

MICHIGAN DENTAL HYGIENISTS' ASSOCIATION BYLAWS

ARTICLE I – NAME PURPOSES

Section 1. Name

The name of this corporation shall be Michigan Dental Hygienists' Association (hereinafter referred to as the "Association"), a Michigan not-for-profit corporation. The Association is a Constituent of the American Dental Hygienists' Association.

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 improve the oral health of the public; to advance the art and science of dental hygiene; to maintain the highest standards of dental hygiene education and practice; to represent and protect the interests of the dental hygiene profession; to improve the professional competence of dental hygienists; to provide professional communication; and to conduct other activities as may be permitted by the State of Michigan to carry out the purposes of this association.

Section 3. Mission

The Mission of this Association is to advocate for the profession of dental hygiene

Section 4. Offices

The Association shall have and continuously maintain in the State of Michigan 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 Michigan, as the Board of Trustees may determine.

Section 5. Code of Ethics

The Code of Ethics of the American Dental Hygienists' Association shall govern the professional conduct of all members.

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. 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. 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 senior status.
3. Members with Disabilities. Professional members who are unable to work due to a verified disability may apply for Disabled status. All such applications must be verified by such member’s Constituent and/or Component, and must be accompanied by proof of eligibility each year.
4. Life. Life membership may be granted by the Board of Trustees to any Professional member who (i) has either paid dues for a total of thirty (30) consecutive or thirty-five (35) cumulative years; (ii) served as President of the American Dental Hygienists’ Association or served as President of this Association and paid dues for a total of twenty-five (25) cumulative years; (iii) received recommendation for Life membership by unanimous vote of the Board of Trustees and majority vote of the delegates, present and voting, at the House of Delegates, in recognition for outstanding contributions to both dental hygiene and this Association, and who meets such other criteria as determined by the Board of Trustees from time to time. A Life member pays 50% Constituent dues, 100% National and Component dues, and maintains full voting rights.

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.

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. Voting and supporting members must be members of both a Constituent and Component (if such exist where the member is licensed, practices or resides).
- B. All members shall be entitled to attend the member meetings and social functions of the Association.
- C. 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 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.
- D. No individual member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws.

Section 4. 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 interest 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 the 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 a two-thirds (2/3) vote of the Board of Trustees.
- 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.

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.

ARTICLE III – DUES

The amount of annual dues, fees and assessments for any classification of membership in this Association shall be established by the House of Delegates. A two-thirds (2/3) vote of the delegates present and voting shall be required for any dues increase. Payment of liens and/or assessments as determined by this Association, the ADHA and/or the component shall be required of all members in addition to this Association's dues.

ARTICLE IV – ELECTED OFFICERS

Section 1. Officers

The elected officers of the Association shall be the President, President-Elect, Vice President, Immediate Past President, Treasurer, Speaker of the House, and the Component Trustees.

Section 2. Qualifications

Only a Voting Member of this Association shall be eligible to serve as an elected officer. Candidates for Vice President, Treasurer or President-Elect must have served on the Board of Trustees or have been a delegate to the MDHA Annual House of Delegates. Vacancies in either office will remain as stipulated in Section 6.

Section 3. Elections/Term of Office

The President-Elect and the Vice President shall be elected by ballot by the House of Delegates to serve for one year or until their successors are elected. The President-Elect, upon completion of the term, shall automatically become President. The President, upon completion of the term, shall automatically become the Immediate Past President. The Treasurer and Speaker of the House shall be elected by ballot by the House of Delegates to serve for two years or until a successor is elected. The Treasurer shall be elected in odd-numbered years and the Speaker of the House in even-numbered years. In the event that no nominee receives a majority of votes cast on the first ballot, the name of the nominee receiving the least number of votes cast shall be dropped and a new ballot taken. The same procedure shall continue until one of the nominees receives a majority of the votes cast. Component trustees shall be elected by their component. In the event a component fails to elect a Trustee from its membership, The House of Delegates shall elect a Trustee Pro-Tem to serve for that component.

