



# 2011 Bylaws

## **Article I**

### **Name**

The name of this Association shall be the Virginia Dental Hygienists' Association, hereinafter referred to as the Association.

## **Article II**

### **Vision, Mission and Purpose**

Section 1. The vision of this Association is oral health professionals promoting total health.

Section 2. The Mission of this Association is to improve the public's total health, and to advance the art and science of dental hygiene.

Section 3. The purpose of this Association is to ensure access to quality oral health care, increase awareness of the cost-effective benefits of prevention, promote the highest standards of dental hygiene education, licensure, practice and research and represent and protect the interests of the dental hygiene profession. This purpose shall be consistent with the Code of Ethics of the profession.

## **Article III**

### **Membership**

Section 1. Membership Qualification. 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) agrees to abide by these Bylaws, the American Dental Hygienists' 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 Classification

#### **2.1. Voting Members**

2.1.1 Active Members. Active 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).

2.1.2 Life Member. Any voting member of this Association is eligible for Life Membership in this Association who meets such uniform requirements as may be established by the House of Delegates and who either: (i) has been recommended to Life Membership by unanimous vote of the Board and majority vote of the House of Delegates, for outstanding contributions to both dental hygiene and this

Association, or (ii) has served as President of the American Dental Hygienists' Association.

2.1.3 Retired/Senior Status. Active 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 Retired/Senior status.

2.1.4 Members with Disabilities. Active members who are unable to work due to a verified disability may apply for Disabled status. All such applications must be verified by such member's Constituent and/or Component, and must be accompanied by proof of eligibility each year.

2.2 Non-Voting Members. The following categories of membership do not hold the right to vote on Association business.

2.2.1 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.

2.2.2 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 Trustee

2.2.3 Allied Member. 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.

2.2.4 Supporting Member. Supporting membership may be granted to any licensed dental hygienist who (i) is not employed in a dental hygiene-related career; and (ii) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed or resides).

2.2.5 International Member. 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.

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

### Section 3. Rights and Duties

3.1 Active, Life, and Retired Members - Active, Life, and Retired Members shall be entitled to:

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

3.1.2 A membership certificate.

3.1.3 Eligibility for election as a Delegate or Alternate Delegate to the American Dental Hygienists' Association House of Delegates, and eligibility for election or appointment to any office or committee position within the Association, as qualified.

3.1.4 Subscription to any official publication of the Association.

3.1.5 Admission to any general meeting of the Association.

3.1.6 Such other privileges as the Executive Board or the House of Delegates may determine.

3.2 Affiliate, Student, Honorary, Allied, and Supporting Members - Affiliate, Student, Honorary, and Allied Members shall be entitled to the following:

3.2.1 A membership certificate.

3.2.2 Subscription to any official publication of the Association.

3.2.3 Admission to any general meeting of the Association to observe the business to be transacted.

3.2.4 Such other privileges as the Executive Board or the House of Delegates may determine.

Section 4. Application for Membership - All applications for Active Membership must be made by the applicant to the Constituent Association where the applicant is either licensed, practicing, or residing. All such applicants must also become members of the American Dental Hygienists' Association and of the Component (if there is one where the applicant is licensed, practicing, or residing) and the application must be accompanied by current year's dues.

Section 5. Duration of Membership and Resignation Membership- in this Association may terminate by voluntary resignation or otherwise in accordance with these Bylaws. All rights, privileges and interests of a member in or to the Association shall cease upon termination for any reason. Any member may, by giving written notice of such intention, resign from membership. Resignation shall be effective only upon the fulfillment of any special assessments, fees or other obligations due to the Association prior to the receipt of the notice of resignation by the Association. If a member is no longer a member of the appropriate Component or other organization as is required for membership in the Association, membership in this Association shall automatically terminate upon receipt of such notice, but such member shall still be liable for any past due amounts owing to this Association.

Section 6. Suspension or Expulsion- Membership in this Association may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership may be violation of these Bylaws, the Principles of Ethics of the profession, any lawful rule or practice duly adopted by the Association, or any other conduct deemed by the House of Delegates to be prejudicial to the best interests of the Association. Suspension or expulsion shall be by two-thirds vote of those present of the Executive Board at a duly called meeting at which a quorum is present. Investigation and disciplinary proceedings shall be instituted by the Executive Board. The House of Delegates may adopt such rules as may be necessary to assure due process to the member.

