component inactive for a period not to exceed two years. If the Board of Directors declares the Component to be inactive, the Component will forward all records, including minutes, bylaws, historical documents, charter and financials records to the Association's Executive Secretary to be held in Central Office during the period of inactivity. All assets of an Incorporated Component, including CDs, investment holdings, etc., shall be transferred to the Association's Treasurer to be held in trust for the Incorporated Component during the period of inactivity. Before the end of the inactivity period, if the Component proves that it is capable of correcting the violations and, by majority vote at a meeting or by electronic mail or mail ballot, the Component's members elect to reactivate, all records of the Component will be returned and any assets held for an Incorporated Component will be returned with interest. If the Component does not vote to reactivate during that time or if it does not show that the violations can be corrected, the Board of Directors will move forward with dissolution procedures as set forth in Section 2.d below.

- D. Dissolution/Revocation. The Board of Directors may dissolve a Component for failure to comply with the ADHA Charter Agreement, the Association's Bylaws and Rules, an Incorporated Component Charter Agreement, its bylaws and rules or any other statutory requirement or after due consideration and a determination by the Board of Directors that such dissolution will be in the best interests of the Members of the Association and the Association. The Dissolution may be preceded by a period of inactive status but is not required. Upon dissolution, the Component will forward all records, including minutes, bylaws, historical documents, charter and financials records to the Association's Executive Secretary. All assets of an Incorporated Component, including CDs, investment holdings, etc., shall be transferred to the Association's Treasurer.

Section 2. Name. No Incorporated or Unincorporated Component or other entity shall use the name of the ADHA or the Association in any manner whatsoever unless duly authorized to do so by ADHA or the Association (as applicable).

Section 3. Unincorporated Components. Unincorporated Components are an integral part of the Association and may not maintain a legal existence or entity separate from the Association. Unincorporated Components may not enter into contracts or otherwise act on behalf of the Unincorporated Component or the Association. Unincorporated Components are governed by the Association's Bylaws and may not maintain their own bylaws. Unincorporated Components may not have a Board of Directors or officers. Unincorporated Components may not maintain checking or other accounts. The Association is responsible for all legal and financial aspects of Unincorporated Components. ADHA will remit dues earmarked for the Association's Unincorporated Components directly to the Association, which shall hold such funds in trust for the Unincorporated Component's members for use in furtherance of the Unincorporated Component's activities. The Unincorporated Component shall provide a budget for revenues and

expenses to the Association's Board of Directors no later than the Association's Annual Session meeting.

Section 4. Incorporated Components. The Association may authorize, after request by the Component's Members or on its own initiative, one or more of its Components to incorporate and maintain a corporate existence separate and apart from the Association. To be eligible for incorporation a Component must demonstrate an ability to meet the following requirements:

- A. Fill necessary officer and leadership positions, including, at a minimum, the positions of President, Secretary, and Treasurer, who must have the ability to be bonded.
- B. Prepare and file Articles of Incorporation and undertake necessary advertising
- C. Prepare bylaws that comply with the ADHA Charter Agreement and the Association's Bylaws and Rules.
- D. Prepare and file an application for 501(c)(6) status with the Internal Revenue Service and receive approval for such status.
- E. Maintain appropriate books and records in accordance with standard and customary accounting practices.
- F. File annual tax returns and such other state filings as may be necessary from time to time.
- G. Enter into and comply with an Incorporated Component Charter Agreement with the Association.
- H. Enter into and comply with ADHA's Trademark and Branding License Agreement
- I. Maintain necessary insurances, including but not limited to, General Liability insurance and Directors and Officers insurance.

Section 5. Dissolution of Component's Corporate Status. The Association may authorize, after request by the Incorporated Component's Members or on its own initiative, the dissolution of the corporate status of an Incorporated Component. Once authorized, the Incorporated Component shall file such documents and take such actions as may be necessary under state and federal law for a legal dissolution of a corporation, including but not limited to final tax returns, application for Tax Clearance Certificates, and Articles of Dissolution. The costs of dissolution may be paid by the Association if authorized by the Board of Directors. Upon dissolution, all assets of the previously incorporated Component, including CDs, investment holdings, etc., shall be transferred to the Association's Treasurer to be held in trust for the Component.

ARTICLE XIII: ADHA REPRESENTATION

Section 1. District Director. This Association together with such constituents named by ADHA shall compose a designated District of ADHA. The qualifications, nomination, election, installation, vacancy and duties of the District Director shall be determined by ADHA Bylaws.

ARTICLE XIV: ACADEMY, FOUNDATIONS, AND SPECIAL SECTIONS

Section 1. Formation, Dissolution and Functions. The House of Delegates may establish, administer, operate or dissolve academies, foundations or special sections to perform or engage in functions or activities deemed necessary or appropriate by the House of Delegates and upon terms and conditions established by the House of Delegates.

