

WASHINGTON STATE DENTAL HYGIENISTS' ASSOCIATION

BYLAWS

ARTICLE I. ORGANIZATION

SECTION 1. Name. The name of this Association is the Washington State Dental Hygienists' Association, and when used in official relationship to the ADHA and its brand, it is identified by the name, Washington Dental Hygienists' Association, and will hereinafter be referred to in these Bylaws as "The Association."

SECTION 2. Association. Washington State Dental Hygienists' Association, also known as Washington Dental Hygienists' Association (WDHA), is a Constituent of a tripartite organization. Voting and supporting members maintain membership in the ADHA and in a local component.

SECTION 3. Incorporation Status. The Association is a non-profit organization incorporated under provisions of Chapter III, Title 25, Remington's Compiled Statutes of the State of Washington.

SECTION 4. Office. The Association shall maintain a registered office, the location to be determined by the Board of Trustees of the Association.

ARTICLE II. OBJECTIVES

The objectives of the Association are to cultivate, promote, sustain and elevate the art and science of dental hygiene, represent and safeguard the common interests of the members of the dental hygiene profession and contribute to the improvement of the health of the public.

ARTICLE III. MEMBERS

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 (Washington State Dental Hygienists' Association Policies, III. Special Criteria and Guidelines), 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. Voting Members.

1. **Professional Members.** 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. **Life Members.** A professional member of the Association shall be eligible for Life Membership for outstanding contributions to both dental hygiene and the Association upon unanimous vote of the Board of Trustees and majority vote of the House of Delegates. Any member who has served and

completed the term of office as President of ADHA shall automatically become a Life Member. Life Members shall be exempt from fees at Association-sponsored functions.

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

4. 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 such member's Constituent and/or Component, and must be accompanied by proof of eligibility each year.

B. Non-Voting Members.

1. International Members. International membership may be granted to any individual who (i) resides outside of the United States; and (ii) holds a valid license to practice as a dental hygienist.

2. Student Members. Student membership may be granted to any student (i) currently enrolled in an accredited dental hygiene program; or (ii) who has graduated from an accredited dental hygiene program and is currently pursuing a baccalaureate or graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education. Students must submit a membership fee to ADHA for national membership and a separate assessment to the Constituent. (See Article III. Members, Section 3.B.2. and Article VII. Meetings, Section 2.A.2. for student representation at state or national House of Delegates.)

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

4. Honorary Members. Honorary membership may be granted by the House of Delegates to any individual who (i) is not a dental hygienist; (ii) has made outstanding contributions to dental hygiene or dental health; and (iii) has been nominated by the Board of Trustees.

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

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

SECTION 3. Rights of Members.

A. Voting Members.

Professional, Life, Senior Members and Members with Disabilities shall be entitled to vote, hold office, be elected as delegate or alternate delegate to state or national House of Delegates, be elected or appointed to any office, council or committee of the Association, Component or national association, shall receive subscriptions to official publications of the Association, shall be admitted to any general or committee meetings of the Association, and have such other rights as the Board of Trustees or the House of Delegates may determine. Life members shall be exempt from fees at Association-sponsored functions.

B. Non-Voting Members.

1. Non-Voting members shall have access to the state official publications of the Association and admission to any general meeting or continuing education courses upon payment of designated

fees and/or costs, and such other rights as the Board of Trustees or House of Delegates may determine.

2. **Student Members.** One student member shall be eligible to serve as a student delegate or alternate student delegate to the state or national House of Delegates, be elected or appointed to any office, council or committee of their state or national Student Organization. Student members shall receive subscriptions to official publications of the Association(s), shall be admitted to any general or committee meetings of the Association, and have such other rights as the Board of Trustees or the House of Delegates may determine.

SECTION 4. Dues. The annual dues for all members of the Association, and other assessments, if any, shall be determined by the Board of Trustees by a two-thirds (2/3) affirmative vote of those present and voting. Life, retired and honorary members shall be exempt from Constituent dues and assessments.

SECTION 5. Resignation. Members desiring to resign from the Association shall submit such resignation in writing to the Treasurer of the Association. A member's resignation will be considered to be in "good standing" if there is no violation of the Association's Code of Ethics for Dental Hygienists, and if all dues, fees and assessments are paid.

