

11/14/2023

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Ohio
DENTAL HYGIENISTS'
ASSOCIATION

BYLAWS

2023-2024

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BYLAWS

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ARTICLE I NAMES AND OFFICE

Section 1. Name

The name of this corporation shall be the Ohio Dental Hygienists' Association, Incorporated, (hereinafter referred to as the "Association"), an Ohio not-for-profit corporation.

Section 2. Office

The Association shall maintain a central office, a location to be determined by the Board of Trustees.

ARTICLE II PURPOSES

Section 1. Purposes

The purposes of this Association shall be to advance the art and science of dental hygiene; to maintain the highest standards of dental hygiene practice; to represent and protect the interest of the dental hygiene profession; to improve the professional competence of the dental hygienist; to foster research in oral health; to provide professional communication; and to conduct other activities as may be permitted by the State of Ohio to carry out the purposes of this Association.

Section 2. Mission

The mission of the Ohio Dental Hygienists' Association is to support Dental Hygienists through networking, inclusion, and development; to advocate for advancements to secure the profession of dental hygiene, and to promote public access to care.

ARTICLE III MEMBERSHIP

Section 1. Membership Qualifications

Membership may be granted to any individual who:

- 1.1 meets the criteria set forth for each category of membership in the Association;
- 1.2 shares interest in and supports the purposes of the Association;
- 1.3 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;
- 1.4 meets such additional criteria for each category of membership in the Association as the House of Delegates may establish and
- 1.5 holds membership in ADHA and a Component of the Association.

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Section 2. Application

All applicants shall complete the application form and submit the application, along with the designated fee, if any, to ADHA. All such qualified applicants shall become members upon notice from ADHA and payment of dues.

Section 3. Membership Categories

The membership of the Association shall be composed of the following categories:

3.1 Voting Members

3.1.1 Professional Members

Professional Membership may be granted to any individual who:

3.1.1.1 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

3.1.1.2 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.

3.1.2 Retired Members

Professional Members who have reached the age of 62 and are either fully retired from the dental hygiene profession or working less than 10 hours per week in the dental hygiene profession may apply for Retired Member status.

3.1.3 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.

3.1.4 Life Members

Any Professional Member of this Association is eligible for Life Membership in this Association who meets such uniform requirements as may be established by the House of Delegates who either:

3.1.4.1 has been nominated by the Board of Trustees and elected by a majority of the members of the House of Delegates present and voting at a duly called meeting of the House upon demonstration of outstanding contributions to both dental hygiene and the Association and payment of ADHA and Component dues, or

3.1.4.2 has been elected President of the Association and who has completed the term of office and payment of ADHA and Component dues shall automatically become a Life Member.

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3.2 Non-Voting Members

3.2.1 International Members

International membership may be granted to any individual who:

3.2.1.1 resides outside of the United States and

3.2.1.2 holds a valid license to practice as a dental hygienist.

3.2.2 Student Members

Student membership may be granted to any student who:

3.2.2.1 is currently enrolled in an accredited dental hygiene program or

3.2.2.2 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 institution of higher education.

3.2.3 Supporting Members

Supporting membership may be granted to any licensed dental hygienist who is not employed in a dental hygiene-related career.

3.2.4 Honorary Members

Honorary membership may be granted by the House of Delegates to any individual who:

3.2.4.1 is not a dental hygienist;

3.2.4.2 has made outstanding contributions to dental hygiene or dental health; and

3.2.4.3 has been nominated by the Board of Trustees.

3.2.5 Allied Members

Allied membership may be granted to any individual who:

3.2.5.1 supports the purposes and mission of the Association and

3.2.5.2 is not otherwise qualified for any other class of membership.

3.2.6 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

4.1 All members shall be entitled to attend the member meetings and social functions of the Association.

4.2 Only Voting Members may vote for the election of delegates to the House of Delegates, hold office in the Association, its Components and serve on the Board of Trustees and House of Delegates. Each eligible voting member shall have one (1) vote.

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Section 5. Disciplinary Action/Termination of Membership

5.1 Grounds for Discipline

The Association may discipline a member for any of the following reasons:

- 5.1.1 Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association.
- 5.1.2 Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude.
- 5.1.3 Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist.
- 5.1.4 Unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.

5.2 Procedures

Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that:

- 5.2.1 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.
- 5.2.2 it is conducted in accordance with procedures established by the Board of Trustees.

5.3 Non-Payment of Dues

Membership shall be automatically terminated:

- 5.3.1 for any member who is in default of payment of dues or assessments for more than 45 days, or
- 5.3.2 ceases to be a member in the Constituent, Component, or other organization required for membership in the Association or
- 5.3.3 otherwise becomes ineligible for membership
- 5.3.4 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.

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Section 6. Reinstatement

Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon:

- 6.1 payment of dues and any assessments and
- 6.2 meeting such additional terms and conditions as may be established by the Board of Trustees.

