




American
Dental
Hygienists'
Association

Constituent Bylaws Guidelines: Check List and Sign Off *As of June 28, 2010*

Although state law takes precedence over these guidelines, it is important that ADHA constituents not be in conflict with the bylaws of the parent organization.

We have developed Constituent Model Bylaws to assist states in complying with national bylaws. The Model Bylaws reflect compliance with ADHA national bylaws. Please check the related box to indicate "yes" - the Constituent is in compliance with the guidelines.

	Guidelines	
1	Constituents that are incorporated are governed by the not-for-profit corporation laws of the state in which they are incorporated. As such, prior to adopting or revising its bylaws, a constituent should consult the laws of the state under which it is incorporated. In most cases, these laws are governed by the Secretary of State or Commonwealth and information may be found on their respective websites. [Please note that in Alaska, Hawaii and Utah the laws are governed by the Lt. Governor.] <i>Are Constituent bylaws in compliance with respective state not-for-profit corporation laws?</i>	

<p>2</p>	<p>Regarding Article I, Name and Purposes, a constituent may individualize its bylaws to reflect its purposes and mission, providing they are not in conflict with the purposes and mission of ADHA. The purposes of the constituent must be focused on the state association. Goals do not necessarily have to be included in the bylaws. If they are, it is logical for constituent goals to reflect the nature of a state organization.</p> <p>Following is Article I in the Constituent Model Bylaws for reference:</p> <p style="text-align: center;">ARTICLE I</p> <p>NAME AND PURPOSES</p> <p>Section 1. Name. The name of this corporation shall be the (insert name) (hereinafter referred to as the “Association”), an (insert state) not-for-profit corporation.</p> <p>Section 2. Purpose. In addition to the purposes set forth in the Association’s Articles of Incorporation, as may be amended, the purposes of the Association are to (insert purpose); and to conduct other activities as may be permitted by the State of (insert state) to carry out the purposes of this association.</p> <p>Section 3. Mission. (insert mission)</p> <p>Section 4. Offices. The Association shall have and continuously maintain in the State of (insert state) a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of (insert state), as the Board of Trustees may determine.</p> <p><i>Are the purposes and mission of Constituent bylaws NOT in conflict with ADHA bylaws?</i></p>	
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Only the voting and non-voting membership categories must be identical to ADHA's, with the exception of Life Membership. In some cases, a state may have granted an individual life membership. However, that individual may not be a life member of ADHA and be required to pay national dues. In other cases, such as in past ADHA Presidents, a member may have life membership on the national level but not on the state level.

If a dental hygienist meets the criteria for any one of the voting membership categories, that dental hygienist cannot be placed in a non-voting category. Privileges of membership may be adapted to the constituent. The remaining sections in this article should mirror the intent of those of ADHA, with the addition that the constituent should also be notified of a member's resignation. It is understood that constituents may establish the amount of dues for their state association.

Following is Article II in the Constituent Model Bylaws for reference:

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. Voting Members

1. **Active Members.** Active membership may be granted to any individual who (i) has either earned a certificate or professional degree in dental

	<p>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).</p> <p>2. 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.</p> <p>3. 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.</p> <p>4. Life Members. Life membership may be granted by the (insert governing body, i.e.: House of Delegates) to any active member who (insert criteria); and meets such other criteria as determined by the (insert governing body) from time to time.</p> <p>b. Non-voting Members</p> <p>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.</p> <p>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</p>	
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pursuing a baccalaureate or graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education.

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

- a. All members shall be entitled to attend the member meetings and social functions of the Association.
- b. Only Voting Members may vote for the election of delegates to the House of Delegates, hold office in the Association, its constituents and components and serve on the Board of Trustees (add if applicable: and House of Delegates). Notwithstanding anything set forth to the contrary herein, the voting members' right to vote is specifically limited to elections of Delegates, and no other matter. Each eligible voting member shall have one (1) vote in the election of delegates.

- c.** 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. Disciplinary Action/Termination of Membership.

- a.** Grounds for Discipline. The Association may discipline a member for any of the following reasons:
1. Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association;
 2. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude;
 3. Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist; or
 4. Unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.
- b.** Procedures. Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Such disciplinary actions shall be conducted in accordance with procedures established by the (insert governing body). [Note: before initiating suspension or termination proceedings, it is highly advisable to consult legal

	<p>counsel to determine the lawfulness of the grounds for seeking suspension or termination and also to obtain advice regarding the requirements for a “due process” proceeding.]</p> <p>c. Non-Payment of Dues. The membership of any member who is in default of payment of dues or assessments for more than three (3) months, ceases to be a member of the Constituent, Component, or other organization required for membership in the Association, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Trustees or their designee(s) shall establish, unless such termination is delayed by the Board of Trustees.</p> <p>Section 5. Reinstatement. Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon (i) payment of dues and any assessments; (ii) application to the appropriate Constituent or to the Board of Trustees; and (iii) meeting such additional terms and conditions as may be established by the Board of Trustees.</p> <p><i>Are the voting and non voting membership categories (Section 2., a-b) identical to the ADHA Constituent Model Bylaws and do the remaining Sections mirror the ADHA bylaws?</i></p>	
4	<p>It’s important to note that in Article IX, Committees/Councils/Task Forces, constituents do not have to list the committees in their bylaws, but if they do, it’s important to detail their respective responsibilities as they vary from committee to committee. For example, a Constituent may not have a Finance Committee because their Executive Committee handles those responsibilities.</p> <p><i>If Committees are listed in the bylaws, are all related responsibilities listed in the constituent bylaws as well?</i></p>	

