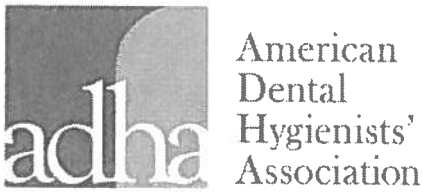
BYLAWS

CODE OF ETHICS



American Dental Hygienists' Association
444 N. Michigan Ave, Suite 3400 • Chicago, IL 60611 • Phone: (312) 440-8900 • Fax: (312) 467-1806

Adopted June 23, 2014

BYLAWS
AMERICAN DENTAL HYGIENISTS' ASSOCIATION

ARTICLE I

NAME AND PURPOSES

Section 1. Name. The name of this corporation shall be the American Dental Hygienists' Association (hereinafter referred to as the "Association"), an Illinois not-for-profit corporation.

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 practice; to represent and protect the interests of the dental hygiene profession; to improve the professional competence of the dental hygienist; to foster research in oral health; to provide professional communication; to publish a scientific journal: the *Journal of Dental Hygiene*; and to conduct other activities as may be permitted by the State of Illinois to carry out the purposes of this association.

Section 3. Mission. To improve the public's total health, the mission of the Association is to advance the art and science of dental hygiene by ensuring access to quality oral health care, increasing awareness of the cost-effective benefits of prevention, promoting the highest standards of dental hygiene education, licensure, practice, and research, and representing and promoting the interests of dental hygienists.

Section 4. Offices. The Association shall have and continuously maintain in the State of Illinois 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 Illinois, as the Board of Trustees may determine.

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. Application. The Board of Trustees, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the Association. The Board of Trustees, or its designee(s), shall review all applications for membership and determine, based on the criteria set forth in these Bylaws whether such individual applicants meet the qualifications necessary for membership in the Association. All such qualified applicants shall become members upon notice from the Association and payment of dues.

Section 3. 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"; <u>and</u> (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 their 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 applications must be verified by the American Dental Hygienists' Association, and must be accompanied by proof of eligibility each year.

4. **Life Members.** Life membership may be granted by the House of Delegates to any professional member who (i) has made significant contributions to the Association and the dental hygiene profession; (ii) submitted an application for Life membership to the Board of Trustees at least 30 days prior to the fall Board of Trustees meeting; (iii) is nominated by the Board of Trustees; and (iv) meets such other criteria as determined by the Board of Trustees from time to time. Notwithstanding the foregoing, all of the Association's Past Presidents completing a full term in office automatically shall be granted Life membership.

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 4. 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 and House of Delegates. Provided, however, one Student member shall be eligible to serve as a voting member of the House of Delegates as set forth in these Bylaws. 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 5. 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 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 6. 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 AND ASSESSMENTS

The initial and annual dues for all members of the Association, and the time for paying such dues and other assessments, if any, shall be determined by the Board of Trustees. Under special circumstances, the Board of Trustees, or its designee(s), may waive or reduce the annual dues and/or assessments for any member.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual meeting of the voting members of the Association shall be held at such time and place as shall be determined by the Board of Trustees.

Section 2. Special Meetings. Special meetings of the voting members of the Association may be called at the request of the President or any twelve (12) members of the Board of Trustees, or at the written request of two-thirds (2/3) of the Association's voting members. The time and place for holding special meetings shall be determined by the Board of Trustees.

Section 3. Notice. Notice of any annual or special meeting of the voting members shall state the time, date, place and purpose of the meeting and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum. The lesser of (i) ten percent (10%) of the voting members of the Association; or (ii) one hundred

(100) eligible voting members of the Association shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority or more of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Mail Vote. Voting by mail or electronic means shall be permitted to the full extent allowed by the Illinois General Not for Profit Corporation Act of 1986, as may be amended. A mail or electronic vote may be called by the Board of Trustees.

ARTICLE V

BOARD OF TRUSTEES

Section 1. Authority and Responsibility. The affairs of the Association shall be managed by the Board of Directors (which shall be referred to in these Bylaws as the "Board of Trustees"), which shall have supervision, control and direction of the Association, shall determine its business policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board of Trustees shall act for and on behalf of the House of Delegates between sessions of the House of Delegates to establish interim policy. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Trustees shall provide reports to the House of Delegates.