SECTION 6. Reinstatement. Members who have resigned from membership in "good standing" or been inactivated for non-payment of dues or assessments may be reinstated upon (a) payment of current dues and any assessments; (b) application to the Association. Any member whose membership has been terminated or suspended for cause must petition the Board of Trustees and show just cause for reinstatement and meet any requirements or stipulations established by the Board of Trustees.

SECTION 7. Suspension or Termination of Membership. Membership in the Association may be suspended or terminated by the Board of Trustees for cause. Sufficient cause may include violation of these Bylaws, Code of Ethics for Dental Hygienists, lawful rules or practices adopted by the Association, conduct deemed by the House of Delegates to be prejudicial to the best interest of the Association, suspension or expulsion from any Component, failure to fulfill continuing education requirements of the Association or State Licensing Committee, and failure to pay dues, assessments or fees which remain in arrears for 45 days. A statement of the suspension/termination allegations must be sent by registered mail to the last recorded address of the member, accompanied by notice of the time and place of the meeting at which a decision will be made relevant to said action.

ARTICLE IV. ELECTED OFFICERS

SECTION 1. Board of Trustees. The Elected Officers of the Association shall be the Board of Trustees of the Association and shall include the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Speaker of the House and one Trustee from each Component. The Executive Director shall be an ex-officio member without vote.

SECTION 2. Qualifications. All elective officers shall be Voting Members, and a member of a Component within the Constituent. A Component Trustee shall be a voting member of the Component that the Trustee represents. Any person running for the office of President-Elect must have served on the Board of Trustees or as a Committee Chairperson for a minimum of one year within the previous six years.

SECTION 3. Nominations. The Nominating Chairperson shall present at least two nominations for each elective office, if possible. Additional nominations may be made from the floor of the House of Delegates.

SECTION 4. Elections. All elected officers shall be elected by ballot by the House of Delegates to serve for their designated terms or until successors are elected. In the event that no candidate receives a majority of the votes on the first ballot, the two candidates receiving the highest number of the votes shall be voted upon again by ballot until a majority is obtained. Elections for the offices of Secretary and Speaker of the House shall occur in even years. Elected officers shall be installed at Annual Session following their election. Trustees shall be elected by their Components and installed at the Annual Session following their election.

Trustees of Components will be elected on an odd or even basis according to the "numerical order" of Component addition (e.g. Component #9 Trustee will be elected in odd years, Component #10 Trustee will be elected in even years). Trustee elections are as follows:

A. Even Numbered Component Trustee Elections. Eastern Washington, Yakima Valley, Mt. Baker, Columbia Basin, Olympic Peninsula, South King County, Lake Washington.

B. Odd Numbered Component Trustee Elections. Greater Seattle, Mt. Rainier, Southwest Washington, Snohomish County, Kitsap Peninsula, Capitol, North Central Washington.

SECTION 5. Term of Office. The President-Elect and Vice President shall be elected by the House of Delegates at its Annual Session for a one (1) year term or until their successors are elected. The Secretary, Treasurer and Speaker of the House shall be elected by the House of Delegates for two (2) year terms or until their successors are elected. The President, upon completion of the term of office, shall succeed to the office of Immediate Past President without election to serve for a term of one (1) year. The President-Elect shall succeed to the office of President without election to serve for a term of one (1) year or until a successor is elected.

SECTION 6. Vacancies. Should the office of President become vacant, the President-Elect shall serve as President for the unexpired term of the President and the term immediately following. Should the office of President-Elect become vacant, the Vice President shall serve as the President-Elect for the unexpired term. Should the office of Vice President, Secretary or Treasurer become vacant, the President shall appoint a successor for the unexpired term, with approval of the Board of Trustees. Should the office of Speaker of the House become vacant, the House of Delegates shall elect a successor for the unexpired term at the next Annual Session. Should the office of Component Trustee become vacant, the President, upon consultation with the Component officers, shall appoint a voting member of that Component to serve until the next Annual Session when the Component shall fill the vacancy for any unexpired term. Should the office of Immediate Past President become vacant, it shall remain vacant until the next Annual Session.

SECTION 7. Resignation. Any elected officer may resign by submitting the resignation in writing to the Board of Trustees.