ARTICLE IV DUES, FEES, AND ASSESSMENTS

Section 1. Amount

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 with a two-thirds (2/3) vote by the Board of Trustees. Under special circumstances, the Board of Trustees may waive or reduce the annual dues and/or assessments for any member.

ARTICLE V ADHA DELEGATES

Section 1. Delegates

- 1.1 shall be limited to Voting Members.
- 1.2 All candidates running for ADHA Delegate must have:
 - 1.2.1 served at least once as ADHA Alternate Delegate; ADHA Delegate or
 - 1.2.2 actively participated in the ADHA Annual Session including attended the ADHA House of Delegates, District Discussions Reference Committees, and Candidates' Forum.
- 1.3 The Delegate Chair is an Ex-Officio Member of the ODHA Board of Trustees but without a vote. The Chair is required to attend such meetings as are designated by the Board of Trustees.

Section 2. Alternate Delegates

- 2.1 Shall be limited to Voting members.
- 2.2 The Elected Alternate Delegate shall serve for a one (1) year term.
- 2.3 The President shall appoint a member to serve in each remaining Alternate Delegate position with a majority vote of the Board of Trustees.
- 2.4 In the event of a vacancy in a Delegate or Elected Alternate Delegate position for the remainder of a term, the position will be filled in accordance with these Bylaws.

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Section 3. The term of elected Delegates and Alternate Delegates shall commence immediately following their installation.

3.1 There shall be one (1) Delegate elected to serve for a three (3) year term each year.

3.1.1 Elected ADHA Delegates serving a three (3) year term shall be limited to two (2) consecutive terms and will not be eligible to run for three (3) years.

3.2 Any additional Delegate positions needed shall be elected for a one (1) year term.

3.2.1 Elected ADHA Delegates serving a one (1) year term shall be limited to two (2) consecutive terms and will not be eligible to run for one (1) year.

Section 4. In the event a Special Session of the ADHA House of Delegates is called, the Delegates and Alternate Delegates who were the elected Delegates and Alternate Delegates who attended the previous ADHA Annual Session shall attend the Special Session called.

Section 5. In the event a Delegate or Alternate Delegate changes constituent affiliation or is unable to attend the required meetings without the express permission from the ADHA Delegate Chair, they are automatically disqualified as a Delegate or Alternate Delegate.

Section 6. In the event of the resignation or disqualification of a Delegate or Alternate Delegate, the President will appoint an Interim Delegate or Alternate Delegate with a majority vote of the Board of Trustees.

6.1 The Interim Delegate or Alternate Delegate shall serve until the unexpired term is filled during the next election at the Annual Session of this Association in accordance with these Bylaws.

6.2 If the term is expiring, then the office will be filled by election at the next Annual Session of this Association in accordance with these Bylaws.

Section 7. Prior to the ADHA House of Delegates, if there is a vacancy in the ADHA Delegate position and the ADHA Alternate Delegate has not served at least one time as an ADHA Alternate Delegate or an ADHA Delegate, the President shall appoint a member to serve as Delegate with Board of Trustees approval. This member must have served at least once as an ADHA Alternate Delegate or ADHA Delegate. This member must have attended ADHA House of Delegates, District Discussions, Reference Committees and Candidates' Forum.

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ARTICLE VI COMPONENTS

Section 1. Tripartite

The Association is a tripartite organization. Voting and supporting members must maintain a Professional Membership in the Association, a Constituent and a Component.

Section 2. Establishment of Components

All members of ODHA eligible to vote within a geographic territory within the jurisdiction of Ohio may become a member of a Component as may be established by ODHA in accordance with the articles of incorporation and Policy of the Association. Geographic boundaries of the Components shall be established by a majority vote of the Board of Trustees.

Section 3. Name

The name of any Component shall be as is established by the Component with a majority vote of the Board of Trustees.

Section 4. Revocation

ODHA may revoke, terminate, or otherwise alter the boundaries of any Component within its jurisdiction as ODHA deems necessary or appropriate.

4.1 When any component is not represented at two (2) consecutive ODHA Board of Trustees Meetings, that component shall be considered to be on probation. All component members shall be notified in writing of the probation status and if no special consideration is granted by the ODHA President, the component will be dissolved by a two-thirds vote of the ODHA House of Delegates.

Section 5. Membership

Eligibility for membership in the Component shall be established by ODHA provided however, that to be eligible for membership in the component, an individual must be a member of ADHA and ODHA.

5.1 A member who qualifies for membership in more than one component shall be eligible to be a voting member of only one component, but as selected by the member.

5.2 A member of a Component who seeks to transfer membership to another component may do so by filing a written request with The American Dental Hygienists' Association who shall affect the transfer and notify the appropriate component. The component to which the member transfers shall grant to such member full membership privileges without payment of current dues provided the current dues have been paid to the previous component.