Section 4. Nominations

Presented in writing by the Nominating Task Force at a time designated by the House of Delegates' order of business at a meeting prior to the last meeting of the Annual Session. Additional nominations may be made from the floor following this presentation.

Section 5. Limitations on Service

No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office. A member having served more than a half term in an office shall be deemed to have served a term, with the exception of component trustee. The term of office shall begin at the close of the last meeting of the House of Delegates of the Annual session at which they were elected.

Section 6. Vacancies

Should the office of the President become vacant, the President-Elect shall become President automatically, to serve as President for the unexpired term. In the event of unforeseen circumstances that cause a vacancy for the President or President-Elect positions, the Board of Trustees can appoint a President until the House of Delegates reconvene and fill the vacancy. Should the offices of President-Elect, Vice President, Treasurer, or Speaker of the House become vacant, they shall be filled by appointment by the President with the approval of the Board of Trustees to serve until the next Annual Session, when the House of Delegates shall fill the vacancy if the term is un-expired. Should the office of Immediate Past President become vacant, it shall remain vacant. Should the office of any component trustee become vacant, the component shall appoint, within 30 days, a trustee to fill the unexpired term or if they fail to elect, a trustee will be appointed for them by the President with the approval by the Board of Trustees.

Section 7. Resignation

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

ARTICLE V – DUTIES OF ELECTED OFFICERS

Section 1. General Duties

Officers shall perform the duties, which are regular and customary for each office and those prescribed by these Bylaws and by the Parliamentary Authority adopted by the Association and/or directed by the House of Delegates or the Board of Trustees.

Section 2. President

The President shall have general supervision and direction of all officers of the Association, shall be the Chairman of the Board of Trustees, shall address the opening meeting of the Annual Session, shall submit a written annual report to the Board of Trustees, and shall serve as Speaker of the House in the temporary absence of the Speaker. Components will provide a voting member to each existing Council. If a component fails to provide members for council positions, the President shall appoint, with the approval of the Board of Trustees, members of councils and standing committees, special committees and shall be an ex-officio member of all councils and committees. The President shall not be a member of the nominating task force.

Section 3. President-Elect

The President-Elect shall have the powers and perform the duties of the President during any absence or disability of the President, and shall have such other powers and duties as may be determined by the Board of Trustees or the President.

Section 4. Vice President

The Vice President shall have such powers and duties as may be determined by the Board of Trustees or the President.

Section 5. Immediate Past President

The Immediate Past President shall have such powers and duties as may be determined by the Board of Trustees or the President.

Section 6. Treasurer

The Treasurer shall be the custodian of the funds as directed by the House of Delegates or the Board of Trustees.

Section 7. Speaker of the House

The Speaker of the House shall preside over the meetings of the House of Delegates and shall consult with the President and Association Administrator as necessary for the orderly operation of the House of Delegates. The Speaker of the House shall not be a member of the Board of Trustees.

Section 8. Component Trustees

Component Trustees shall discharge their powers and duties on the Board of Trustees so as to be in the best interest of the entire Association and shall report regularly to their components the actions taken by the Board of Trustees.

ARTICLE VI – APPOINTED OFFICERS

Section 1. Appointed Officers

The Historian, Online Publisher, Parliamentarian, Webmaster, and others as determined by the Board of Trustees shall be the appointed officers of the Association.

Section 2. Qualifications

Only a voting member of this Association shall be eligible to serve as an appointed officer.

Section 3. Term of Office

Term of office for appointed officers shall be two (2) years or as determined by the Board of Trustees.

Section 4. Appointment

Appointed Officers shall be recommended by the President and approved by the Board of Trustees. The approval shall occur at the first meeting of the Board of Trustees immediately following the House of Delegates.

Section 5. Vacancies

Vacancies shall be recommended by the President and approved by the Board of Trustees. The approval shall occur at the first meeting following the vacancy.

Section 6. Duties

The appointed officers shall perform duties prescribed by the Board of Trustees, except as otherwise provided in these Bylaws.

ARTICLE VII – MEETINGS

The Annual Meeting of the Association shall be known as the Annual Session and shall be held at a time and place determined by the Board of Trustees, at which time the House of Delegates shall meet.