Section 2. Composition. The Board of Trustees shall be composed of seventeen (17) members as follows: the President, President-Elect, Vice President, Treasurer, Immediate Past President, and one (1) member elected from each of the twelve (12) Districts (as defined below) (collectively, the "District Trustees").

Section 3. Invited Participants. The Chief Executive Officer shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Trustees and may be invited to attend meetings held in Executive Session.

Section 4. **Districts.** The Association's Constituents and Components shall be divided into districts, with geographic boundaries as determined by the Board of Trustees.

Section 5. **Qualifications.** Only voting members shall be eligible to serve on the Board of Trustees. District Trustees must be members of a Constituent located within the District that they have been elected to represent.

Section 6. **Election of District Trustees.** District Trustees shall be elected by the Delegates of the Constituents representing the District in the House of Delegates. Elections shall be held pursuant to rules and procedures determined by the Board of Trustees (i) during the annual session of the House of Delegates; (ii) at a District meeting held during the 120 days preceding the annual session of the House of Delegates; or (iii) by mail or electronic means during the 120 days preceding the annual session of the House of Delegates. Odd-numbered Districts shall elect District Trustees in odd-numbered years; and even-numbered Districts shall elect District Trustees in even-numbered years.

Section 7. **Terms.**

a. District Trustees shall serve a two (2) year term, or until such time as their successors are duly elected, qualified, and assume their position, and may not serve more than two (2) consecutive terms. Trustees serving more than half of a full term shall be deemed to have served a full term in office for purposes of term limits.

b. The President, President-Elect, Vice President, Treasurer and Immediate Past President shall remain on the Board of Trustees for the duration of their term in office.

c. The term of all District Trustees shall begin at the first meeting of the Board of Trustees following the close of the first annual session of the House of Delegates following their election and shall run until the close of the second annual session of the House of Delegates following their election.

Section 8. **Regular Meetings.** The Board of Trustees may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Trustees and additional regular

meetings of the Board of Trustees without other notice than such action.

Section 9. Special Meetings. Special meetings of the Board of Trustees may be called by, or at the request of the President or upon a written request to the Chief Executive Officer of five (5) members of the Board of Trustees. Notice of any special meeting of the Board of Trustees shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 10. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Trustees or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of forty-eight (48) hours prior to the meeting.

Section 11. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Trustees; provided that when less than a quorum is present at said meeting, a majority of the Board of Trustees members present may adjourn the meeting to another time without further notice.

Section 12. Manner of Acting. The act of a majority of Trustees present at a duly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 13. Action by Written Consent. Any action requiring a vote of the Board of Trustees may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the members of the Board of Trustees entitled to vote with respect to the subject matter thereof.

Section 14. Resignation and Removal. Any district trustee may resign at any time by giving written notice to the Chief Executive Officer. In addition, any district trustee may be removed by a majority vote of the persons entitled to elect such Trustee, whenever, in their judgment, the best interests of the Association would be served by such removal.

Section 15. Vacancies. Vacancies in any District Trustee position shall be filled by the President, after consultation with the presidents of the constituents represented by such District Trustee, without undue delay. A District Trustee appointed pursuant to this Section shall hold their position for the remainder of the original term for which she or he was appointed to fill.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Association shall be a President, President-Elect, Vice President, Treasurer, Immediate Past President, and Speaker of the House (collectively, "Officers"). No two (2) offices may be held simultaneously by the same person.

Section 2. President. The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Board of Trustees, by communicating with the Chief Executive Officer as necessary regarding the business of the Association. The President shall be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Trustees. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

Section 3. President-Elect. The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board of Trustees. The President-Elect shall succeed to the office of President upon expiration of the

President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.

Section 4. Vice President. The Vice President shall have such duties as may be assigned by the President or the Board of Trustees.

Section 5. Treasurer. The Treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The duties of the Treasurer may be assigned by the Board of Trustees in whole or in part to the Chief Executive Officer, or his or her designee(s).

Section 6. Immediate Past President. The Immediate Past President shall have such duties as may be assigned by the President or the Board of Trustees.