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Section 6. Rights and Duties

Each Component shall have such rights and duties as maybe established by the House of Delegates so long as such rights and duties are not in conflict with the Bylaws and Code of Ethics of ADHA and ODHA. Within thirty days (30) of adoption, a copy of the Bylaws and Code of Ethics of each Component shall be submitted for review to the Policy and Bylaws Council which will file the document with the Administrative Assistant to be kept in the Central Office. Any Component Bylaw and/or Code of Ethics revisions must follow the above procedures.

6.1 Each Component shall have the right to elect Delegates and Alternate Delegates to the ODHA House of Delegates.

6.2 Each Component shall have the right to elect two (2) Trustees in accordance with these Bylaws.

6.2.1 Component elections shall be held in the spring of each year.

6.2.2 The term for the newly elected Component Officers shall commence following the Component's Spring Installation.

6.2.3 The term for the newly elected Component Trustee(s) shall commence following the ODHA Annual Session Installation.

6.3 Each Component shall hold at least three (3) business meetings per year.

Section 7. Components

Components within the State of Ohio must be incorporated and enter into the Incorporated Component Charter Agreement with the American Dental Hygienists' Association. Incorporated Components shall be responsible for obtaining general liability insurance and director and officer liability insurance for non-profit organizations.

ARTICLE VII ODHA HOUSE OF DELEGATES

Section 1. Composition

The House of Delegates shall consist of certified Delegates from each component consistent with current representation procedures and three (3) Voting Student Delegates. These Voting Student Delegates will be elected by the Student House of Delegates. The Trustees, Elective and Appointive officers of the Association shall serve as ex-officio members of the ODHA House of Delegates but without a vote.

Section 2. Certification

Each component shall file with the Speaker of the House the names of duly elected Delegates and Alternate Delegates no later than sixty (60) days prior to the Annual Session of the Association. The Speaker of the House shall thereafter dispatch to each Delegate and Alternate Delegate those credentials necessary for admission to meetings of the House of Delegates.

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Section 3. Selection of Members of the House of Delegates

The determination of the number of Delegates of each component shall be fixed using ADHA's real-time roster as of April 1st.

3.1 For each Delegate from a component, that component may have one Alternate Delegate. An Alternate Delegate shall be entitled to represent the component in the House of Delegates only in the absence of a Delegate.

3.2 Delegates and Alternate Delegates shall be members of the Association who are eligible to vote and who are members of the component, which the Delegate or Alternate Delegate is to represent. Delegates and Alternate Delegates shall be elected by members of the component who are eligible to vote.

3.3 Delegates and Alternate Delegates shall pay their membership dues at least sixty (60) days prior to ODHA Annual Session.

Section 4. Representation to ODHA House of Delegates

4.1 A component with twenty (20) or less voting members of the Association shall be entitled to be represented in the ODHA House of Delegates by four (4) Delegates.

4.2 A component with 21-50 voting members of the Association shall be entitled to be represented in the ODHA House of Delegates by five (5) Delegates.

4.3 A component with 51-100 voting members of the Association shall be entitled to be represented in the ODHA House of Delegates by six (6) Delegates.

4.4 A component with 101-150 voting members of the Association shall be entitled to be represented in the ODHA House of Delegates by seven (7) Delegates.

4.5 A component with 151-200 voting members of the Association shall be entitled to be represented in the ODHA House of Delegates by eight (8) Delegates.

4.6 A component with 201-300 voting members of the Association shall be entitled to be represented in the ODHA House of Delegates by nine (9) Delegates.

4.7 For every additional 100 members over 300, a component shall be entitled to one (1) additional delegate.

Section 5. Officers

The officers of the House of Delegates shall be a Speaker of the House elected in accordance with these Bylaws and a Secretary who shall be the Recording Secretary of the Association.

5.1 Vacancies - In the absence of the Speaker of the House, the President of the Association shall serve as Speaker or appoint a Speaker Pro Tem. In absence of the Secretary, the Speaker of the House shall appoint a Secretary of the House Pro Tem.

5.2 Duties

5.2.1 The Speaker of the House shall preside at all meetings of the House of Delegates.

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5.2.2 The Secretary shall serve as the recording officer for the House of Delegates and the custodian of its records, and shall provide a report of the proceedings of each meeting of the House of Delegates.

Section 6. Duties and Powers of the House of Delegates

The House of Delegates subject to these Bylaws shall be the legislative body of the Association, vested with authority to determine policies to govern the Association in all of its Activities.

6.1 The House of Delegates shall have the duty to elect ODHA Officers, ADHA Delegates and Alternate Delegates and Speaker of the House.

6.2 The House of Delegates shall have the power to enact, amend, and repeal the Articles of Incorporation and Bylaws of this Association, to adopt and amend the Code of Ethics, to elect life and honorary members of this Association, to establish offices of this Association to approve all memorials, and to approve all resolutions of opinions in the name of this Association.