#### **Article IV**

##### **Dues, Fees, and Assessments**

Section 1. Amount- The amount of annual dues, fees and assessments, if any, for any class of membership in the Association and the date of payment shall be as determined by the House of Delegates. A two-thirds affirmative vote of those present and voting shall be required for approval of any dues change. In addition, the members shall be required

to pay such dues or assessments as determined by the Association and Component to which that member belongs.

Section 2. Failure to Pay Any member who fails to pay dues, fees, assessments, or other obligations due and owing to the Association within 60 days from the time they became due, without further notice and without hearing, shall be automatically dropped from the membership rolls and thereupon immediately forfeit all rights and privileges of membership.

Section 3. Reinstatement of Membership Any member who has forfeited membership for nonpayment of dues, fees, assessments or other obligations may be reinstated upon meeting such uniform terms and conditions as may be established by the Executive Board.

## **Article V** Components

Section 1. Establishment of Components Voting members of this Association who are licensed, practicing or residing within a given territory may make an application for a Charter which shall include description of the proposed territory, proposed component name, and proposed Bylaws of the Component and a list of the Chartering members. This application for Charter is made to the Executive Board and is subject to their approval.

Section 2. Name If the Executive Board approves an application for a Charter for a component, the Executive Board shall issue a charter to the component denoting its territorial jurisdiction and its name. No 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 the ADHA or the Association pursuant to the terms of a written agreement.

Section 3. Revocation The Charter of a Component may be revoked by a two-thirds affirmative vote of the House of Delegates only for failure to comply with the Bylaws of the American Dental Hygienists' Association or of this Association, and then only after said Component is provided a reasonable opportunity to correct the said infraction which has placed its Charter in jeopardy.

Section 4. Suspension The Charter of a Component may be suspended for a specified or indefinite period of time by action of the Executive Board when a component has been inactive for a period of one year or more. Members of the component may petition the Executive Board to lift the suspension by formal letter and demonstration of a desire to reactivate the component.

Section 5. Membership Eligibility for membership in the Component shall be established by the Constituent provided however, that to be eligible for membership in the Component, an individual must be a member of the Association. The following qualifications also apply:

- 5.1 A member who qualifies for membership in more than one Component shall be eligible to be a member of only one Component, but as selected by the member.

- 5.2 A member of a Component who seeks to transfer membership to another Component may do so by filing a written request with the association Treasurer who shall affect the transfer and notify the appropriate Components. The Component to which the member transfers shall grant to such member full membership privileges without payment of current dues provided the current dues have been paid to the previous Component.

Section 6. Rights and Duties of a Component The rights and duties of each Component shall include, but not be limited to:

- 6.1 Adopt and maintain Bylaws which shall not be in conflict with that of this Association or of the American Dental Hygienists' Association, with a current copy on file with this Association.
- 6.2 Adopt and maintain a Code of Ethics of the Component, which shall not be in conflict with that of this Association or of the American Dental Hygienists' Association, with a current copy on file with this Association.
- 6.3 Have the right to establish additional classifications of membership which are not in conflict with the Bylaws of this Association or of the American Dental Hygienists' Association.
- 6.4 Hold a business session at least once each fiscal year.
- 6.5 The right to assess Component dues.
- 6.6 The duty to assist in collecting membership dues for this Association.
- 6.7 The duty to elect Delegates and Alternate Delegates, according to the Component Bylaws, to represent said component at the House of Delegates.
- 6.8 To elect a component Trustee, according to component Bylaws and to represent said component at the Executive Board meetings.
- 6.9 The duty to notify the Recording Secretary of this Association within 48 hours of the election of a new Trustee.

## **Article VI**

### House of Delegates

Section 1. Composition The House of Delegates shall be composed of the officially elected Delegates from each Component; the President, President-Elect, Immediate-Past President; the Component Trustees; the House of Delegates Secretary, the Alternate Speaker of the House, the Speaker of the House and one Student Member representative selected from each school.