SECTION 8. Removal from Office. Any elected officer may be removed for cause by two-thirds vote of the body that elected the officer. Sufficient cause for such removal may be violation of these Bylaws, the Code of Ethics for Dental Hygienists, or any lawful rule, practice or procedure duly adopted by the Board of Trustees or the House of Delegates, or any other conduct deemed by the House of Delegates to be prejudicial to the best interests of the Association. For removal of an elected officer for cause, it shall be necessary for the body that elected that officer to conduct a formal hearing, and that body may adopt such procedures as it deems necessary and appropriate for consideration of removal, provided due process is afforded the officer in question.

SECTION 9. Compensation. No elected officer, with the exception of the President, shall receive compensation for service as an officer; however, the Board of Trustees may authorize reimbursement of expenses incurred in the performance of their duties for the Association, and prescribe procedures for approval and payment of such expenses.

ARTICLE V. DUTIES OF OFFICERS

SECTION 1. General. Officers shall perform the duties prescribed by these Bylaws and by the Parliamentary authority adopted by the Association and the Policies and Procedures adopted by the Board of Trustees and the House of Delegates. The Board of Trustees shall be the administrative body of the Association vested with the full power to conduct all business of the Association. The Board of Trustees shall have power to enact interim policies necessary to conduct Association affairs when the House of Delegates is not in session, provided all such policies are presented to the House of Delegates for ratification at the next session following their enactment. The Board of Trustees shall be responsible for all property, real and personal, owned and/or held by the Association, shall establish the fiscal year of the Association, may cause

either a review or an audit of the accounts by a certified public accountant at the discretion of the House of Delegates or Board of Trustees, shall prepare an itemized budget of funds necessary to properly conduct Association activities the following year, shall submit an annual report to the House of Delegates reviewing activities of the Board of Trustees and the appointive officers, and shall review reports of officers and committees of the Association and make recommendations to the House of Delegates concerning these reports. The Board of Trustees shall meet at least four (4) times annually, the time and place of these meetings to be determined by the President after consultation with members of the Board.

SECTION 2. President. The President shall have general supervision and direction of all officers of the Association, shall be Chair of the Board of Trustees, shall preside over meetings of the Board of Trustees, shall address the opening meeting of the Annual Session, shall submit a written annual report to the House of Delegates, shall serve as Speaker of the House in the absence of the Speaker, shall appoint, with the approval of the Board of Trustees, all chairs and members of standing, ad-hoc or special committees and shall be an ex-officio member, without vote, of all committees except the Nominating Committee. The President shall also perform all duties directed by the Board of Trustees and House of Delegates that are not in conflict with the Bylaws or parliamentary authority of the Association.

SECTION 3. President-Elect. The President-Elect shall have the powers of and perform the duties of the President during any absence or disability of the President, shall have such other powers and duties as may be determined by the Board of Trustees and President and shall submit a written annual report to the House of Delegates. The President-Elect shall also serve as the liaison to all student chapter organizations in the state.

SECTION 4. Vice President. The Vice President shall have such powers and duties as may be determined by the Board of Trustees or President and shall submit a written annual report to the House of Delegates.

SECTION 5. Immediate Past President. The Immediate Past President shall serve in an advisory capacity to the President and Board of Trustees, shall have such powers and duties as may be determined by the Board of Trustees or President and shall submit a written annual report to the House of Delegates. The Immediate Past President shall also serve as the liaison to ADHA's Institute for Oral Health and fulfill the duties as needed for this position.

SECTION 6. Treasurer. The Treasurer shall consult with the Executive Director concerning the books and financial records in ascertaining the financial condition of the Association, shall be attentive to fiscal matters, shall insure presentation of an annual budget for approval by the Board of Trustees and shall have such other powers and duties as may be determined by the Board of Trustees or the President.

SECTION 7. Secretary. The Secretary of the Association shall serve as recording officer of the Board of Trustees and the House of Delegates and custodian of its records, and shall provide a transcript of the proceedings of each meeting within thirty (30) days of adjournment. The Secretary shall submit a written annual report to the House of Delegates.