Section 2. Reports. These foundations, academies or special sections shall submit reports to the Board of Directors as requested and an annual report to the House of Delegates.

Section 3. Funding. These foundations, academies or special sections may be funded in accordance with the PDHA Funding Document, and the Budget.

ARTICLE XV: IDEMNIFICATION

The Corporation shall indemnify any person who is or was a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, including actions by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint ventures, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred. If such person has been successful on the merits or otherwise in any action, or if upon determination in a specific case that such indemnification is proper in the circumstances because such person has met the standard of conduct applicable in Section 5741 or Section 5742 of the Pennsylvania Non-Profit Corporation Law of 1988, or such person has met the standard of conduct applicable in Section 8364 of the Directors' Liability Act of 1986, then such person has a right to indemnification and/or immunity as specified in Section 5741 and 5742 of the Non-Profit Corporation Law of 1988 and Section 8364 of the Directors' Liability Act of 1986, the Corporation intends to provide the maximum possible protection to every representative, agent, officer, and/or director of the Corporation.

The indemnification provided by this Article shall be limited to the assets of this Corporation and no one shall be personally or individually liable therefore to any extent.

Furthermore, the Corporation may purchase and maintain insurance for the purpose of indemnification on behalf of any and all persons to the full extent permitted under Section 5747 of the Pennsylvania Non-Profit Corporation Law of 1988 and Section 8365 of the Directors' Liability Act of 1986. All citations to statutes contained herein refer to those statutes and to all amendments or changes thereto.

ARTICLE XVI: BOOKS AND RECORDS

Section 1. Records. The Association shall keep a record of proceedings of the Board of Directors and the House of Delegates and the Bylaws including all amendments. The Association shall also keep appropriate, complete and accurate books or records. The records provided for herein shall be kept by the Treasurer/Corporate Secretary.

Section 2. Examination. Every Member shall have a right to examine in person, during the usual hours of business, for any proper purpose the financial books and records of the proceedings of the Board of Directors and the House of Delegates and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Member.

Section 3. Financial Review. Within sixty (60) days of the election of a new Treasurer, the Board of Directors shall have prepared and conducted a financial review showing in appropriate detail the following:

The assets and liabilities, including trust funds and investments, of the Association at the end of the fiscal year and month immediately prior to the new Treasurer taking office; the principal changes in assets and liabilities including trust funds and investments, during the year immediately preceding the date of the report; the revenue and receipts of the Association, both unrestricted and restricted to particular purposes for term of the prior Treasurer; the expenses or disbursements of the Association for both general and restricted purposes for the term of the prior Treasurer.

ARTICLE XVII: DISSOLUTION

Upon the revocation, surrender or termination of the Constituent Charter and this Agreement and or the dissolution, merger or other change in corporate status of a Constituent (including, without limitation, a fundamental change in purpose), the Constituent shall, after paying or making provision for the payment of all the liabilities of the Constituent, transfer all assets of the Constituent to the ADHA

ARTICLE XVIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE XIX: AMENDMENT OF BYLAWS

Section 1. The Board of Directors, the House of Delegates, Constituents, Components or any voting member of the Association may propose amendments, in whole or in part, to these Bylaws and Code of Ethics in accordance with the timeline and procedures adopted by the Board.

Section 2. Proposed amendments of these Bylaws and Code of Ethics shall be forwarded to the Board of Directors for consideration in accordance with the timeline and procedures adopted by the Board. Approval of such proposals shall require the act of two-thirds (2/3) of the entire Board of Directors present and voting at a meeting at which a quorum is present.

Section 3. Notice. Notice of intent to amend these Bylaws must be (i) sent to all voting members by mail or electronic communication or (ii) published in print or online and circulated to the entire membership; or (iii) published on the Association's website at least thirty (30) days prior to the Board meeting at which such amendments are to be considered. Such notice must include a general description of the proposed amendment(s). (iv.)The Board will have a public comment period at meetings where bylaw amendments will be considered. Any member wanting to provide testimony will need to notify Central Office of their statement, its intent and whether they will provide written testimony only or also verbal. (v.) A copy of all amendments approved by the Board will be distributed to the voting members within ten (10) business days following approval.

ARTICLE XX: SUPREMACY CLAUSE

The American Dental Hygienists' Association (ADHA) is a tripartite organization. The Association is a constituent and subsidiary of ADHA and must comply with the ADHA Charter Agreement, as it may be amended from time to time. The Association's Incorporated and

Unincorporated Components are subsidiaries of the Association and must comply with its Charter Agreement with ADHA, any Component Charter Agreement, and its Bylaws and Rules. All Voting and Supporting Members must maintain an active membership in ADHA, a Constituent and an Incorporated or Unincorporated Component.