- 1.1 The voting members of the House shall be the officially elected Delegates from the Components.
  - 1.1.1 The Student Member shall serve as a non-voting member.
- 1.2 Each component shall be entitled to two delegates and two alternates.
- 1.3 Additional delegates and alternate delegates shall be determined by component membership. For every forty (40) members one additional delegate and one additional alternate delegate shall be allowed.
- 1.4 Representation shall be based on the November Alpha Roster of the American Dental Hygienists' Association during the previous year.

Section 2. Selection of Members of the House of Delegates Each Component shall file with the Alternate Speaker of the House the names of the duly elected Delegates and Alternate

Delegates no later than sixty (60) days prior to the Annual Session.

- 2.1 For each Delegate from a component, that component may have one Alternate Delegate. An Alternate Delegate shall be entitled to represent the Component in the House of Delegates only in the absence or temporary absence of a Delegate.
- 2.2 Delegates and Alternate Delegates shall be members of the Association who are eligible to vote and are members of the Component they represent
- 2.3 In the event that a Component fails to elect Delegates, or that elected Delegates and Alternate Delegates from a Component fail to attend Annual Session, the House of Delegates may elect substitute Delegates from among the members of the Component in attendance at the Session.
- 2.4 Only component Trustees can serve as tellers.
- 2.5. Each Virginia dental hygiene program shall select one representative who is a Student Member and shall file the name with the Alternate Speaker no later than (60) sixty days prior to Annual Session.

Section 3. Officers The officers of the House of Delegates shall be the Speaker of the House, who is elected, and the House of Delegates Secretary, who is appointed, in accordance with these Bylaws.

- 3.1 Vacancies In the absence of the Speaker, the Alternate Speaker of the House shall serve as Speaker. The Alternate Speaker shall also be an elective officer and serve in the capacity of Sergeant at Arms. In the absence of House of Delegates Secretary, the Speaker shall appoint a Secretary pro tem.
- 3.2 Duties - The Speaker of the House shall preside at all meetings of the House of Delegates. The House of Delegates Secretary shall serve as the Recording officer of the House of Delegates and as the custodian of its records.

Section 4. Duties of the House of Delegates- The House of Delegates shall be the legislative body of the Association, vested with authority to determine policies to govern the Association in all of its activities and conduct all necessary elections as prescribed by these Bylaws.

Section 5. Meetings

- 5.1 Annual Session - There shall be one session of the House of Delegates each year called the Annual Session of the Association. This session may be divided into several meetings if such is necessary to the proper conduct of Association affairs. The Executive Board shall decide and have published in the official publication of the Association official notice of the time and place of each session of the House of Delegates.
- 5.2 Special Session- A special session of the House of Delegates shall be called by the President upon written request of three-fourths of the Executive Board, two-thirds of the Delegates in attendance at the previous Annual Session of the House of Delegates or of ten percent of the members in good standing. The time and place of a special session shall be determined by the President, and published in the official publication of the Association, if time permits. The business of a special session shall be limited to that stated in the official call.

Section 6. House of Delegates Policy Manual There shall be a document known as the House of Delegates Policy Manual. It shall contain all legislation acted upon by the House. Review of this document shall be conducted every year.

**Article VII**  
Executive Board

Section 1. Composition The Executive Board shall be composed of the President, President-Elect, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate-past President, and one Trustee from each Component. The Speaker of the House and the Alternate Speaker of the House shall serve as non-voting members of the Executive Board.

- 1.1 Voting Members The voting members of the Executive Board are the Immediate Past President, President-Elect, Vice President, Treasurer, Recording Secretary, Corresponding Secretary and one Trustee from each component.
- 1.2 Trustee's Representative- A representative of the Trustee's component may substitute for the Trustee at the meetings of the Executive Board.
- 1.3 Prior to Annual Session, Trustees from odd numbered components (i.e., 1,3,5...) shall be elected by their component in odd numbered years and Trustees from even numbered components (i.e., 2,4,6...) shall be elected in even numbered years.

Section 2. Officers The officers of the Executive Board shall be a Chairman, who is the President of the Association, and a Secretary.