Section 7. Speaker of the House. The Speaker of the House shall be the presiding officer at the annual session of the House of Delegates, shall consult with the President and Chief Executive Officer as necessary for the orderly operation of the House of Delegates, and shall perform such other duties as may be prescribed by the Board of Trustees.

Section 8. Qualifications for Office. Only voting members are eligible to hold office.

Section 9. Term.

a. The President, President-Elect, Vice President and Immediate Past President shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office.

b. The Treasurer and Speaker of the House shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office.

c. Officers may not serve more than two (2) consecutive terms in office. Officers serving more than half of a full term shall be deemed to have served a full term in office.

Section 10. Election.

a. The President-Elect and Vice President shall be elected annually by the House of Delegates at a meeting of the House of Delegates at which the election of Officers is in the regular order of business.

b. The Treasurer and the Speaker of the House shall be elected by the House of Delegates at a meeting of the House of Delegates at which the election of Officers is in the regular order of business. The Treasurer shall be elected in odd-numbered years, and the Speaker of the House shall be elected in even-numbered years.

c. In the event that no candidate receives a majority of the votes cast, the vote shall be conducted again with only the two candidates receiving the highest number of votes eligible for election.

d. Officers shall take office on the date of the first regular meeting of the Board of Trustees following the close of the annual session of the House of Delegates at which they are elected.

Section 11. Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the Chief Executive Officer. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

Section 12. Officer Vacancies. Vacancies in any office shall be filled by the President without undue delay, provided, however, the President-Elect automatically shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next meeting of the House of Delegates. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Trustees

immediately shall fill the office of President and such appointee shall hold office until the next meeting of the House of Delegates. Except as otherwise set forth herein, an officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

ARTICLE VII

CHIEF EXECUTIVE OFFICER

The administrative and day-to-day operation of the Association shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Trustees. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Chief Executive Officer." The Chief Executive Officer shall have the authority to execute contracts on behalf of the Association and as approved by the Board of Trustees. The Chief Executive Officer shall perform the duties normally expected of the secretary of an Illinois not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; being custodian of the corporate records; keeping minutes of the meetings of the Board of Trustees; and keeping a record of the mailing address of each member of the Association. The Chief Executive Officer may carry out such other duties as may be specified by the Board of Trustees. The Chief Executive Officer shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Association. The Chief Executive Officer shall be invited to attend and participate, without vote, in all meetings of the Association's Board of Trustees (except those held in executive session), House of Delegates, committees and councils, except as otherwise provided by these Bylaws. The Chief Executive Officer may be invited to attend meetings held in Executive Session.

ARTICLE VIII

HOUSE OF DELEGATES

Section 1. 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 such other duties set forth in these Bylaws, the House of Delegates shall:

a. Amend, alter, or repeal the Bylaws in accordance with Article XVI of these Bylaws;

b. Vote on all matters properly brought before the House of Delegates;

c. Adopt and amend the code of ethics governing the professional conduct of Association's members;

d. Solicit, process, and communicate membership needs to the Board of Trustees;

e. Participate in the Association's strategic planning;

f. Elect voting members to serve on the Ethics Committee; and

g. Elect members to serve on committees established by the House of Delegates.

h. Elect officers of the Association.

Section 2. Composition.

a. Voting Members.

1. The House of Delegates shall consist of one (1) delegate ("Delegate") and one (1) alternate delegate ("Alternate") from each Constituent plus one hundred (100) additional Delegates and one hundred (100) additional alternates to be allocated amongst the Constituents in accordance with a formula adopted by the House of Delegates which shall be a ratio of voting members within a Constituent to the total number of the Association's voting members, determined according to the Association's membership as of the last day of the fiscal year preceding the annual session. Delegates and Alternates will be elected by the voting members belonging to the Constituents to be represented by such Delegates and Alternates pursuant to procedures established by the Constituents and approved by the House of Delegates.

2. One Student Delegate (as defined below) shall have the right to vote during all sessions of the House of

Delegates ("Voting Student Delegate"). The Voting Student Delegate shall be elected by and from among the Student Delegates. The Student Delegate receiving the highest number of votes shall serve as the Voting Student Delegate, and the Student Delegate receiving the second highest number of votes shall serve as the Alternate Voting Student Delegate.

b. **Non-voting Members.** The Association's Officers, members of the Board of Trustees, and the Sergeant-at-Arms shall be *ex-officio* members, without the right to vote, of the House of Delegates. Each District shall appoint one Student member to serve as a non-voting Delegate to the House of Delegates ("Student Delegates"). Student Delegates will be appointed by the Districts pursuant to procedures established by the House of Delegates.

