

## **Basics of Parliamentary Procedure**

The parliamentary authority used in ADHA is the current edition of Roberts's Rules of Order, Newly Revised. The use of parliamentary procedure assists the orderly process of doing business. It provides for equality and justice and helps to expedite business. It is a means of insuring that the majority will prevail while protecting the rights of the minority. It may appear formal, with all comments being directed through the Chair of the meeting, but it is important to keep comments focused on the issues and not on personalities.

### Some General Basics

1. Rise to a microphone to be recognized to speak.
2. The Chair is addressed as Madame, Mr. Speaker or Chairman.
3. State your name.
4. State your position on the issue and then give your justification or reason.

Business is generally brought to the floor with a MAIN MOTION. In ADHA resolutions are main motions. There are six basic steps in a motion:

1. The motion is made. ("I move that....." or "Resolve that .....")
2. A member seconds the motion.
3. The Chair STATES the motion and opens discussion.
4. After discussion, the chair PUTS the motion to a vote. (Restates the motion in current form).
5. The Chair takes the vote ("Those in favor say AYE or raise your hands," "Those Opposed say NO or raise your hands.")
6. The Chair announces the results of the vote.

Discussion of the motion will center on the merits of the question, what should be the disposition of the motion, and may include proposed amendments to the motion.

## Basic Options in the Disposition of a Resolution

1. **Postpone indefinitely** (“I move to postpone indefinitely resolution.....”)

DEBATE can be on the merits of the resolution.

ADOPTION of the motion has the effect of suppressing the question throughout the current session. IT IS an indirect rejection of a motion when the House does not want an outright rejection of the idea.

2. **AMEND** (“I speak in favor but I move to amend by .....”)

INSERTION of a word or phrase, or if at the end of the motion it is by ADDITION

STRIKING a word or phrase

STRIKING a word or phrase and INSERTING a different word or phrase in its place

SUBSTITUTION for the entire resolution if the changes are numerous and complex

Amendments must be seconded and must be GERMANE (closely related or having bearing on the motion). Discussion focuses ONLY on the amendment to the motion and not the entire question. It is also possible to “amend the amendment.” Then one has a primary and secondary amendment. The secondary amendment must be germane or related to the primary amendment.

3. **ADOPT** as is (“I speak in favor of the resolution because.....”)

4. **REJECT** as is (“I speak against the resolution because.....”)

5. **REFER or COMMIT** (“I move to refer..... to.....”)

If the House believes that more work is needed or further investigation is necessary before taking action on an issue the correct procedure is to refer the resolution.

# CONFLICT OF INTEREST

## Clarification and Information

### Loyalty and conflict of Interest

All volunteers who play and role in the governance of the association or any of its segments, and all employed staff, owe duties of care and loyalty to the association and are potentially liable to the association should they fail to act consistently with those duties.

### What are duties of care and loyalty?

This means that any volunteers or staffs are required to act reasonably and in the best interests of the association, to avoid negligence or fraud, and to avoid conflicts of interest. In the event that the duties of care and/or loyalty are breached, the person breaching the duty is potentially liable for any damages caused to the association as a result of the breach.

### What legal principles govern the duties of care and loyalty?

#### ***The duty to act in the best interests of the association***

This duty is very broad, requiring volunteers and employees to exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith. Thus, as association volunteer or employee has the duty to exercise due care when acting on behalf of the association, to attempt to avoid generating legal liability for the association, to attempt to further the association's interests rather than the individual's own interests or the interests of any other party, and to protect any confidential information obtained while serving in the fiduciary role with the association.

#### ***The duty to avoid conflicts of Interests***

The duty of loyalty encompasses a duty to avoid conflicts of interest and to provide undivided allegiance to the association's mission. A Conflict may exist when a volunteer or employee of the association anticipates in the deliberation and resolution of an issue important to the association while the individual, at the same time, has other professional, business, or volunteer responsibilities outside of the association that could predispose or bias the individual one way or another regarding the issue. It is important to avoid apparent conflicts of interest as well as actual conflicts.