5	<p>Regarding Article X, Components, this should mirror the language set forth in the guidelines. Constituents charter and have responsibility for Components, as national does for Constituents.</p> <p>Following is Article X, Section 1, of the Constituent Model Bylaws for reference:</p> <p style="text-align: center;">ARTICLE X</p> <p style="text-align: center;">COMPONENTS</p> <p>Section 1. Tripartite. The American Dental Hygienists' Association (ADHA) is a tripartite organization. Voting and Supporting members must maintain an active membership in ADHA, a Constituent and a Component (if such exist where the member is licensed, practices or resides).</p> <p>a. Components. Voting members of the Association who are licensed, practicing or residing within a particular state, commonwealth, federal district, territory or possession of the United States may be organized as a component of the Association (each of which is referred to as a "Component"). The (insert governing body) may authorize the establishment of Components which shall (i) be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the (insert governing body) from time to time; (ii) fulfill criteria for affiliation as may be established by the (insert governing body) from time to time; (iii) enter into Component agreements with the Association; and (iv) be issued a charter. The name, geographic boundaries and other requirements for components shall be subject to approval of the ADHA and such rules and policies as may be adopted by the ADHA and the constituent board from time to time.</p> <p>b. 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 a Component of the Association. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office or (insert governing body) of the Association. The Board of Trustees, or its</p>	
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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 a Component.

- c.** Revocation. Charters for the operation of Components may be revoked by the (insert governing body) at any time and in such manner and after such investigation as the (insert governing body) may deem necessary. Upon revocation of a Component's charter, the Component immediately shall remit all of its funds and records to the Association's (insert officer position).

c1. Due notice shall be given by the (insert governing body) to the Component in question, by registered mail and reasonable opportunity shall be allowed for the component to meet the requirements or correct infractions before final action is taken to revoke the charter.

- d.** 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 (as applicable) pursuant to the terms of a written agreement.

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

- f.** Meetings. Each Component may hold such meetings as it deems appropriate.

- g.** Choice of Component. Members may belong to only one Component, and may join the Component of their choice based on where they reside, practice or hold a license.

	<p>h. Transfers. A member of a Component may transfer to another Component by written request addressed to the central office of ADHA. The central office of ADHA shall affect the transfer and promptly shall notify the effected Components. Full membership privileges shall be granted to the transferring member in the new Component, and the new Component shall give the transferring member a credit for the full amount of any dues paid to the previous Component to be applied towards dues in the new Component.</p> <p><i>Does the section related to Components in the Constituent bylaws mirror the ADHA bylaws?</i></p>	
6	<p>Regarding Article XVI, Amendments, this should be similar to that of ADHA, but notice of intent, etc., should be submitted to the constituent or component president or executive director and the time frame can be suited to the constituent in accordance with applicable state law.</p> <p>Following is Article XVI for reference:</p> <p style="text-align: center;">ARTICLE XVI</p> <p style="text-align: center;">AMENDMENTS</p> <p style="text-align: center;">(Insert as applicable)</p> <p>Section 1. Proposed Amendments. The Board of Trustees, 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. The Board of Trustees shall provide recommendations for all proposed amendments before the first meeting of the House of Delegates.</p> <p>Section 2. Approval of Amendments. Proposed amendments of these Bylaws and Code of Ethics 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</p>	

	<p>Delegates at a duly called session of the House of Delegates.</p> <p>Section 3. Notice. Notice of intent to amend these Bylaws must be (i) sent to all Delegates 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 session of the House of Delegates at which such amendments are to be considered. Such notice must include a general description of the proposed amendments.</p> <p><i>Does the section related to Amendments in the Constituent bylaws similar to the ADHA bylaws?</i></p>	
7	<p>Regarding Article XVII, Dissolution, this must mirror the provision set forth below and be in compliance with federal and state laws.</p> <p>Following is Article XVII for reference:</p> <p style="text-align: center;">ARTICLE XVII</p> <p style="text-align: center;">DISSOLUTION</p> <p>In the event of the dissolution of the Association, the (insert governing body) shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence, exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provisions of any future United States Internal Revenue statute, as the (insert governing body) 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.</p>	

	<p><i>Does the section related to Dissolution in the Constituent bylaws mirror the language set forth above and is it in compliance with federal and state law?</i></p>	
<p>8</p>	<p>Regarding Article XIX, Supremacy Clause, this must be used as set forth in these guidelines.</p> <p>Following is Article XIX for reference:</p> <p style="text-align: center;">ARTICLE XIX</p> <p style="text-align: center;">SUPREMACY CLAUSE</p> <p>The Bylaws of this Association shall not be in conflict with the Bylaws of ADHA, which shall be the supreme law of the Association. A current copy of these Bylaws shall be on file with the Executive Director of ADHA.</p> <p><i>Does the section related to the Supremacy Clause in the Constituent bylaws follow the above verbiage exactly?</i></p>	

PLEASE COMPLETE SIGN OFF

Once your Constituent has adopted revised bylaws, a copy should be submitted to the Division of Member Services, along with this checklist and signoff, no later than sixty (60) days after their enactment, or by January 1, 2011. Return to:

ADHA
Director of Member Services
444 N. Michigan Avenue, Ste. 3400
Chicago, IL 60611

The Constituent, _____, has duly and appropriately completed this checklist and is in full compliance with all guidelines.

President, or designee, of Constituent
Signature

Date

For internal purposes only:

Please indicate that submitted checklist by said Constituent complies with the bylaws guidelines set forth.

Yes

No

Staff Signature

Date