Section 3. Qualifications for Delegates and Alternate Delegates. All Delegates and Alternate Delegates must be voting members of the Association in good standing. Student Delegates must be Student members in good standing. The Association's Officers and members of the Board of Trustees may not serve as Delegates or Alternate Delegates.

Section 4. Appointment of Delegates and Alternate Delegates. All Constituents entitled to representation in the House of Delegates must submit the name of their Delegates and Alternate Delegates to the House of Delegates or their designee(s) no less than sixty (60) days prior to each annual session of the House of Delegates.

Section 5. Terms for Delegates and Alternate Delegates. Delegates and Alternate Delegates shall serve a one (1) year term, or until such time as their successors are appointed and take their position, subject to such term limits as may be imposed by the House of Delegates.

Section 6. Annual Session. The House of Delegates shall hold a regular annual session in conjunction with the Association's annual meeting.

Section 7. Special Sessions. Special sessions of the House of Delegates may be called (i) by the Speaker of the House, provided such request must be presented during the annual session of

the House of Delegates, include the specific purpose for such special session, and be approved by a two-thirds (2/3) vote of the Delegates present and voting at such annual session; or (ii) upon written petition presented to the Chief Executive Officer by a majority of the Constituents represented in the House of Delegates stating the place, time, and purpose for which such session is requested, provided, however, such request must be made at least sixty (60) days prior to the date specified in the request for such special session. Business conducted at any special session shall be limited to the specific purpose stated in the request for such session, and any such additional business as approved by the Board of Trustees.

Section 8. Notice. Notice of any annual or special session of the House of Delegates shall state the time, date, place and purpose of the session and shall be published either in print or on the Association's Web site at least thirty (30), and no more than sixty (60) days prior to the date of the session, unless otherwise required by the procedures established by the House of Delegates.

Section 9. Quorum. The presence of seventy-seven (77) Delegates shall constitute a quorum for the transaction of business at any duly called session of the House of Delegates; provided that when less than a quorum is present at said session, a majority of the Delegates present may adjourn the session to another time without further notice.

Section 10. Manner of Acting. The act of a majority of Delegates present at a duly called session at which a quorum is present shall be the act of the House of Delegates, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 11. Attendance / Exercise of Voting Rights. Both Delegates and Alternates shall have the right to attend all sessions of the House of Delegates. Only Delegates shall have the right to vote. Alternates shall have no right to vote, provided, however, in the event the Delegate appointed to represent a particular Constituent is absent at any session of the House of Delegates, the Alternate appointed to represent such Constituent shall have the right to vote in place of the Delegate.

Section 12. Resignation and Removal of Delegates and Alternate Delegates. Any Delegate or Alternate Delegate may resign at any time by giving written notice to the Chief Executive Officer. In addition, any Delegate or Alternate Delegate may be

removed by the Constituent entitled to appoint such Delegate, whenever, in its judgment, the best interests of the Association would be served by such removal.

Section 13. Vacancies. In the event of the death, resignation, removal, or incapacity of a Delegate or Alternate Delegate, the Constituent represented by such Delegate or Alternate Delegate shall name a qualified member to serve until the conclusion of such Delegate or Alternate Delegate's term.

ARTICLE IX

COMMITTEES/COUNCILS/TASK FORCES

Section 1. Finance Committee.

a. **Composition**. The Finance Committee shall be comprised of the President, President-Elect, Treasurer and no less than two additional District Trustees of the Board of Trustees as shall be appointed by the President. The President shall serve as Chair of the Finance Committee.

b. **Term.** Members shall serve a one-year term in office, and may serve an unlimited amount of terms.

c. **Authority and Responsibilities.** The Finance Committee shall develop a draft budget to be proposed to the Board of Trustees, and work with the Board of Trustees to compile a budget report to be presented to the House of Delegates.

d. **Meetings, Quorum and Manner of Acting**. The Finance Committee shall meet in person or by conference call at least one time per year, and additionally upon the request of the Chair. Each member shall have one (1) vote. A majority of the Finance Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Finance Committee; provided when less than a quorum is present a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Finance Committee.