SECTION 8. Speaker of the House. The Speaker of the House shall preside over the meetings of the House of Delegates, shall consult with the President and the Executive Director as necessary for the orderly operation of the House of Delegates, shall cause to be published in the official publication of the Association official notice of the time and place of each session of the House of Delegates at least sixty (60) days in advance of the Session, shall insure the electronic publication and distribution of the Delegates Manual, including the official actions and transactions of the House of Delegates and reports of the Board of Trustees, Officers and Committees, Resolutions and information necessary for conduct of the House of Delegates at least thirty (30) days prior to the Session, and shall submit a written annual report to the House of Delegates.

SECTION 9. Component Trustees. Component Trustees shall discharge their powers and duties on the Board of Trustees so as to be in the best interests of the entire Association and shall report to the Components the actions taken by the Board of Trustees, shall perform such other duties as may be determined by the Board of Trustees, President or House of Delegates and shall submit a written annual Component report to the House of Delegates.

SECTION 10. Meetings. The Board of Trustees shall meet at least four (4) times annually, the time and place of these meetings to be determined by the President after consultation with members of the Board.

SECTION 11. Special Meetings. Special meetings of the Board may be called by the President or shall be called upon written request of a majority of the voting members of the Board of Trustees. Ten (10) days notice shall be given and business shall be limited to that which is stated in the call.

ARTICLE VI. APPOINTIVE OFFICERS

SECTION 1. Definition. The appointive positions of the Association shall be established by the Board of Trustees for proper conduct of the Association.

SECTION 2. Qualifications and Appointments. Qualifications for appointive positions shall be determined by the Board of Trustees. A majority vote of the Board of Trustees shall be necessary for appointments, which shall be for a term of one (1) year. Vacancies in appointive positions shall be filled by Presidential appointment and majority vote of the Board of Trustees.

SECTION 3. Duties. The appointive positions shall perform those duties prescribed by the Board of Trustees except as otherwise provided in these Bylaws.

A. Publication Director/Newsletter Editor. The Executive Director shall serve as Publications Director and shall be responsible for the solicitation and selection of publication articles, content and advertisements. All selected articles and content shall be in concordance with Association Bylaws and Policies. The Director can appoint such editorial committees as deemed necessary for the fulfillment of article and content selection shall insure the frequency of issue and subscription rates for all Association publications as determined by the Board of Trustees and shall submit a written annual report to the House of Delegates.

ARTICLE VII. MEETINGS

SECTION 1. Annual Session. The annual meeting of the Association shall be known as the Annual Session and shall be held at the time and place determined by the Board of Trustees and at which time the House of Delegates shall meet.

SECTION 2. House of Delegates. The House of Delegates shall be represented by Delegates and Alternate Delegates as provided in the Association Bylaws. The House of Delegates shall be the legislative body of the Association with authority to determine policies that govern the Association in all of its activities, subject to these Bylaws and the laws of the State of Washington.

A. Voting Members.

1. Delegates and Alternate Delegates. Delegates and Alternate Delegates must be a Voting Member in good standing and have been a member of the Association the year prior to and year of the House of Delegates meeting, with the exception of new members who must be a professional member the year of the meeting date. Delegates and Alternate Delegates shall be elected by Voting Members of each Component. An Alternate Delegate shall be entitled to represent the Component only in the absence of the Delegate.

2. Student Delegates and Alternate Student Delegates. Each Student Delegate and Alternate Student Delegate must meet the student membership requirements and have been a member of the Association the year prior to and/or year of the House of Delegates meeting.

B. Non-Voting Members.

The non-voting members of the House of Delegates shall be the elected and appointed officers of the Association.

C. **Certification.** Each Component shall file with the Association the names of duly elected Delegates and Alternate Delegates no later than thirty (30) days prior to the Annual Session. Each dental hygiene educational institution shall file with the Association the name of the elected Student Delegate and Alternate Student Delegate no later than fifteen (15) days prior to the Annual Session. Determination of Component representation in the House of Delegates shall be made sixty (60) days prior to the Annual Session. A Component with ten (10) or fewer voting members shall be entitled to be represented by one (1) Delegate and one (1) Alternate Delegate. A Component with more than ten (10) voting members shall be entitled to be represented by one (1) Delegate and one (1) Alternate Delegate for each ten (10) voting members. Each accredited Dental Hygiene Institution in the State of Washington is entitled to one (1) Student Delegate and one (1) Alternate Student Delegate.