Section 1. House of Delegates

The House of Delegates shall be the legislative body of the Association, with the authority to determine the policies to govern the Association in all its activities subject to these bylaws and the laws of the State of Michigan.

- A. Voting Members. The voting members of the House of Delegates shall consist of fifty-one (51) certified delegates from the components. Each component shall be entitled to at least four (4) delegates regardless of the number of Voting Members in said

component. These four (4) delegates shall be the President and three (3) Voting Members-at-Large from each component. The remaining delegates necessary to comprise a total of fifty-one (51), shall be allocated to the components in the ratio of Voting Members of said component to the total number of Voting Members of the Association determined according to the membership figures of the ADHA. Elected delegates shall be elected by the Voting Members of the Component, which they represent. For each delegate allocated to a component, that component may have one alternate delegate.

- B. Non-voting members. The Elected and Appointed officers of this Association, certified Student American Dental Hygienists' Association member delegates, the Speaker of the House and the Secretary of the House shall be non-voting members.
- C. Certification. Each component shall file with the Association Administrator the names of duly elected delegates and alternate delegates no later than forty-five (45) days prior to the Annual Session. The Association Administrator shall thereafter provide to each delegate and alternate delegate those credentials necessary for admission to meetings of the House.
- D. Officers. The Secretary shall serve as recording officer of the House and custodian of its records, and shall provide minutes of the proceedings of each meeting within sixty (60) days of adjournment to all delegates, alternate delegates, and officers of this association. In the absence of the Secretary, the Speaker of the House will appoint a Secretary of the House pro-tem.
- E. Parliamentarian. The Parliamentarian shall be appointed by the President of this Association
- F. Official Call. The Association Administrator (AA) shall serve as recording officer of the House and custodian of its records and shall provide minutes of the proceedings of each meeting within forty-five (45) days of adjournment to all trustees and officers of this association. It will be the responsibility of the trustee to send the minutes to the delegates and alternate delegates, within 10 (ten) days of receiving the minutes from the AA. In the absence of the AA, the Speaker of the House will appoint a Secretary of the House pro-tem.
- G. Quorum. A quorum shall consist of two-thirds (2/3) of the total number of delegates registered as attending.
- H. Voting. All action considered by the House shall receive a majority vote of those members present and voting for the resolution of action unless stipulated otherwise in these Bylaws or the Standing Rules of the House.

Section 2. Special Sessions

Shall be called by the President upon written request of three-fourths (3/4) of the Board or two-thirds (2/3) of the certified delegates in attendance at the previous House of Delegates. The

time and place shall be determined by the President, provided the time selected shall not be more than forty-five (45) days after the request was received and notice shall be sent to the address of record of each delegate. Only the business specified in the call shall be transacted.

ARTICLE VIII – COMPONENTS

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 an Incorporated or Unincorporated Component (if such exist where the member is licensed, practices, or resides).

- I. 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 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 Constituent Board from time to time.
- J. 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 the 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.
- K. 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. 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 President. 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.

- L. 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 the ADHA or the Association (as applicable) pursuant to the terms of a written agreement.
- M. 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.
- N. Meetings. Each Incorporated or Unincorporated Component may hold such meetings as it deems appropriate.
- O. 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.
- P. 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 the new Incorporated or Unincorporated Component.

ARTICLE IX – BOARD OF TRUSTEES

Section I. Composition

The Board of Trustees shall consist of:

- A. Voting members:
 - 1. One Trustee from each component.
 - 2. Elected officers of this Association with the exception of the President. The President may vote only to break a tie.
- B. Non-Voting members:
 - 1. Appointed Officers of this Association
 - 2. An ADHA delegate representative

Section 2. Qualifications

A Trustee must be a Voting Member of the component represented. Upon resignation or change of status with regard to the preceding qualifications, that trustee position shall be declared vacant and the vacancy shall be filled as provided in these Bylaws.

Section 3. Term of Office

A term of office for Trustee shall be two (2) years with consecutive tenure limited to two (2) terms. Half of the Trustees shall be elected annually. Even-numbered components shall elect in even years, and odd-numbered components shall elect in odd years.