6.3 Reference Committees of the House of Delegates

6.3.1 Personnel - Reference Committees shall consist of a minimum of three (3) officially certified Delegates who are appointed by the Speaker of the House at least twenty (20) days in advance of the Annual Session. A Component Trustee shall serve, without vote, as Chairperson of the Reference Committee.

6.3.2 Duties - It shall be the duty of the Reference Committee, to consider reports referred to it, to conduct open hearings, and to report it's recommendations to the House of Delegates.

Section 7. Meetings

7.1 Annual Session - There shall be one session of the House of Delegates each year called the Annual Session of the Association. This session may be divided into several meetings if such is necessary to the proper conduct of Association affairs. The Vice President shall cause to be published in an official publication of the Association official notice of the time and place of each session of the House of Delegates.

7.2 Special Session - A special session of the House of Delegates shall be called by the President upon written/email request of three-fourths of the Board of Trustees or two-thirds of the delegates in attendance at the previous Annual Session of the House of Delegates. The time and place of a special session shall be determined by the President and sent to the last known email address of each Delegate at least five (5) and not more than fifteen (15) days before the date of the special session, provided the time selected shall be not more than twenty (20) days after the request was received. The business of a special session shall be limited to that stated in the official call.

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ARTICLE VIII BOARD OF TRUSTEES

Section 1. Composition of the Board of Trustees

Composition of The Board of Trustees shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and the Trustee(s) from each Component of the Association. The Administrative Assistant, Council Chairpersons, ADHA Delegate Chair and Speaker of the House shall be ex-officio members of the Board of Trustees, but without a vote.

Section 2. Officers of the Board of Trustees

The officers of the Board of Trustees shall be a Chairperson, who is the President of the Association, and a Secretary who shall be the Recording Secretary of the Association.

2.1 Vacancies - In the absence of the President, the President-Elect shall serve as Chairperson of the Board of Trustees. In the absence of the President-Elect, the Vice President shall serve as Chairperson of the Board of Trustees. In the absence of the President, the President-Elect, and the Vice President, the Board of Trustees shall elect one of its Voting Members to serve as Chairperson Pro Tem. In the absence of the Recording Secretary, the Chairperson shall appoint a secretary Pro Tem.

2.2 Duties

2.2.1 The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees.

2.2.2 The Secretary shall serve as the recording officer of the Board of Trustees and the custodian of its records.

Section 3. Duties of the Board of Trustees

3.1 The Board of Trustees shall be the governing body of the Association, but vested with full power to conduct all business of the Association. In addition, the Board of Trustees shall have the power to enact Interim policies when the House of Delegates is not in session and when such policies are necessary to the proper conduct of Association affairs. All such policies shall be reported to the House of Delegates.

3.2 The duties of the Board of Trustees shall include, but not be limited to:

3.2.1 Provide for and maintain office facilities adequate for proper conduct of Association affairs.

3.2.2 Be responsible for all property, real and personal, owned or held by the Association, and cause to be bonded the Treasurer and others as needed with Board of Trustees approval.

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3.2.3 Establish the fiscal year of the Association; Review the annual budget as proposed by the finance committee, make such amendments as needed, and present the proposed budget to the House of Delegates. Testimony given at Reference Committee will be taken into consideration before approval of the budget at the Post Annual Session BOT.

3.2.4 Cause the accounts of the Association to be reviewed quarterly by the Audit Committee or the accounting firm employed by the association and consult with the Finance Committee as needed regarding recommendations. Issues of non-compliance shall be presented to the Board of Trustees.

3.2.5 Cause the accounts of the Association to be reconciled annually by the Audit committee or the accounting firm employed by the association and reported to the Board of Trustees.

3.2.6 Submit an annual report to the House of Delegates reviewing the activities of the Board of Trustees and of the appointive officers;

3.2.7 Review the reports of officers and committees of the Association resolutions to be brought to the House of Delegates, and to make recommendations to the House of Delegates concerning these reports and resolutions.

3.2.8 Adopt such rules and regulations for the conduct of the affairs of the Association as it deems necessary or appropriate.

3.2.9 Appoint such agents, attorneys, and other as it deems necessary or appropriate.

3.2.10 Perform such other duties as are prescribed or permitted by the laws of the State of Ohio for a Board of Trustees or directors, or by these Bylaws and the policies as may be adopted by the House of Delegates.

Section 4. Meetings

4.1 Regular Meetings - There shall be at least five (5) regularly scheduled meetings of the Board of Trustees each year. A meeting shall convene immediately following the close of the Annual Session of the House of Delegates. The time and place of each additional meeting of the Board of Trustees shall be determined by the President.