- 2.1 Duties- The Chairman of the Board shall preside at all meetings of the Executive Board. The Recording Secretary of the Association shall serve as the Secretary of the Executive Board and as the custodian of its records.
- 2.2 Vacancies In the absence of the President, the President-Elect will serve. In the absence of the President-Elect, the Vice-President shall serve. In the absence of all three, the voting members of the Board shall elect a chairman pro tem. In the absence of the Recording Secretary, the President shall appoint a Secretary pro tem.

Section 3. Duties of the Executive Board

- 3.1 The Executive Board shall be the administrative body of the Association, but vested with full power to conduct all business of the Association. In addition, the Executive Board shall have the power to enact interim policies when the House of Delegates is not in session and when such policies are necessary to the proper conduct of Association affairs. All such policies shall be reported to the House of Delegates for ratification at the Annual Session immediately following their enactment.
- 3.2 The duties of the Executive Board shall include, but not be limited to:
  - 3.2.1 Be responsible for all property, real and personal, owned or held by the Association.
  - 3.2.2 Establish the fiscal year of the Association.
  - 3.2.3 Cause the accounts of the Association to be audited annually.
  - 3.2.4 Review and adopt a balanced annual budget of the funds necessary to the proper conduct of Association activities for the next fiscal year, and approve such amendments to the budget as necessary or appropriate and supported by a contingency fund whereby access to the fund is protected by Association policy.

- 3.2.5 Receive the reports of the officers and Councils of the Association and make recommendations to the House of Delegates Reference Committees.
- 3.2.6 Submit an Annual Report to the House of Delegates reporting the activities of the Executive Board.
- 3.2.7 Perform such other duties as are prescribed by the mandates of the House of Delegates and the Bylaws of this Association.
- 3.2.8 Adopt such rules and regulations for the conduct of the affairs of the Association, as it deems necessary or appropriate.
- 3.2.9 Appoint such agents, attorneys and others, as it deems necessary or appropriate.

#### Section 4. Meetings

- 4.1 Regular Meetings There shall be a minimum of three regularly scheduled meetings of the Executive Board each year. The time and place shall be determined by the President with Executive Board approval.
- 4.2 Special Meetings Special meetings of the Executive Board shall be called by the President, or by the President upon written request of a majority of the voting members of the Executive Board. The call for the meeting shall be issued at least ten days prior to the date set for the meeting. Two-thirds consent of the Executive Board shall waive the ten days notice for a special meeting to be held during Annual Session. The call for a special meeting shall state the business to be considered and no other business shall be transacted during the special meeting.
- 4.3 Meeting by Conference Call or other means of live communication. Any action to be taken at a meeting of the voting members of Executive Board 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. In matters concerning the Executive Board, the necessity for such a meeting will be determined by the current VDHA President. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of forty-eight (48) hours prior to the meeting. The conference may be accessed by the most convenient method for the members such as but not limited to smart phones, personal computer, or telephone. Committee chairpersons may also use this format for internal committee discussions.
- 4.4 Quorum. A majority of the voting members of Executive Board and its elected non-voting members shall constitute a quorum for the transaction of business at any duly called meeting of the Board; provided that when less than a quorum is present at said meeting, the Board members present shall adjourn the meeting to another time without further notice.
- 4.5 Manner of Acting. The act of a majority of Trustees present at a duly called meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 5. Mail/Email Ballot Action approved by a unanimous vote of the voting members of the Executive Board by mail/email ballot shall be binding and effective as if such action were taken in a regular or special meeting of the Executive Board, providing however, that any one voting member of the Executive Board may challenge the validity of a mail/email ballot on the grounds that insufficient information is available to ensure proper consideration of the question. If the challenge is subsequently corrected to the satisfaction of the challengers, the challenge shall be withdrawn and vote taken. Otherwise, the question shall be postponed until the next meeting of the Executive Board. The results of the mail/email ballot shall be ratified at the next Executive Board meeting.

Section 6. Executive Board Actions There shall be a document known as the Executive Board Actions. It shall contain all motions and directives adopted by the Executive Board. This document will be updated annually and distributed to all Executive Board members.

### **Article VIII** Elective Officers

Section 1. Elective Officers The elective officers of this Association shall be the President-Elect, Vice-President, Recording Secretary, Treasurer, Speaker of the House, and Alternate Speaker of the House.