D. **Officers.** The officers of the House of Delegates shall be the Speaker of the House and the Secretary of the Association. In the absence of the Speaker of the House, the President shall serve as the Speaker. In the absence of the Speaker of the House and the President, the President-Elect will serve as the Speaker of the House. In the absence of the Secretary, the Speaker of the House will appoint a Secretary of the House pro-tem.

E. **Duties.** The Speaker of the House shall preside at all meetings of the House of Delegates. The Speaker shall cause to be published in the Official publication of the Association official notice of the time and place of each session of the House of Delegates and notify each Delegate and Alternate Delegate individually. The Secretary shall serve as recording officer of the House of Delegates and custodian of its records, and shall provide a transcript of the proceedings of each meeting of the House of Delegates within thirty (30) days of adjournment.

F. **Meeting.** There shall be at least one (1) session of the House of Delegates each year. There shall be one Annual Business Session and special sessions as designated by the Board of Trustees, the time and place of these meetings to be determined by the Board of Trustees.

G. **Authority and Responsibility.** The House of Delegates shall be the principal body within the Association responsible for establishing policy for the association and providing direction for matters relating to the practice of dental hygiene. In addition to other such duties set forth in the Bylaws, the House of Delegates shall:

1. Amend, alter, or repeal the Bylaws in accordance with Article XVI of these Bylaws;
2. Vote on all matters properly brought before the House of Delegates;
3. Adopt and amend the Code of Ethics governing the professional conduct of Association's members;
4. Solicit, process and communicate membership needs to the Board of Trustees;
5. Participate in the Association's strategic planning;
6. Elect members to serve on committees established by the House of Delegates;
7. Elect officers of the Association.

SECTION 3. Special Sessions. Special meetings of the House of Delegates shall be called by the President upon written request of three-fourths of the Board of Trustees or two-thirds of the delegates in attendance at the previous Annual Session of the House of Delegates. Such special meetings shall be held within fifty (50) days of such requests. The time and place of a special meeting shall be determined by the President and shall be published in the official publication of the Association or sent to the address or email address of record of each delegate. Not less than five days notice of a special meeting shall be given and only that business specified in the call shall be transacted. Delegates to the previous Annual Session or to the next Annual Session shall be the Delegates to any special meeting of the House of Delegates. The order of business of any special session of the House of Delegates shall be as follows:

Call to order
Roll
Reading of call for special meeting
Transaction of business as provided in call
Adjournment

ARTICLE VIII. GOVERNMENT

SECTION 1. Quorum. A quorum shall consist of a majority of the voting members of the House of Delegates, the Board of Trustees, committee meeting or special session of the Association.

SECTION 2. Voting. Majority vote shall decide every question that shall come before meetings of the House of Delegates, the Board of Trustees or committees, unless otherwise provided by the Association Bylaws or the laws of the State of Washington.

SECTION 3. Roberts' Rules of Order. Roberts' Rules of Order, Newly Revised, shall govern the Association in all cases to which it is applicable, when not inconsistent with the Association Bylaws or the laws of the State of Washington.

ARTICLE IX. ELECTRONIC MEETINGS

SECTION 1. Meetings. Any action to be taken at a Board of Trustees, House of Delegates, voting member, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the people so participating. Notice of an electronic meeting must be delivered at least forty-eight (48) hours prior to the meeting.

SECTION 2. Use of Communication. Any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means. Any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE X. COMMITTEES

SECTION 1. Establishment. Standing committees shall be established by the House of Delegates and shall exist until the House of Delegates terminates them. Special or ad-hoc committees shall be established by the House of Delegates or the Board of Trustees and shall have such duties as designated by the House of Delegates or Board of Trustees, and shall terminate upon completion of the task for which they were established. All committees shall prepare and submit a written annual report to the House of Delegates as directed by the Board of Trustees of the Association.

SECTION 2. Composition. Committees shall have no fewer than three (3) voting members of the Association. If cooperative efforts with other associations makes the appointment of non-members desirable, such appointments shall be made only with the approval of the Board of Trustees. The President, President-Elect, or President designate shall serve as an ex-officio member of all committees. Committees may request the President to appoint one (1) or more consultants when the need for special assistance can be demonstrated.