4.2 Special Meetings - Special meetings of the Board of Trustees shall be called by the President or by the President-Elect upon written request by a majority of the Voting members of the Board of Trustees. The call for the meeting shall be issued at least ten (10) days prior to the date set for the meeting. Majority consent of the Board of Trustees shall waive the ten (10) day notice for a special meeting to be held during the Annual Session. The call for a special meeting shall state the business to be considered and no other business shall be transacted during the special meeting.

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4.3 Meeting by Video, Web, Call Conferencing or other Virtual Means- Any action to be taken at a meeting of the Board of Trustees, Councils or any committee thereof may be taken through the use of a phone, computer or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participating in such a meeting shall constitute presence at the meeting. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by video, web, call conferencing, or other virtual means shall be delivered a minimum of seventy-two (72) hours prior to the meeting.

Section 5. Mail Ballots - Action approved by a majority vote of the voting members of the Board of Trustees by mail ballot shall be as binding and effective as if such action were taken in a regular or special meeting of the Board of Trustees, providing, however, that any five voting members of the Board may challenge the mail ballot on the ground that insufficient information is available to ensure proper consideration of the question. If the challenge is subsequently corrected to the satisfaction of the challengers, the challenge shall be withdrawn and the vote taken. Otherwise, the question shall be postponed until the next meeting of the Board of Trustees.

Section 6. Electronic Voting- A special electronic vote of the Board of Trustees may be called by the President or any five members of the Board of Trustees. All information pertaining to the vote must be distributed to all Board of Trustee members not less than 72 hours prior to the vote. Quorum participation of the Board of Trustees is mandatory or the question is postponed until the next full Board of Trustees meeting. A count of the votes must be recorded, and the results ratified at the next Board of Trustees meeting to be included in the official minutes. Only one item of business shall be transacted during such special vote.

ARTICLE IX EXECUTIVE COMMITTEE

Section 1. Composition

The Immediate Past President, President, President-Elect, Vice President, Secretary, Treasurer of this Association, and the Speaker of the House, shall comprise the Executive Committee.

Section 2. Meetings

Shall hold at least five (5) meetings per year prior to the Board of Trustees, and on an emergency basis at the discretion of the President.

Section 3. Duties

Shall have the power to conduct administrative duties between Board of Trustees meetings and submit written report to the Board of Trustees.

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Section 4. The Speaker of the House shall be a non-voting member of this committee.

Section 5. All duties of the Executive Committee must be accomplished through a majority vote.

ARTICLE X ELECTIVE OFFICERS

Section 1. Elective Officers

The elective officers of this Association shall be the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Speaker of the House, and Component Trustee(s) as provided in these Bylaws.

Section 2. Term of Elective Officers

2.1 The Vice President and Secretary shall be elected to serve for a term of one (1) year, or until their successors assume office.

2.2 The President-Elect, upon completion of a one (1) year term as President-Elect, shall succeed to the office of President without election.

2.2.1 The President, upon completion of a one (1) year term as President, shall succeed to the office of Immediate Past President without election, but only when the President-Elect succeeds to the Presidency or a new President is elected to serve for a term of one (1) year and their successor assumes office.

2.2.2 In no event shall the President serve more than two (2) consecutive terms.

2.2.3 The Immediate Past President shall serve a term of one (1) year, or until their successor assumes office.

2.3 The Treasurer and Speaker of the House shall be elected to serve for a two (2) year term, or until their successors assume office.

2.3.1 In no event shall such an individual serve more than two (2) consecutive terms.

2.4 The Component Trustee(s) shall be elected by their local Component to serve for a two (2) year term, or until their successor assumes office.

2.4.1 The Trustee(s) will be elected during spring elections. Components shall avoid electing two (2) Trustees at the same election.

2.4.2 The term for the Trustee(s) will commence immediately following the ODHA Annual Session Installation.

Section 3. Vacancies

3.1 In the event of a vacancy of the office of President prior to the Annual Session of this Association, the President-Elect shall serve as Interim President for the unexpired term and as President for the full term immediately following.

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3.2 In the event of a vacancy of the office of President-Elect prior to the Annual Session of this Association, the vacancy shall be filled at the next election in accordance with these Bylaws.

3.2.1 Unless the conditions of 3.1 apply, the office of President shall be filled at this next election, in accordance with these Bylaws.

3.3 In the event of a vacancy in the office of President and President-Elect prior to the Annual Session of this Association, the Vice President shall serve as Interim President for the unexpired term.

3.4 In the event of a vacancy in the office of Vice President or Secretary prior to the Annual Session of this Association, the President, with approval of the Board of Trustees, may appoint a successor for the unexpired term.

3.5 In the event of a vacancy in the office of Treasurer or Speaker of the House prior to the Annual Session of this Association, the President, with approval of the Board of Trustees, shall appoint a successor.

3.5.1 The successor shall serve until the unexpired term is filled during the next election at the Annual Session of this Association in accordance with these Bylaws.