#### ***Corporate opportunities doctrine***

The duty of loyalty specifically prohibits competition by an association volunteer or employee with the association itself. Those individuals may generally engage in the same "line of business" or areas of endeavor as the association, provided it is done in good faith and without injury to the association. One form of competition that is not permitted, however, is appropriating "corporate opportunities." A corporate opportunity is a business prospect, idea, or investment that is related to the activities or programs of the association and that the individual knows, or should know, would be in the best interests of the association to accept or pursue. An association's volunteer or employed representatives may take advantage of such a corporate opportunity independently of the association only after it has been offered to, and rejected by, the association.

How does one minimize risk to oneself and to the association?

1. Place the association's interests first in dealings on the association's behalf. Be alert to possible opportunities and risks, and promptly inform appropriate personnel concerning those opportunities or risks.
2. Be alert to possible conflicts of interest and to circumstances that could create even the appearance of a conflict of interest and at a minimum disclose those conflicts before taking part in any deliberations or decisions on subjects where conflicts or possible conflicts exist.
3. Be aware that refusal may be appropriate where an actual or apparent conflict of interest exists.
4. Preserve the confidentiality of information acquired in one's capacity as a volunteer or employee of an association wherever it appears that the information is proprietary to the association.
5. Do not appropriate corporate opportunities available to the association.
6. Adoption of a policy governing the conduct of governance volunteers and staff relative to addressing conflict of interest may help avoid problems in this area.

Areas in which conflict may arise

**Direct Interests** – Conflicts of interest may arise from the volunteer's or employee's involvement with:

1. Persons and firms supplying goods and services to the MDHA.
2. Persons and firms from whom MDHA leases property and equipment.
3. Persons and firms with whom MDHA is dealing, or planning to deal, in connection with the purchase or sale of real estate, securities, or other property.
4. Donors and others giving support to MDHA.
5. Agencies, organizations and associations which effect the operations of MDHA.

**Indirect Interests** - Conflicts of interest may also arise indirectly through relationships MDHA has with people or organization's related such as:

1. The volunteer's or employee immediate family.
2. An estate or trust of which the volunteer or employee, or a member of his/her immediate family, is a beneficiary, personal representative or trustee.
3. A company of which the volunteer or employee, or member of his/her immediate family, is an officer, director or employee, or in which the office or trustee, or a member of his/her family possesses a stock or other proprietary interest.

Nature of Conflicting Interest

A conflicting interest may be defined as an interest, direct or indirect, which might affect, or might reasonably be thought by other to affect, a person's judgement or conduct as a volunteer or employee. Such an interest might arise through involvement by an MDHA volunteer or employee with organizations or individuals such as:

1. Owning stock or other proprietary interests.
2. Holding debt or debt securities.
3. Holding office, servicing on the board of directors, serving on editorial boards, participating in management, or bring otherwise employed (or formally employed).
4. Receiving remuneration for services with respect to individual transaction (e.g. honoraria for participation in component, corporate or other organizational events).
5. Receiving gifts or unsecured loans.
6. Obtaining an interest in real estate, securities or other property which MDHA is considering buying or leasing.
7. Disclosing or using inside information relating to MDHA's activities for person profit or advantage, regardless of the potential for financial gain.
8. Receiving remuneration for published articles or editing services.

(The above list is only illustrative of areas in which conflicts of interest may arise.)

## **Michigan Dental Hygienists' Association Conflict of Interest Policy**

The Michigan Dental Hygienists' Association, a Michigan not-for-profit corporation (MDHA), is operated for specific purposes and not for the private gain of any individual or entity. As a result, each volunteer or employee of MDHA, in any business dealing or acting for the association in any way is subject to the following:

1. Any actual or potential conflict of interest on the part of any volunteer or employee shall be disclosed to the board of trustees and made a matter of record.
2. Any volunteer having an actual or potential conflict of interest on any matter shall abstain from voting on that matter. The minutes of such meeting shall reflect the existence of any such actual or potential conflict and that the volunteer abstained from voting on the matter of question.
3. The board of trustees, council, task force, steering committee, etc., when informed that a volunteer has an actual or potential conflict of interest in a transaction before the body, shall not vote on such transaction unless the body has first determined that (a) MDHA is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to MDHA; (c) MDHA could not, with reasonable effort and under the circumstances, obtain a more advantageous arrangement.
4. Where a transaction in which a volunteer or employee has an actual or potential conflict of interest is entered into on the approval of a committee or person authorized by the board of trustees, the body shall ratify the transaction at its next meeting by a majority vote if it determines in good faith that the person or committee made the determination required by Paragraph 3 above.
5. Volunteers and employees will remain loyal to MDHA and act in the MDHA's best interests at such times when (a) they participate in or vote upon any matter involving the activities of the MDHA; or (b) represent MDHA among persons or entities doing or interested in doing business with MDHA.
6. Volunteers and employees will avoid investing, purchasing property or other assets, or competes in other opportunities which may be of interest to MDHA, without first offering the investment or opportunity to MDHA.
7. Volunteers and employees will avoid investing or participating in any organization that competes or may compete with or is in the same business as MDHA without prior disclosure to and approval by the board of trustees.