SECTION 3. Appointments. Chair and members of standing committees, with the exception of the Nominating Committee, shall be appointed by the President with the approval of the Board of Trustees. Members of special committees shall be appointed by the President. The Nominating Chair shall be nominated and elected at the same time and in the same manner as elected officers as provided in these Bylaws. Chairs of all committees of the Association shall serve for a term of no less than one year.

SECTION 4. Vacancies. In the event of a vacancy of a standing committee chair, the President shall appoint a successor for the unexpired term with the approval of the Board of Trustees. In the event of a vacancy in the position of Nominating Committee Chair, the Trustees will appoint a successor for the unexpired term with the approval of the Board of Trustees. In the event of a vacancy of a special committee chair, the President shall appoint a successor for the unexpired term.

SECTION 5. Duties. Committees of the Association shall perform those duties prescribed by the House of Delegates and Board of Trustees, to appoint such subcommittees as are necessary to accomplish their objectives and to submit a written annual report to the House of Delegates.

SECTION 6. Termination. Any committee chair or member may be removed for cause by two-thirds vote of the Board of Trustees. Sufficient cause for such removal may be violation of these Bylaws, the Code of Ethics for Dental Hygienists, or any lawful rule, practice or procedure duly adopted by the Board of Trustees or the House of Delegates, or any other conduct deemed to be prejudicial to the best interests of the Association. For removal of a chair or committee member for cause, it shall be possible for the Board of Trustees to conduct a formal hearing, and that Board of Trustees may adopt such procedures as it deems necessary and appropriate for consideration of removal, provided due process is afforded the individual in question and provided that the procedures are not in conflict with the Bylaws or Robert's Rules of Order.

ARTICLE XI. COMPONENTS

(INCORPORATED AND UNINCORPORATED)

SECTION 1. Definition. Voting members of the Association who are licensed, practicing or residing within a particular territory may be organized as an Incorporated or Unincorporated Component of the Association. The Board of Trustees may authorize the establishment of Incorporated or Unincorporated Components which shall (i) be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the Board of Trustees from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Trustees from time to time; (iii) enter into Incorporated or Unincorporated Component agreements with the Association; and (iv) be issued a charter. The name, geographic boundaries and other requirements for Incorporated or Unincorporated Components shall be subject to approval of the ADHA and such rules and policies as may be adopted by the ADHA and the Board of Trustees of the Constituent from time to time.

SECTION 2. Application for Recognition as a Component. The Board of Trustees, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as an Incorporated or Unincorporated Component of the Association. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office or Board of Trustees of the Association. The Board of Trustees, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Trustees may prescribe, if applicants meet the qualifications necessary for recognition as an Incorporated or Unincorporated Component.

SECTION 3. Revocation. Charters for the operation of Incorporated or Unincorporated Components may be revoked by the Board of Trustees at any time and in such manner and after such investigation as the Board of Trustees may deem necessary based on failure to adhere to the guidelines set forth in the component charter agreement with the constituent. Upon revocation of an Incorporated or Unincorporated Component's charter, the Incorporated Component immediately shall remit all of its funds and records to the Association's treasurer. Due notice shall be given by the Board of Trustees to the Incorporated or Unincorporated Component in question, and reasonable opportunity shall be allowed for the Incorporated or Unincorporated Component to meet the requirements or correct infractions before final action is taken to revoke the charter.

SECTION 4. 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) pursuant to the terms of a written agreement.

SECTION 5. Organization. Each Incorporated Component shall have a Board of Directors, officers and bylaws in such form as shall be approved by the Association's Board of Trustees. Incorporated Components must maintain voting membership categories and criteria that are identical to the Association's (with the exception of Life membership). Changes to an Incorporated Component's bylaws must receive the written approval of the Association's Board of Trustees.

SECTION 6. Meetings. Each Incorporated or Unincorporated Component will meet at least once per calendar year and may hold a meeting or meetings as it deems appropriate.

SECTION 7. Choice of Incorporated or Unincorporated Component. Members may belong to only one Incorporated or Unincorporated Component, and may join the Incorporated or Unincorporated Component of their choice based on where they reside, practice or hold a license.