3.5.2 If the term is expiring, then the office will be filled by election at the next Annual Session of this Association in accordance with these Bylaws.

3.6 In the event of a vacancy in the office of Component Trustee(s) prior to the Annual Session of this Association, the Component, with approval of the Board of Trustees, shall appoint a successor.

3.6.1 The successor shall serve until the unexpired term is filled at the spring election of the Component, in accordance with these Bylaws.

3.6.2 If the term is expiring, then the office will be filled at the spring election of the Component, in accordance with these Bylaws.

Section 4. Duties of Officers - In addition to these duties customarily and regularly pertaining to the offices they hold, except as otherwise permitted by these Bylaws and the laws of the State of Ohio, the respective elective officers shall:

4.1 The President shall be Chairperson of the Board of Trustees, and shall have general supervision and direction of all elective officers of the Association and see that their duties are properly performed. The President shall address the opening meeting of each Annual Session and shall submit to the House of Delegates an annual written report on the activities of the President.

4.2 During the absence or disability of the President, the President-Elect shall have the power and perform the duties of the President and shall have such further powers and shall discharge such other duties as may be assigned by the Board of Trustees of the President.

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4.3 The Vice President shall have such powers and shall discharge such duties as may be assigned to them by the Board of Trustees or the President.

4.4 The Treasurer shall consult with the Finance Committee, taking into consideration the recommendations of the Audit Committee concerning the books and financial records, in ascertaining the financial condition of the Association and shall present proposed actions to the Board of Trustees for approval. The Treasurer shall be attentive to fiscal matters and shall discharge such other duties as may be assigned to the Treasurer by the Board of Trustees or the President. The Treasurer shall consult with an accountant with a majority vote of the Board of Trustees or House of Delegates.

4.5 The Speaker of the House shall consult with the President and Administrative Assistant as needed for the orderly operation of the House of Delegates and shall discharge such duties as may be assigned by the Board of Trustees.

4.6 Component Trustees shall discharge their powers and duties so as to be in the best interests of the entire Association. Component Trustees shall accurately report, in a timely way, to their membership such actions as may be taken by the Board of Trustees, which shall or may affect such Component members.

4.7 The Secretary shall record all the minutes from the meetings of the Board of Trustees, Executive Committee, and any other occasions deemed necessary by the President. The Secretary shall post these minutes as directed and submit them to the minutes search chairperson.

4.8 When a Component Trustee is unable to attend a Board Meeting, the Component may appoint and send an Alternate Trustee to represent the Component, vote on issues before the Board, and report to the Component information from the Board.

Section 5. Compensation

Elective officers, as such, shall not receive any compensation for their services as officers but the Board of Trustees may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Honorariums may be authorized for any elective or appointed officers by the Board of Trustees, and the amount to be determined by the Board of Trustees and incorporated with the annual budget.

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Section 6. Resignation or Removal

Any elective officer may resign at any time by giving written notice to the President or to the Board of Trustees. Such resignation shall take effect at the time specified, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board. Any elective officer may be removed for cause by a two-thirds vote of the Body, which elected said officer at any regular or special meeting at which a quorum is present. Sufficient cause for such removal may be violation of these Bylaws, the Code of Ethics of the profession or any lawful rule, practice or procedure duly adopted by the Board of Trustees or House of Delegates or any other conduct deemed by the House of Delegates to be prejudicial to the best interests of this Association. For removal of an elective officer for cause it shall be necessary for the body which elected said officer to conduct a formal hearing, and such Body may adopt such procedures as it deems necessary or appropriate for consideration of the removal for any elective officer pursuant to this section, provided due process is afforded to the party in question. Any elective officer who is no longer eligible for membership in the Association, or who is suspended or expelled from membership, shall be deemed to have automatically resigned from such office upon the date the ineligibility, suspension, or expulsion becomes effective.

ARTICLE XI APPOINTIVE OFFICERS

Section 1. Appointive Officers

The appointive officers of the Association may be established by the Board of Trustees for the proper conduct of Association affairs.

Section 2. Qualifications

Qualifications for appointive officers shall be determined by the Board of Trustees.

Section 3. Term of Offices

Appointive officers shall be appointed by the President with Board of Trustees approval for a term that shall be determined by the Board of Trustees.

Section 4. Vacancies

Vacancies in appointive offices shall be filled as they occur by appointment by the President with Board of Trustees approval.

Section 5. Duties

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

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ARTICLE XII ELECTION PROCEDURES

Section 1. Nominations of Candidates for Offices to be filled by House of Delegates

The Nominating Committee shall consist of the three most recent Past-Presidents still in good standing as members of the Association and two elected members. The House of Delegates shall elect the two Voting members to serve on this committee for a two-year term. These members will be elected in alternating years. The Chair of the Nominating Committee shall be designated by the President. Candidates for ODHA Offices shall not serve on the Nominating Committee. This standing committee shall strive to present at least two (2) qualified candidates for each office for which there shall be a vacancy. Additional nominations of qualified individuals may be made from the floor. Write-in candidates will be accepted as provided in these Bylaws.