Section 2. Ethics Committee.

a. **Composition.** The Ethics Committee shall consist of four voting members to be nominated on a regional basis and elected by the House of Delegates. The Chair of the Ethics Committee shall be designated by the President. The election of members of the Ethics Committee shall be staggered so that two members are elected each year.

b. **Term.** Members of the Ethics Committee shall serve a two-year term in office, and may not serve more than two consecutive terms on the committee. A member who has served more than half a term shall be deemed to have served a full term. The terms of the members of the Ethics Committee shall begin at the close of the meeting of the House of Delegates at which they were elected.

c. **Authority and Responsibilities.** The Ethics Committee shall investigate and otherwise assist the Board of Trustees in all disciplinary matters in accordance with such policies and procedures developed by the House of Delegates and approved by the Board of Trustees.

d. **Meetings, Quorum and Manner of Acting**. The Ethics Committee shall meet in person or by conference call upon the request of the Chair. Each member shall have one (1) vote. Three (3) members of the Ethics Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Ethics Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Ethics Committee.

e. **Vacancies.** Should a vacancy occur between annual sessions of the House of Delegates, the President, in consultation with the District Trustees from the region of the vacancy, shall appoint a member from the region to serve until the next annual session, when the House of Delegates shall elect a member from the region to fill any unexpired term.

Section 3. Nominating Committee

a. **Composition**. The Nominating Committee shall consist of

the Immediate Past President and the three most current immediate past-presidents still in good standing as members of the Association. The Chair of the Nominating Committee and a board advisor to the Nominating Committee shall be appointed by the President. The President is not an ex officio member of the Nominating Committee.

b. **Term**. Members of the Nominating Committee shall serve a one-year term in office, and may serve an unlimited number of terms.

c. **Authority and Responsibilities**. The Nominating Committee shall identify current and future leaders of the Association and shall submit to the Board of Trustees and, upon approval of the Board of Trustees, to the House of Delegates, a list of qualified candidates to succeed those elected national officers whose terms are expiring. The Nominating Committee also shall identify potential candidates to fill vacancies and to fill such other positions as the Board of Trustees may determine. Members of the Nominating Committee are not eligible to be nominated for elected office. The Nominating Committee should, where practical, identify more than one candidate for each open position. In addition, Association members may self-nominate according to such policies and procedures as the Board of Trustees may adopt.

d. **Meetings, Quorum and Manner of Acting**. The Nominating Committee shall meet in person or by conference call upon the request of the Chair. Each member shall have one (1) vote. Three (3) members of the Nominating Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Nominating Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of the majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Nominating Committee.

e. **Vacancies**. Any member of the Nominating Committee may resign at any time by providing written notice to the President. Should a vacancy occur, the President shall appoint another past president to fill the unexpired term.

Section 4. Councils and Other Standing Committees. The Board of Trustees or House of Delegates may establish such councils and other standing committees as either of them deem necessary or prudent in the exercise of their authority and responsibility as set forth in these Bylaws.

a. **Authority/Composition/Qualifications.** The action establishing a council or standing committees shall set forth the council or committee's purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, the President shall appoint the Chair and members of all councils and standing committees, subject to the approval of the Board of Trustees. Any committee having the authority of the Board of Trustees shall have members of the Board of Trustees as a majority of its members.

b. **Quorum and Manner of Acting.** At all meetings of any council or standing committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such council or committee. A majority vote by council or committee members present and voting at a meeting at which a quorum is present shall be required for any action.

c. **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a council or committee shall be filled by the President.

d. **Policies and Procedures.** The Board of Trustees shall develop and approve policies and procedures for the operation of all councils and standing committees. All councils and standing committees shall report to the Board of Trustees, unless otherwise set forth in the resolution establishing such council/committee.

Section 5. Advisory/Ad Hoc Committees and Task Forces. The Board of Trustees or House of Delegates may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these Bylaws. An ad hoc committee

shall terminate three (3) years from the date of its creation, unless renewed by the Board of Trustees. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Board of Trustees. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

a. **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

b. **Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.

c. **Policies and Procedures.** The Board of Trustees shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

ARTICLE X

CONSTITUENTS & COMPONENTS

Section 1. Tripartite. The Association is a tripartite organization. Voting and Supporting members must maintain an active membership in the Association, a Constituent and a Component (if such exist where the member is licensed, practices or resides).