Section 2. Qualifications - All elected officers shall be voting members of the Association. A component Trustee shall also be a member of the component to be represented.

Section 3. Term of Office

- 3.1 The term of office for the President-Elect, Immediate Past President, Recording Secretary and alternate Speaker shall be for one year. Vice President, Speaker of the House, and Treasurer shall be for two years or until their successors are elected and shall begin at the close of the session at which elected.
- 3.2 The President-Elect, upon completion of the term of office, shall succeed to the office of President without election; to serve a term of one year or until a successor assumes office.
- 3.3 The President, upon completion of the term of office, shall become the Immediate Past President. The Immediate Past President shall be the living Association member who most recently has served at least a full term in the office of President.
- 3.4 The Trustee shall be elected by their Components and confirmed by the House of Delegates and serve a term of two years or until a successor is elected. The Trustee is a voting member of the Executive Board.
  - 3.4.1 Trustees serve as nonvoting liaisons to their Component Delegates in the House of Delegates.
- 3.5 The two elected members to the Budget and Finance Committee shall not be members of the Executive Board. The elected members shall serve staggered two-year terms.

#### Section 4. Vacancies

- 4.1 In the event of a vacancy in the office of President, the President-Elect shall serve as President for the unexpired term, and the full term immediately following.
- 4.2 In the event of a vacancy in the office of President-Elect, it shall be filled by a majority vote of the Board or at the next Annual Session in accordance with these Bylaws.
- 4.3 In the event of a vacancy in the offices of President and President-Elect, the Vice-president shall serve as President for the unexpired term.
- 4.4 In the event of a vacancy in the office of Vice-President, Recording Secretary, Treasurer, or Speaker of the House or Alternate Speaker of the House it shall be filled by a majority vote of the Executive Board.
- 4.5 In the event a vacancy in the office of Speaker of the House occurs during Annual Session and the Alternate Speaker of the House cannot serve, the House of Delegates shall elect a successor for the unexpired term.
- 4.6 In the event of a vacancy in the office of one of the Component Trustees, the Component who's Trustee has resigned shall elect a successor for the unexpired term, and this successor shall be approved by the Executive Board. If the Component does not elect a successor the President of the Association shall appoint one with Executive Board approval, for a term of one year or until their successor is elected.
- 4.7 In the event of a vacancy in the elected members of the Budget and Finance Committee, it shall be filled by a majority vote of the Executive Board.
- 4.8 In the event of a vacancy in the office of Immediate Past President, the office shall remain vacant until the next Annual Session. The duties of the Immediate Past President shall be appointed by the President and approved by majority vote of the Executive Board.

#### Section 5. Duties

- 5.1 The President shall be the Chairman of the Executive Board, and shall have general supervision and direction of all officers of the Association and see that their duties are properly performed. The President shall address the opening meeting of each Annual Session and shall submit to the House of Delegates an annual written report on the activities of the President.
- 5.2 The President-Elect shall perform such other duties as may be assigned by the Executive Board or the President; shall submit to the House of Delegates a written report of the duties performed; and shall, in the absence or inability of the President to serve, perform the duties of the President.
- 5.3 The Vice-President shall perform such duties as may be assigned by the Executive Board or by the President.
- 5.4 The Treasurer shall ascertain the financial condition of the Association and shall be attentive to fiscal matters and shall perform such other duties as may be assigned by the Executive Board or the President.
- 5.5 The Speaker of the House shall consult with the President as needed for the orderly operation of the House of Delegates and shall perform such other duties as may be assigned by the Executive Board and shall preside at the meetings of the House of Delegates.
- 5.6 The Alternate Speaker of the House shall serve as the Sergeant-at Arms.

- 5.7 Trustees shall serve as members of the Executive Board, report to the represented Component the actions of the Executive Board, and perform such other duties as assigned by the Executive Board. Each Trustee shall submit an annual written report of their duties to the House of Delegates.
- 5.8 The Immediate Past-President shall perform such duties as assigned by the Executive Board or the President, and shall submit to the House of Delegates a written report of duties performed.

Section 6. Compensation Officers, as such, shall not receive any compensation for their services as officers but the Executive Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association.