SECTION 8. Transfers. A member of an Incorporated or Unincorporated Component may transfer to another Incorporated or Unincorporated Component by written request addressed to the central office of ADHA. The central office of ADHA shall affect the transfer and promptly shall notify the affected Incorporated or Unincorporated Components. Full membership privileges shall be granted to the transferring member in the new Incorporated or Unincorporated Component, and a credit for the full amount of any dues paid to the previous Incorporated or Unincorporated Component shall be applied to the dues in new Incorporated or Unincorporated Component.

ARTICLE XII. ADHA REPRESENTATION

SECTION 1. District Trustee. Districts shall be established by the ADHA House of Delegates. The Washington Constituent, together with the designated constituents named by ADHA, shall be a member of one of the districts of ADHA. The ADHA delegates of our District shall elect from among their voting members a Trustee who shall represent the members of the District on the ADHA Board of Trustees.

SECTION 2. Delegates and Alternate Delegates Nomination/Election. Delegates are to serve for a term of two (2) years and Alternate Delegates shall serve for a term of one (1) year. At least two candidates shall be submitted to the House of Delegates for each Delegate and Alternate Delegate position to be filled. Additional nominations may be made from the floor. All candidates shall be Voting Members of the Association and meet all other requirements otherwise specified in these Bylaws. In addition, to be nominated for Delegate the nominee shall have served at least two years as a

- trustee
- chair of a standing committee
- delegate to the Association House of Delegates
- student delegate to ADHA House of Delegates
- elected or appointed officer on the state level
- elected or appointed officer at the component level or any two-year combination of the above offices during the previous five (5) years. Holding two of the above positions during the same year does not meet the requirement.

To be nominated for Alternate Delegate the nominee shall have served at least one year as a:

- trustee
- member or chair of a standing committee
- delegate or student delegate to the Association House of Delegates
- elected or appointed leader at the state or component level

Election of Delegates should be so arranged so that terms expire in alternate years. Alternate Delegates shall be elected at the Annual House of Delegates meeting immediately following the election of Delegates to ADHA. Additional nominations may be made from the floor. The nominees receiving the highest number of votes shall be elected.

SECTION 3. Vacancies. In the event of a vacancy among the Delegates, the Alternate Delegate receiving the highest number of votes shall be first appointed to fill the vacancy; further appointment of vacancies shall be made in order of number of votes received.

SECTION 4. Duties. Delegates and Alternate Delegates shall represent the Association at all sessions of ADHA, inform the Association membership of ADHA activities, assist ADHA Officers and Central Office staff as requested and compile and submit a written report to the official Association publication and to the Association House of Delegates.

ARTICLE XIII. INDEMNIFICATION

The Association shall have the power to indemnify and hold harmless each Trustee and each Officer of the Association from and against any and all claims and liabilities to which they may be or become subject by reason of acting as a Trustee or an Officer of the Association, or by reason of alleged acts or omissions as a Trustee or Officer, and may reimburse each Trustee and each Officer of the Association for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided that no Trustee or Officer shall be indemnified against or reimbursed for any expenses incurred due to negligence or willful misconduct. The foregoing rights of Trustees and Officers shall not be exclusive of other rights to which they may be entitled lawfully.

ARTICLE XIV. DISSOLUTION

The Association shall use its funds only to accomplish the purposes and mission stated in these Bylaws, and no part of its funds shall inure or be distributed to the members of the Association. In the event of the dissolution of the Association, the Board of Trustees 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 to one or more regularly organized and qualified professional societies, charitable, educational, scientific, or philanthropic organizations.

ARTICLE XV. SUPREMACY CLAUSE

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

ARTICLE XVI. AMENDMENTS

SECTION 1: Proposed Amendments. The Board of Trustees and the House of Delegates may propose amendments, in whole or in part, to the bylaws. All proposed amendments of these bylaws originating from the House of Delegates must be submitted to the Board of Trustees for its prior review and approval.

SECTION 2: Approval of Amendments. Proposed amendments of these Bylaws shall be forwarded to the House of Delegates for consideration. Approval of such proposals shall require the act of two-thirds (2/3) of the entire House of Delegates at a duly called session of the House of Delegates.

SECTION 3: Notice. Notice of intent to amend these Bylaws must be (a) sent to all Delegates; or (b) published in print or online and circulated to the entire membership; or (c) published on the Association's website at least thirty days (30) prior to the session of the House of Delegates at which such amendments are to be considered. Such notice must include a general description of proposed amendments.