Section 2. Constituents. 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 constituent of the Association (each of which is referred to as a "Constituent"). The Board of Trustees may authorize the establishment of Constituents 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 Constituent agreements with the Association; and (iv) be issued a charter. All members of a Constituent must be members of the Association.

a. **Application for Recognition as a Constituent.** 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 Constituent 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 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 a Constituent.

b. **Revocation.** Charters for the operation of Constituents 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 a Constituent's charter, the Constituent immediately shall remit all of its funds and records to the Association's Chief Executive Officer.

b1. Due notice shall be given by the Board of Trustees to the Constituent in question, by registered mail and reasonable opportunity shall be allowed for the constituent to meet the requirements or correct infractions before final action is taken to revoke the charter.

c. **Name.** No Constituent, Component or other entity shall use the name of the Association in any manner whatsoever unless duly authorized to do so by the Association pursuant to the terms of a written agreement.

d. **Organization.** Each Constituent shall have a Board of Directors, officers and bylaws in such form as shall be approved by the Association's Board of Trustees. Constituents must maintain voting membership categories

and criteria that are identical to the Association's (with the exception of Life membership). Changes to a Constituent's bylaws must receive the written approval of the Association's Board of Trustees.

e. **Meetings.** Each Constituent may hold such meetings as it deems appropriate.

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

g. **Transfers.** A member of a Constituent may transfer to another Constituent by written request addressed to the Chief Executive Officer. The Chief Executive Officer shall affect the transfer and promptly shall notify the effected Constituents. Full membership privileges shall be granted to the transferring member in the new Constituent, and the new Constituent shall give the transferring member a credit for the full amount of any dues paid to the previous Constituent to be applied towards dues in the new Constituent.

Section 3. **Components**. Voting members of the same Constituent that practice, reside or hold a license within the same geographical territory may be organized as a component by the Constituent and issued a charter (each of which is referred to as a "Component"). The name, boundaries, and eligibility requirements for Components shall be determined by the Constituent, subject to the prior written approval of the Association's Board of Trustees and such rules and policies as may be adopted by the Board of Trustees from time to time. Constituents shall have the right to revoke the charter of any Component created by the Constituent.

ARTICLE XI

ELECTRONIC MEETINGS

Any action to be taken at a Board of Trustees, House of Delegates, voting member, council, 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 persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least forty-eight (48) hours prior to the meeting.

ARTICLE XII

USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIII

FINANCE

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the Chief Executive Officer.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Bonding. The Board of Trustees shall provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.

Section 5. **Gifts.** The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 6. **Books and Records.** The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Trustees, House of Delegates, and any committees having the authority of the Board of Trustees.

Section 7. **Annual Audit.** The Board of Trustees shall provide for an annual audit of the financial records of the Association by a certified public accountant. A report of the financial condition of the Association shall be made to the membership of the Association annually.

Section 8. **Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Trustees.

ARTICLE XIV

INDEMNIFICATION

The Association shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of the Association to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as may be amended ("Illinois Act"), and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Trustees.

ARTICLE XV

WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

AMENDMENTS

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.

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 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 XVII

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, dispose of 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) 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 XVIII

PARLIAMENTARY AUTHORITY

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

CODE OF ETHICS FOR DENTAL HYGIENISTS

1. Preamble

As dental hygienists, we are a community of professionals devoted to the prevention of disease and the promotion and improvement of the public's health. We are preventive oral health professionals who provide educational, clinical, and therapeutic services to the public. We strive to live meaningful, productive, satisfying lives that simultaneously serve us, our profession, our society, and the world. Our actions, behaviors, and attitudes are consistent with our commitment to public service. We endorse and incorporate the Code into our daily lives.

2. Purpose

The purpose of a professional code of ethics is to achieve high levels of ethical consciousness, decision making, and practice by the members of the profession. Specific objectives of the Dental Hygiene Code of Ethics are:

- to increase our professional and ethical consciousness and sense of ethical responsibility.
- to lead us to recognize ethical issues and choices and to guide us in making more informed ethical decisions.
- to establish a standard for professional judgment and conduct.
- to provide a statement of the ethical behavior the public can expect from us.