Section 7. Resignation or Removal Any officer may resign at any time by giving written notice to the President or the Executive Board. Such resignation shall take effect at the time specified, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Executive Board. Any officer may be removed for cause by a two-thirds vote of the Body which elected said officer at any regular or special meeting at which a quorum is present. Sufficient cause for such removal may be violation of these Bylaws, the Principles of Ethics of the profession or any lawful rule, practice or procedure duly adopted by the Executive Board or House of Delegates or any other conduct deemed by the House of Delegates to be prejudicial to the best interests of this Association. For removal of an officer, it shall be necessary for the Body which elected said officer, to conduct a formal hearing, and such body may adopt such procedures as it deems necessary or appropriate for consideration of the removal of any officer pursuant to this section, provided due process is afforded to the party in question. Any officer who is no longer eligible for membership in the Association, or who is suspended or expelled from membership, shall be deemed to have automatically resigned from such office upon the date the ineligibility, suspension or expulsion becomes effective.

#### **Article IX**

##### **Appointive Positions**

Section 1. Appointive Positions - The appointive positions of this Association shall be the Editor of the Newsletter, the Historian, the Virginia Dental Hygienists' Association Consultant to the Virginia Board of Dentistry, committee Chairmen, Consultants, the Corresponding Secretary, the House of Delegates Secretary, the House of Delegates Pages, and such other officers as may be established by the Executive Board for the proper conduct of Association affairs.

Section 2. Qualifications- Qualifications for appointive positions shall be determined by the Executive Board.

Section 3. Appointment Upon approval of the Executive Board, the President shall appoint Association members to the Appointive Positions.

Section 4. Vacancies- Vacancies shall be filled as they occur by a majority vote of the Executive Board.

Section 5. Duties- The persons holding Appointive Positions shall perform those duties prescribed by the Executive Board except as otherwise provided in these Bylaws and as outlined in the Scopes Manual.

#### **Article X**

##### Election Procedures

Section 1. Nomination of Candidates for Offices to be filled by House of Delegates one or more nominations for each of the elective offices shall be presented annually to the House of Delegates. Additional nominations of qualified individuals may be made from the floor of the House of Delegates.

##### Section 2. Elections

2.1 The elective officers shall be elected by the House of Delegates at its Annual Session.

2.2 The confirmation of the Component Trustees shall be done at the Annual Session.

2.3 The election of officers shall be by ballot vote.

2.4 The majority of ballots cast shall elect. In the event no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the greatest number of votes shall be voted upon again by ballot.

Section 3. Installation Elective officers shall be installed and Trustees confirmed at the meeting of the House of Delegates following their election during Annual Session.

#### **Article XI**

##### Meetings and Procedures

Section 1. Annual Session of the Association There shall be one general meeting of the Association each year, which shall be designated the Annual Session of the Association, at which will be scheduled the Annual Session of the House of Delegates and such other activities as directed by the House of Delegates and the Executive Board. The time and place of each Annual Session shall be determined by the Executive Board. The Executive Board shall cause to be published in the official publication of the Association notice of the time and place the Annual Session is to convene.

##### Section 2. Admission to Annual Session

2.1 All members of this Association shall be entitled to admission to the Annual Session and all of its meetings unless otherwise stipulated by the House of Delegates or by the Executive Board.

2.2 Participants shall not take part in the Annual Session until officially registered. Participants shall be issued badges upon registration.

2.3 Delegates and Alternate Delegates shall be pre-registered and receive special identification badges.

- 2.4 Registered participants shall be admitted to the Annual Session in accordance with the rules and regulations established by the House of Delegates or Executive Board and outlined in the Scopes Manual.
- 2.5 Guest badges may be issued at the discretion of the Annual Session Planning Committee.

Section 3. Quorum Two-thirds of the voting members of the House of Delegates, a majority of the Executive Board, a Council, or a Committee shall constitute a quorum. In the absence of a quorum, those voting members present may adjourn the meeting until such time as a quorum is present.

Section 4. Rules and Procedures All meetings of the Association shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these Bylaws or procedures adopted by the House of Delegates or Executive Board.

## **Article XII** Publications

Section 1. Official Publications- The Association shall publish or cause to be published an official Publication, entitled The Virginia Curet.