Section 4. Election

In the year that Trustee's term expires, the members of the component shall elect a new Trustee. Elections shall take place prior to the Annual Session of this Association's House of Delegates. The Association Administrator shall be notified of the results of the election. In the event a component fails to elect a Trustee from its membership, the Nominating Task Force will place the position on the ballot for House election.

Section 5. Vacancies

The component involved shall appoint within thirty (30) days a Voting Member of the component to fill such office for the unexpired term and shall notify the Association Administrator of this Association of its action. A Trustee appointed by the component shall be eligible for election to two (2) full consecutive terms upon completion of the appointed term. In the event that a component fails to fill a vacancy in this manner, the President of this Association shall appoint, with Board of Trustees approval, a Voting Member from the general membership for the unexpired term.

Section 6. Powers

The Board of Trustees shall be the administrative body of the Association, vested with full power to conduct all business of the Association, and shall have the power to enact interim policies when the House of Delegates is not in session when such policies are necessary to the proper conduct of Association affairs. All such policies shall be reported to the House of Delegates at the next Annual Session for ratification.

Section 7. Duties

The duties of the Board of Trustees shall include: to provide for and maintain office facilities for the Association; to be responsible for all property, real and personal, owned or held by the Association and cause to be bonded all officers and employees entrusted with such property; to establish the fiscal year of the Association; to cause the accounts of the Association to be reviewed annually by the MDHA Annual Financial Review Task Force and or an accountant; to provide leadership/organizational guidance to the components; to review the reports of the officers, councils and task forces of the Association and any recommendations and resolutions to come before the House of Delegates, and to make recommendations thereto; to adopt rules and regulations for the conduct of the affairs of the Association; to appoint such agents, attorneys and others it deems necessary; to perform such other duties as are prescribed or

permitted by the laws of the State of Michigan for the Board of Trustees or by these Bylaws and the policies adopted by the House of Delegates.

Section 8. Meetings

There shall be at least four (4) regular meetings of the Board of Trustees each year. One regular meeting shall be held before the Annual Session and one regular meeting shall be held immediately after the Annual Session. The remaining meetings shall be scheduled by the President with Board of Trustees approval, providing that ten (10) days notification be given to each member of the Board.

Section 9. Special Meetings

Special meetings of the Board of Trustees may be called by the President or upon direction to the President by a majority of the Board. The call shall be issued at least ten (10) days prior to the date set for the meeting and shall state the business to be considered. No other business shall be transacted at the meeting.

Section 10. Quorum

A majority of the voting members of the Board of Trustees shall constitute a quorum.

Section 11. Proxy

In the event a Trustee is unable to represent a component at any meeting of the Board, the component President shall appoint a Voting Member of the component to represent the component at a Board meeting, and shall notify the Association Administrator of this Association of this action.

ARTICLE X – DELEGATES AND ALTERNATE DELEGATES TO ADHA

Section 1. Delegates

The first three delegates shall be the President, President-Elect, and Vice President, with a priority of service in that order. Additional delegates allowed by the American Dental Hygienists' Association shall be elected by the House of Delegates from the general membership.

Section 2. Alternate Delegates

The candidates who are not elected to a delegate position will be the alternate delegates with a priority of service determined by the order of most votes received. If alternate delegate positions cannot be filled in this manner, the President of this Association shall appoint such with the Board of Trustees approval.

Section 3. Eligibility

Any voting Member, who has been a member of this Association for two (2) years, may serve as a delegate or alternate delegate to the ADHA.

Section 4. Nominations and Elections

Nominations and elections shall be held in the same manner as for Elected Officers.

Section 5. Duties

The delegates and alternate delegates shall represent this Association at the ADHA House of Delegates performing any such duties as may be necessary for such representation and any other duties as may be required by the President, House of Delegates or the Board of Trustees.

ARTICLE XI – COUNCILS

Section 1. Establishment

Councils shall be established by the House of Delegates and continue to exist until dissolved by the House. Special Councils may be established by the House of Delegates or by the Board of Trustees and shall automatically cease to exist upon completion of the task for which they were established.