The Dental Hygiene Code of Ethics is meant to influence us throughout our careers. It stimulates our continuing study of ethical issues and challenges us to explore our ethical responsibilities. The Code establishes concise standards of behavior to guide the public's expectations of our profession and supports dental hygiene practice, laws and regulations. By holding ourselves accountable to meeting the standards stated in the Code, we enhance the public's trust on which our professional privilege and status are founded.

3. Key Concepts

Our beliefs, principles, values and ethics are concepts reflected in the Code. They are the essential elements of our comprehensive and definitive code of ethics, and are interrelated and mutually dependent.

4. Basic Beliefs

We recognize the importance of the following beliefs that guide our practice and provide context for our ethics:

- The services we provide contribute to the health and well being of society.
- Our education and licensure qualify us to serve the public by preventing and treating oral disease and helping individuals achieve and maintain optimal health.
- Individuals have intrinsic worth, are responsible for their own health, and are entitled to make choices regarding their health.
- Dental hygiene care is an essential component of overall health care and we function interdependently with other health care providers.
- All people should have access to health care, including oral health care.
- We are individually responsible for our actions and the quality of care we provide.

5. Fundamental Principles

These fundamental principles, universal concepts and general laws of conduct provide the foundation for our ethics.

Universality
The principle of universality expects that, if one individual judges an action to be right or wrong in a given situation, other people considering the same action in the same situation would make the same judgment.

Complementarity
The principle of complementarity recognizes the existence of an obligation to justice and basic human rights. In all relationships, it requires considering the values and perspectives of others before making decisions or taking actions affecting them.

Ethics
Ethics are the general standards of right and wrong that guide behavior within society. As generally accepted actions, they can be judged by determining the extent to which they promote good and minimize harm. Ethics compel us to engage in health promotion/disease prevention activities.

Community
This principle expresses our concern for the bond between individuals, the community, and society in general. It leads us to preserve natural resources and inspires us to show concern for the global environment.

Responsibility
Responsibility is central to our ethics. We recognize that there are guidelines for making ethical choices and accept responsibility for knowing and applying them. We accept the consequences of our actions or the failure to act and are willing to make ethical choices and publicly affirm them.

6. Core Values

We acknowledge these values as general for our choices and actions.

Individual autonomy and respect for human beings
People have the right to be treated with respect. They have the right to informed consent prior to treatment, and they have the right to full disclosure of all relevant information so that they can make informed choices about their care.

Confidentiality
We respect the confidentiality of client information and relationships as a demonstration of the value we place on individual autonomy. We acknowledge our obligation to justify any violation of a confidence.

Societal Trust
We value client trust and understand that public trust in our profession is based on our actions and behavior.

Non-maleficence
We accept our fundamental obligation to provide services in a manner that protects all clients and minimizes harm to them and others involved in their treatment.

Beneficence
We have a primary role in promoting the well being of individuals and the public by engaging in health promotion/disease prevention activities.

Justice and Fairness

We value justice and support the fair and equitable distribution of health care resources. We believe all people should have access to high-quality, affordable oral healthcare.

Veracity
We accept our obligation to tell the truth and expect that others will do the same. We value self-knowledge and seek truth and honesty in all relationships.

7. Standards of Professional Responsibility

We are obligated to practice our profession in a manner that supports our purpose, beliefs, and values in accordance with the fundamental principles that support our ethics. We acknowledge the following responsibilities:

To Ourselves as Individuals...

- Avoid self-deception, and continually strive for knowledge and personal growth.
- Establish and maintain a lifestyle that supports optimal health.
- Create a safe work environment.
- Assert our own interests in ways that are fair and equitable.
- Seek the advice and counsel of others when challenged with ethical dilemmas.
- Have realistic expectations of ourselves and recognize our limitations.

To Ourselves as Professionals...

- Enhance professional competencies through continuous learning in order to practice according to high standards of care.
- Support dental hygiene peer-review systems and quality-assurance measures.
- Develop collaborative professional relationships and exchange knowledge to enhance our own lifelong professional development.

To Family and Friends...