1.1 Must file a written declaration of intent with the Speaker of the House at least 24 hours prior to balloting.

1.2 Must provide a written statement of intent to each component. A copy of this statement shall be included with reference committee reports.

1.3 Must be available to discuss issues with each component.

1.4 All ineligible candidates' names written on the ballot will not be read nor recorded.

Section 2. Qualifications for Nomination

A candidate for an elected office shall be a Voting Member with ODHA and an Ohio component.

Section 3. Elections

3.1 The President-Elect, Vice President, Secretary, Treasurer, Speaker of the House, ADHA Delegates, ADHA Alternate Delegate, and two Nominating Committee members shall be elected by the House of Delegates at its Annual Session. The President shall be elected by the House of Delegates at its Annual Session when there is no President to remain in office and no President-Elect to succeed to the office of President.

3.2 Voting shall be by ballot of the appropriate ODHA Delegates or ODHA Alternate Delegates in the absence of the Delegate. The Speaker of the House shall provide facilities for voting.

3.3 The majority of ballots cast shall elect.

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ARTICLE XIII MEETINGS AND PROCEDURES

Section 1. Annual Session of the Association

There shall be one general meeting of the Association each year, which shall be designated the Annual Session of the Association, at which will be scheduled the Annual Session of the House of Delegates and such other activities as directed by the House of Delegates and the Board of Trustees. The time and place of each Annual Session of the Association shall be determined by the Board of Trustees. At least sixty (60) days in advance of each Annual Session of the Association, the Annual Session Chair shall cause to be published, on the official website of the Association, notice of the time and place the Annual Session is to convene as well as registration information.

Section 2. Admission to General Meetings

2.1 Members - All members of the Association shall be entitled to admission to general meetings of the Association.

2.2 Non-Members - Non-Members of the Association may be admitted to general meetings of the Association in accordance with rules and regulations established by the Board of Trustees.

Section 3. Quorum

A majority of the members of the House of Delegates, the Board of Trustees, a District caucus, or a committee eligible to vote shall constitute a quorum. In the absence of a quorum, those voting members present may adjourn the meeting until such time as a quorum is present.

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Section 4. Referendum

In lieu of a meeting, at the discretion of the Board of Trustees, any question may be submitted in writing to members of the House of Delegates, to any caucus, or to other committee or body of the Association for appropriate determination. Such writing shall consist, at a minimum, of a ballot, stating the question to be determined with appropriate places at which the member may indicate "approve" or "disapprove." If any 30 members of the House of Delegates challenge the referendum on the grounds that insufficient information is available to insure proper consideration of the question, then the question of the referendum will be postponed until the next session of the House of Delegates. Such ballot shall be sent by certified or registered mail to each member then entitled to vote at the last recorded address shown in the official records of the Association. The ballot shall be accompanied by an envelope addressed to the office of the Association and shall, in order that it may be counted as a valid vote, bear the signature of the member. The ballot shall state the date by which it must be returned to the office of the Association in order to be valid. A majority vote taken on any issue thus presented shall be as binding as though taken at any regular or special meeting of the House, caucus, or other committee or body of the Association.

ARTICLE XIV PUBLICATIONS

Section 1. Publications

The Board of Trustees may authorize publications to serve in the best interests of the Association.

Section 2. Website

The Association shall maintain and update the official website, "www.odha.net" to serve in the best interests of the Association.

Section 3. Social Media

The Association shall maintain and update all Ohio Dental Hygienists' Association social media platforms to serve in the best interests of the Association.

ARTICLE XV FOUNDATIONS AND SPECIAL SECTIONS

Section 1. The House of Delegates, on behalf of the Association, may establish, administer, operate, or dissolve a special section or sections, a foundation or foundations as a separate entity or entities, to perform or engage in such functions or activities as deemed necessary or appropriate by the House of Delegates and upon such terms and conditions as the House of Delegates may establish.

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ARTICLE XVI COUNCILS, COMMITTEES AND CONSULTANTS

Section 1. Classification and Duties

1.1 Councils - Each council shall be composed of at least one member of each committee that functions within said council.

1.1.1 The chairman shall be appointed by the President of ODHA with a majority vote of the Board of Trustees.

1.1.2 A secretary shall be appointed by the chairman.

1.1.3 Consultants: All councils of this association may at any time request the President to appoint one (1) or more consultants when the need for special assistance can be demonstrated.

1.2 Standing Committees - Standing Committees of the Association shall be established by the Board of Trustees, and shall continue to exist until the Board of Trustees acts to terminate them.