Section 2. Objectives- The objective of all publications of the Association shall be to report, chronicle, and evaluate all significant activities and developments of scientific and professional interest to the Dental Hygiene profession.

Section 3. Frequency of Issue- The frequency of issue shall be determined by the Executive Board.

Section 4. Official Transactions and Reports- The official actions of the House of Delegates and the Executive Board and reports of officers, councils, and of committees shall be published under the direction of the Recording Secretary.

Section 5. Additional Publications- The Executive Board may authorize such additional publications as it shall deem to be in the best interests of the Association.

## **Article XIII** Representation in ADHA

Section 1. District Trustee This Association, along with such other designated Constituents named by the American Dental Hygienists' Association, shall compose District III of the American Dental Hygienists' Association. The qualifications, nominations, elections, installations, vacancies and duties of the District Trustee shall be those determined by the Bylaws of the American Dental Hygienists' Association.

Section 2. House of Delegates This Association shall be represented by Delegates and Alternate Delegates as provided in the Bylaws of the American Dental Hygienists' Association.

- 2.1 Delegates and Alternate Delegates shall be voting members of this Association.

- 2.2 The Immediate Past President and President shall serve as the first two Association Delegates to the American Dental Hygienists' Association. If more than two Delegates are certified by the American Dental Hygienists' Association the additional Delegates shall be elected from the membership of this Association, one year prior to their term by the House of Delegates.
- 2.3 The President-Elect shall serve as the first Alternate Delegate to the American Dental Hygienists' Association House of Delegates. The additional Alternate Delegates shall be elected from the general membership of this Association. In the event that a Delegate or Alternate is unable to attend, the individual having the highest amount of votes (at the VDHA Annual Session) for the position of Delegate/Alternate Delegate shall be given an opportunity to participate. If it is determined that all individuals who ran for this position are unable to attend, the VDHA President shall appoint an Alternate Delegate(s) with the approval of the Executive Board.
- 2.4 These Delegates and Alternate Delegates shall serve for a term of one year, or until their successors are elected.

Section 3. Duties- The duties of these officers shall include but not be limited to:

- 3.1 Represent the Association at all sessions of District III and the American Dental Hygienists' Association House of Delegates.
- 3.2 Keep this Association's membership informed of American Dental Hygienists' Association's activities.
- 3.3 Assist the American Dental Hygienists' Association's officers and the Central Office Staff as requested.

#### **Article XIV**

##### Liaison to the ADHA Institute for Oral Health

Section 1. Executive Board Recommendation for Appointment Upon approval of the Executive Board, the President shall recommend a liaison to the District III Trustee, for possible inclusion in the Trustee's recommendation to the ADHA Immediate Past President.

#### **Article XV**

##### Committees and Councils

Section 1. Classification and Duties

- 1.1 Standing Committees- The Standing Committees of this Association shall be established by the House of Delegates or Executive Board and shall continue to exist until the House of Delegates acts to terminate them. These Committees, their responsibilities, and procedures shall be defined in the Virginia Dental Hygienists' Association Scopes Manual.
- 1.2 Councils Any two or more of the Committees may exist and function together as a Council. The Councils of this Association shall be established by the House of Delegates or Executive Board and shall continue to exist until the House of Delegates acts to terminate them. These Councils, their responsibilities and procedures shall be defined in the Virginia Dental Hygienists' Association Scopes Manual.

- 1.3 Special Committees Special Committees of this Association shall be established by the House of Delegates or by the Executive Board and shall automatically terminate upon completion of the task for which they were established. The responsibilities and procedures of these Committees shall be outlined in the Virginia Dental Hygienists' Association Scopes Manual.
- 1.4 Duties
  - 1.4.1 Committees shall have such duties as are designated by either the House of Delegates, the Executive Board or as described in the Association's Scopes Manual, including the preparation and filing of such reports as may be necessary or appropriate. Committees shall report directly to the appropriate Council unless otherwise directed.
  - 1.4.2 Councils shall have such duties as are designated by either the House of Delegates, the Executive Board or as described in the Association's Scopes Manual, including the preparation and filing of such reports as may be necessary or appropriate. Councils shall report directly to the Board and shall submit an annual report to the House of Delegates.