- Support the efforts of others to establish and maintain healthy lifestyles and respect the rights of friends and family.

To Clients...

- Provide oral health care utilizing high levels of professional knowledge, judgment, and skill.
- Maintain a work environment that minimizes the risk of harm.
- Serve all clients without discrimination and avoid action toward any individual or group that may be interpreted as discriminatory.
- Hold professional client relationships confidential.
- Communicate with clients in a respectful manner.
- Promote ethical behavior and high standards of care by all dental hygienists.
- Serve as an advocate for the welfare of clients.
- Provide clients with the information necessary to make informed decisions about their oral health and encourage their full participation in treatment decisions and goals.
- Refer clients to other healthcare providers when their needs are beyond our ability or scope of practice.
- Educate clients about high-quality oral heath care.
- Recognize that cultural beliefs influence client decisions.

To Colleagues...

- conduct professional activities and programs, and develop relationships in ways that are honest, responsible, and appropriately open and candid.
- Encourage a work environment that promotes individual professional growth and development.
- Collaborate with others to create a work environment that minimizes risk to the personal health and safety of our colleagues.
- Manage conflicts constructively.
- Support the efforts of other dental hygienists to communicate the dental hygiene philosophy and preventive oral care.
- Inform other health care professionals about the relationship between general and oral health.
- Promote human relationships that are mutually beneficial, including those with other health care professionals.

To Employees and Employers...

- Conduct professional activities and programs, and develop relationships in ways that are honest, responsible, open, and candid.
- Manage conflicts constructively.

- Support the right of our employees and employers to work in an environment that promotes wellness.
- Respect the employment rights of our employers and employees.

To the Dental Hygiene Profession...

- Participate in the development and advancement of our profession.
- Avoid conflicts of interest and declare them when they occur.
- Seek opportunities to increase public awareness and understanding of oral health practices.
- Act in ways that bring credit to our profession while demonstrating appropriate respect for colleagues in other professions.
- Contribute time, talent, and financial resources to support and promote our profession.
- Promote a positive image for our profession.
- Promote a framework for professional education that develops dental hygiene competencies to meet the oral and overall health needs of the public.

To the Community and Society...

- Recognize and uphold the laws and regulations governing our profession.
- Document and report inappropriate, inadequate, or substandard care and/or illegal activities by a health care provider, to the responsible authorities.
- Use peer review as a mechanism for identifying inappropriate, inadequate, or substandard care provided by dental hygienists.
- Comply with local, state, and federal statutes that promote public health and safety.
- Develop support systems and quality-assurance programs in the workplace to assist dental hygienists in providing the appropriate standard of care.
- Promote access to dental hygiene services for all, supporting justice and fairness in the distribution of healthcare resources.
- Act consistently with the ethics of the global scientific community of which our profession is a part.
- Create a healthful workplace ecosystem to support a healthy environment.
- Recognize and uphold our obligation to provide pro bono

service.

To Scientific Investigation...

We accept responsibility for conducting research according to the fundamental principles underlying our ethical beliefs in compliance with universal codes, governmental standards, and professional guidelines for the care and management of experimental subjects. We acknowledge our ethical obligations to the scientific community:

- Conduct research that contributes knowledge that is valid and useful to our clients and society.
- Use research methods that meet accepted scientific standards.
- Use research resources appropriately.
- Systematically review and justify research in progress to insure the most favorable benefit-to-risk ratio to research subjects.
- Submit all proposals involving human subjects to an appropriate human subject review committee.
- Secure appropriate institutional committee approval for the conduct of research involving animals.
- Obtain informed consent from human subjects participating in research that is based on specification published in Title 21 Code of Federal Regulations Part 46.
- Respect the confidentiality and privacy of data.
- Seek opportunities to advance dental hygiene knowledge through research by providing financial, human, and technical resources whenever possible.
- Report research results in a timely manner.
- Report research findings completely and honestly, drawing only those conclusions that are supported by the data presented.
- Report the names of investigators fairly and accurately.
- Interpret the research and the research of others accurately and objectively, drawing conclusions that are supported by the data presented and seeking clarity when uncertain.
- Critically evaluate research methods and results before applying new theory and technology in practice.
- Be knowledgeable concerning currently accepted preventive and therapeutic methods, products, and technology and their application to our practice.