8. Volunteers and employees will not seek from any person or entity or interested in doing business with MDHA a gratuity, favor, benefit, loan or gift and avoid accepting any gratuity, favor, benefit, loan or gift of greater than normal value beyond the common courtesies usually associated with accepted business practice, and will not accept any commission or payment of any kind in connection with work performed, services rendered or supplies provided to MDHA (other than reimbursement authorized by MDHA prior to expenditure).
9. Volunteers and employees will not use their position, nor any information (confidential or otherwise) acquired through or from MDHA, for personal profit or advantage.
10. Volunteers and employees will not enter into financial or loan transactions with MDHA.
11. Volunteers and employees will notify the board of trustees if they acquire or maintain an ownership interest in or serve in a position of responsibility for (a) an entity doing or interested in doing business with MDHA; or (b) an entity which is superior, subordinate or related to MDHA through ownership or control; or (c) an entity which competes with or may compete with or is in the same business as MDHA.
12. Volunteers and employees will ensure that members of their immediate family will not engage in any of the activities contemplated by Paragraph 5-11 above without prior disclosure to and approved by the board of trustees, and report to the board of trustees any actual or potential conflict of interest involving members of their immediate family.
13. All new volunteers and employees shall be advised of this policy prior to commencing the performance of duties as a volunteer or employee of MDHA.

Adopted 2/9/97  
by the Board of Trustees

Re-typed 10/31/2015



Michigan

Dental Hygienists' Association

Conflict of Interest and Disclosure Statement

This form is to be completed annually by all Michigan Dental Hygienists' Association (MDHA) Board of Trustees(BOT)and Council Members involved in decision-making for MDHA recipient.

The situations which an MDHA BOT or Council Member must disclose fall into three (3) categories:

- 1) The Member has previously been employed by or holds another membership by a potential recipient.
2) The Member has immediate family or members of the household currently employed by a potential recipient.
3) The Member has personal or financial interest in a potential recipient.

For any situation disclosed, the MDHA BOT or Council Member must indicate how the situation will be resolved.

Table with 2 columns: Situation, Resolution

1. CHECK ALL THAT APPLY. I certify that I have:
- Not been previously employed by or member of any potential recipient
- Been previously employed by the following potential recipient:
- No immediate family nor members of the household currently employed by a potential recipient.
- Immediate family and/or members of the household currently employed by the following potential recipient:
- No personal or financial interest in any potential recipient.
- Personal or financial interest in the following potential recipient:
2. Resolution(s):
- None Needed.
- The disclosure(s) noted above will be resolved in the following manner:

I attest that the above information is factual.

MDHA BOT/Council Member Name MDHA BOT/Council Member Signature Date

MDHA President's Approval:

I have reviewed the certifications and approve any noted resolution(s) Date: MDHA President Signature



## **DEFINITIONS**

Policy – a definitive statement selected from among alternatives which reflects the association’s attitudes and serves to guide and determine present and future decisions. In the case of ADHA, the House of Delegates has adopted a policy supporting availability of preventive programs and emergency dental care to all people and this provides the groundwork for association programs designed to provide access to care.

Administrative Procedure – a statement providing for how action is to be taken. For example, ADHA collects membership dues in a winter and a summer cycle. The Board of Trustees is the appropriate body to handle the “how to” actions.

Directive – an authoritative statement issued by the House of Delegates that a specific action be taken. A directive states that something be done, not how it is to be done. For example, “That, ADHA hold a special Educators’ Workshop” is a directive.

Advocate – Speak in favor of; recommend

Affirm – declare to be true; assert; confirm

Believe – accept as true; suppose

Commit – obligate; bind

Encourage – inspire with hope; courage; hearten

Endorse – Publicly express approval

Oppose – place against; resist; contend

Recognize – perceive; identify; acknowledge

Support – uphold; defend as right; substantiate; verify; advocate

## EXAMPLE OF A MOTION AND POSSIBLE AMENDMENTS

It is moved and seconded that dental hygienists in the office wear navy slacks, a blouse, soft tie and a lab jacket while working with clients.