Section 2. Composition All Standing and Special Committees and Councils shall be composed of voting members of this Association. The composition of Standing Committees, Special Committees, and Councils shall be defined in the Association Scopes Manual.

- 2.1 Elected Members of Committees There will be two members elected, other than Trustees, to serve on the Budget and Finance Committee.

Section 3. Appointment The Chairmen of Standing Committees shall be appointed by the President with Executive Board approval. Members of Special Committees, one of whom shall be designated to serve as Chairman, shall be appointed by the President. Vacancies shall be filled in the same manner as appointments. Members of committees shall serve for a term of one year or until the committee is disbanded, whichever is sooner.

Section 4. Consultants All Committees and Councils of this Association, both Standing and Special, may request the President to appoint one or more consultants when the need for special assistance can be demonstrated.

#### **Article XVI** Code of Ethics

Section 1. Professional Conduct of Members- The Code of Ethics of the Association as adopted by or as amended by a two-thirds vote of the members of the House of Delegates present and voting at any duly called meeting of the House of Delegates, and the Code of Ethics of the American Dental Hygienists' Association, shall govern the professional conduct of all members.

#### **Article XVII** Miscellaneous

Section 1. Use of Funds- The Association shall use its funds only to accomplish the objectives and

purposes specified in these Bylaws, and no part of its funds shall inure, or be distributed to the members of the Association, except for charitable purposes of the Association. Charitable purposes shall be defined as activities, programs, services and/or professionals that advance the mission and vision of Association.

Section 2. Dissolution In the event of the dissolution of the Association, the Executive Board 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 executive board 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.

Section 3. Indemnification The Association shall have the power to indemnify any person who is or was a Delegate, Trustee, officer, employer or agent of the Association or who is or was serving at the request of the Association as a Delegate, Trustee, director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted by law. The Association may purchase and maintain insurance on behalf of any person who is or was a Delegate, Trustee, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a Delegate, Trustee, director, officer, employee or agent of another association, corporation partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the association would have the power to indemnify him or her against such liability.

Section 4. Representation in other Professional Associations

- 4.1 The Virginia Dental Hygienists' Association has the prerogative to be represented or to hold membership in other professional associations with the approval of the Executive Board and the ratification by the House of Delegates of this Association. Criteria for and regulations concerning membership or representation in other professional associations shall be determined by that professional association. Membership in other professional associations shall not be in conflict with the Bylaws or Principles of Ethics of this Association.
- 4.2 Representatives to said professional associations shall be elected by the Executive Board and ratified by the House of Delegates.

Section 5. Implementation Aids for Bylaws There shall be a document known as the Scopes Manual which shall function as a supplement to, and guideline for carrying out the Association Bylaws. It shall contain a section for each office, committee, and Council of

this Association. This Manual is to be a working document of guidelines for the operation of business and activities of this Association.

Section 6. Reimbursement Persons submitting reimbursements to the Treasurer must do so within 30 days of the incurred expense date. Failure to submit receipt within stated time frame will result in the loss of reimbursement. Treasurer must remit reimbursement within 30 days of receipt. Failure of the Treasurer to remit reimbursement within stated time frame, may result in an external audit or audit by the Executive Board.

#### **Article XVIII** Amendments

Section 1. Amendments These Bylaws may be repealed, amended in whole or in part, or new provisions added, by a two-thirds affirmative vote of the members of the House of Delegates present and voting at any regular meeting or any special meeting called for that purpose, provided written and/or electronic notice of the nature of the proposal shall have been sent to all Delegates at least 60 days prior to any such meeting. If an electronic notice is sent, the maker will have written copies of the proposed change available for the Pre Annual Session Executive Board Meeting. A new proposed bylaw or bylaw change can be presented at the 1<sup>st</sup> House of Delegates as "New Business". Each proposal must be adopted by the affirmative vote of  $\frac{3}{4}$  of the Delegates to be presented and referred to a reference committee. The maker of the proposed change must provide and distribute copies to the entire House of Delegates.

Section 2. Effective Date - Any action relative to changes in these Bylaws shall become effective upon the date provided in the proposed change or if no date is set forth, the effective date shall be the date upon which the change is adopted

#### **Article XIX** Supremacy

These 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 the Executive Director of ADHA.

Updated through Annual Session April 2011