Section 2. Appointments

Members of the councils shall be provided by components. Each council will elect a chair, vice-chair, and secretary of that council. Each council will elect a member to serve as liaison to the Board of Trustees, and who will submit a written report for each meeting of the board of trustees. If components fail to provide voting members for council positions the members of the councils shall be appointed by the President with the approval of the Board of Trustees.

Section 3. Composition

Councils shall have no fewer than three (3) members, who shall be voting members of the Association. The Board of Trustees may establish the composition of any council. Council member terms shall be limited to one year, with tenure limited to four (4) consecutive years or at the discretion of the Board of Trustees.

Section 4. Vacancies

The President shall fill all vacancies.

Section 5. Duties

The councils shall have such duties as designated by the House of Delegates or the Board of Trustees, and shall include the preparation and filing of reports.

ARTICLE XII – ALTERNATIVE VOTING

Section 1. Mail Ballot

Any question may be submitted in writing, within the Board of Trustees, or any council for determination in lieu of a meeting of that body. If one (1) of the members of any such body, except the Board of Trustees, which will require three (3), challenge the mail ballot on the grounds that insufficient information is available for proper consideration of the questions, the question will be postponed to the next meeting of that body.

Section 2. Conference Call

Councils or committees may participate in a meeting via conference communication equipment provided all members participating in the meeting are in simultaneous communication. Participation shall constitute presence at the meeting.

Section 3. Electronic Mail (Email)

The Board of Trustees, councils, committees, and task forces may utilize the Internet to conduct the business of MDHA. The Board of Trustees, councils, committees, and task forces may participate in discussion and vote using the Internet.

ARTICLE XIII – PUBLICATIONS

Section 1. Official Publications

- A. The Association shall produce or cause to be available www.mdhatoday.org - the official internet web site of the Michigan Dental Hygienists' Association hereinafter referred to as "mdhatoday.org". The purpose of mdhatoday.org is to provide communication via the internet for dental hygiene professionals and the public. Mdhatoday.org will inform and update members regarding MDHA component proceedings, MDHA activities, and other significant developments and opportunities affecting the Michigan dental hygiene professional. Mdhatoday.org will also link to other pertinent sites for the dental hygiene professional and for the promotion and education of better oral health. Management of mdhatoday.org shall be determined by the Board of Trustees.
- B. This Association shall publish or cause to be published an online publication. The purpose of this publication is to inform and update dental hygienists in Michigan on current items of interest to the profession. Frequency of the issue shall be determined by the Board of Trustees.
- C. This Association shall publish or cause to be published The Advisor of the Michigan Dental Hygienists' Association hereinafter referred to as "The Advisor." The purpose of The Advisor is to inform and update dental hygienists regarding legislative and legal issues in Michigan, which influence the profession of dental hygiene. Frequency of issue and subscription rates shall be determined by the Board of Trustees.

Section 2.

Additional Publications may be authorized by the Board of Trustees.

Section 3.

Editorial supervision is determined by the Board of Trustees for all publications.

ARTICLE XIV – INDEMNIFICATION

Officers, trustees, employees, and agents of the MDHA shall be indemnified for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or

proceeding in which they are made a part by reason of being or having been a member serving in an elected or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

ARTICLE XV – AMENDMENTS

Section 1. Proposed Amendments

The Board of Trustees, the House of Delegates, Components or any voting member of the Association may propose amendments, in whole or in part, to these Bylaws.

Section 2. Approval of Amendments.

- A. With Board of Trustee Approval. Proposed amendments of these Bylaws receiving the approval of the Board of Trustees shall be forwarded to the House of Delegates for consideration. Approval of such proposals shall require the act of a majority of the Delegates present at a duly called session of the House of Delegates at which a quorum is present.

- B. Without Board of Trustees Approval. Proposed amendments of these Bylaws not receiving the approval of the Board of Trustees 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 (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.

ARTICLE XVI – DISSOLUTION

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 (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 Board of Trustees 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.

ARTICLE XVII – PARLIAMENTARY AUTHORITY

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

ARTICLE XVIII – SUPREMACY CLAUSE

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 Chief Executive Officer of ADHA.

10/24/2023 JL