1. Move to amend by insertion, after “navy slacks”, insert “or skirt” to read:

**That, dental hygienists in the office wear navy slacks, or skirt, a blouse, soft tie, and a lab jacket while working with clients.**

2. Move to amend by striking “soft tie” to read:

**That, dental hygienists in the office wear navy slacks, or skirt, a blouse, ~~soft tie~~, and a lab jacket while working with clients.**

3. Move to amend by striking “jacket” and inserting “coat” to read:

**That, dental hygienists in the office wear navy slacks, or skirt, a blouse, soft tie, and a lab ~~jacket~~ coat while working with clients.**

4. Move to amend by inserting “yellow, shirt type” in front of “blouses” to read:

**That, dental hygienists in the office wear navy slacks, or skirt, a yellow, shirt type blouse, soft tie, and a lab jacket while working with clients.**

**(PRIMARY AMENDMENT)**

Move to amend by striking “yellow” to read:

**That, dental hygienists in the office wear navy slacks, or skirt, ~~a yellow~~, shirt type blouse, soft tie, and a lab jacket while working with clients.**

**(SECONDARY AMENDMENT)**

The secondary amendment is in order and is appropriate while the primary or first amendment is being discussed since it is part of the primary amendment. It is not appropriate or in order to move to amend another part of the motion while “yellow, shirt-type” is being discussed.

5. Move to amend by substituting:

**That, the dental hygienists in the office be allowed to wear whatever they wish while working with clients.**

**MOTION FORM**  
(Use Pressure to Complete Form)



First Session



Second Session

Resolution/bylaw # \_\_\_\_\_

Name: \_\_\_\_\_

Component/Office

I Move

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White – Speaker

Yellow – Secretary

Pink – Maker of Motion

		Motions in Parliamentary Procedure				III-C1
Motion	Interrupt Speaker	Second Required	Debatable	Vote Amendable	Required	Reconsiderable
<b>Privileged Motions</b>						
Fix time to which to adjour	No	Yes	No	Yes	M	Yes
Adjourn	No	Yes	No	No	M	No
Take a Recess	No	Yes	No	Yes	m	No
Question of Privilege	Yes	No	No	No	Chair	No
Call for orders of the day	Yes	No	No	No	Chair	No
<b>Subsidiary Motions</b>						
Lay on the table	No	Yes	No	No	M	No
Previous Question (end debate)	No	Yes	No	No	2/3	Yes
Limit or extend debate	No	Yes	No	Yes	2/3	Yes
Postpone to definite time	No	Yes	Yes	Yes	M	Yes
Refer to committee	No	Yes	Yes	Yes	M	Yes
Amend	No	Yes	Yes	Yes	M	Yes
Postpone indefinitely	No	Yes	Yes	No	M	Yes (affirm Vote)
<b>Incidental Motions</b>						
Appeal from decision of the chair	Yes	Yes	Yes	No	M	Yes
Division of Assembly	Yes	No	No	No	Chair	No
Division of Question (a)	No	Yes	No	Yes	M	No
Parliamentary and other inquiries	Yes	No	No	No	Chair	No
Withdraw a motion	No (b)	No (b)	No	No	M	Yes (neg Vote)
Point of order	Yes	No	No	No	Chair	No
Suspend rules	No	Yes	No	No	M ©	No
Object to consideration	Yes	No	No	No	2/3	Yes (neg Vote)
Consider seriatim	No	Yes	No	Yes	M	No
(by Section or Paragraph)						
<b>Incidental Main Motions</b>						
Reconsider	No	Yes	Yes	No	M	No
Rescind or repeal	No	Yes	Yes	Yes	2/3	Yes (neg Vote)
Take from the table	No	Yes	No	No	M	No
Ratify	No	Yes	Yes	Yes	M	Yes
a. Member can demand separate vote on each part of motion or resolution with a series of separate subjects. No second, no vote on demand.						
b. Yes.... If motion is made by another while maker has floor.						
c. As Applied to Ordinary Standing Rules of Convention. 2/3 necessary to suspend Parliamentary Rules of Order.						