1.3 Special Committees - Special Committees of the Association shall be established by the Board of Trustees or House of Delegates, and shall be automatically terminated upon completion of the task for which they were established.

1.4 Consultants/Liaisons - Consultants/Liaisons shall be appointed by the President with a majority vote of the Board of Trustees as deemed necessary.

1.4.1 Qualifications, duties, and term of office shall be determined by the Board of Trustees.

1.5 Duties - Committees shall have such duties as are designated by either the House of Delegates or the Board of Trustees, including the preparation and filing of such reports as may be necessary or appropriate. These duties shall be outlined in the ODHA Procedures Manual.

1.6 Responsibilities of Councils

1.6.1 Review the scopes of each committee within the council.

1.6.2 Set the goals and plans for the collective committees within its scope.

1.6.3 Prepare one report for the collective committees within its scope for each Board meeting and Annual Session.

1.6.4 Be responsible for all administrative functions of each committee within its scope.

1.6.5 Each council must meet or communicate in some way at least two (2) weeks prior to each Board meeting.

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Section 2. Composition

2.1 ODHA Committee Structure - All committees of the Association, both standing and special, shall be comprised of voting members of the Association. In the event that cooperative efforts with other Associations make the appointment of one or more non-members desirable, such appointments shall be made only with a majority vote of the Board of Trustees. Members of the committees shall serve for a term of one year or until the committee is disbanded, whichever is sooner.

2.2 ODHA Council Structure

Assignments to councils will be outlined in the ODHA Procedures Manual.

- 2.2.1 ANNUAL SESSION COUNCIL
- 2.2.2 CONTINUING EDUCATION COUNCIL
- 2.2.3 GOVERNMENT RELATIONS COUNCIL
- 2.2.4 MEMBER SERVICES COUNCIL
- 2.2.5 POLICY AND BYLAWS COUNCIL
- 2.2.6 STUDENT COUNCIL

Section 3. Appointment

Chairperson of standing committees shall be appointed by the President with the approval of the Board of Trustees. Chairperson and all members of special committees shall be appointed by the President and shall be approved by the Board of Trustees. Vacancies shall be filled in the same manner as appointments.

Section 4. Responsibilities of Council Chairperson

- 4.1 Preside at all meetings.
- 4.2 Appoint a secretary to record all actions and decisions.
- 4.3 Prepare one report for each Board meeting and Annual Session.
- 4.4 Be present and report at all Board meetings the decisions and actions of the council. Submit in writing the recommendations or resolutions for the Board to review. Be able to provide background information concerning the matter to be discussed.

ARTICLE XVII CODE OF ETHICS

Section 1. Professional Conduct of Members

The Code of Ethics of this Association shall be the same as the Code of Ethics defined by the American Dental Hygienists' Association.

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Section 2. Discipline of Members

Rules governing conduct subject to discipline, disciplinary measures, and disciplinary procedures shall be determined by the House of Delegates and published in conjunction with the Code of Ethics.

2.1 The House of Delegates shall have the right to discipline any member by placing the member under a sentence of censure, probation, suspension or expulsion from membership for:

2.1.1 Having been found guilty of a felony.

2.1.2 Having been found guilty of violating the Dental Practice Act of this state.

2.1.3 Having violated the Bylaws or the Code of Ethics of this Association or its Components.

ARTICLE XVIII MISCELLANEOUS

Section 1. Use of Funds and Dissolution

The Association shall use its funds to accomplish the objectives and purposes specified in these Bylaws, and shall never be distributed to the members of the Association. On dissolution of the Association, all funds remaining shall be remanded according to ADHA Bylaws Article XVII and reabsorbed by the parent Association.

Section 2. Indemnification

The Association shall have the power to indemnify any person who is or was an ADHA Delegate, Trustee, officer or employee of the Association or who is or was serving at the request of the Association as an ADHA Delegate, Trustee, director, officer employee, or agent of another association, corporation, partnership, joint venture, trust, or other enterprise, to the full extent permitted by law. The Association may purchase and maintain insurance on behalf of any person who is or was an ADHA Delegate, Trustee, officer, employee or agent of the Association, or who is or was serving at the request of another association, corporation partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him or her against such liability.

Section 3. Insurance

The Association shall maintain general liability insurance as well as director and officer liability insurance for non-profit corporations.

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ARTICLE XIX 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 and Code of Ethics. The Board of Trustees shall provide recommendations for all proposed amendments before the first meeting of the House of Delegates. The deadline for proposals must be submitted according to the Standing Rules.

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 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 sent to all Delegates by mail or electronic communication or 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.

Section 4. Amendment Without Notice

Prior to the end of the First House of Delegates, bylaws may be considered for amendment without notice, by a vote of three-fourths (3/4) of the House of Delegates. Adoption of these amendments would require a three-fourths (3/4) vote.

ARTICLE XX PARLIAMENTARY LAW

All meetings of the Association shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with the laws of the State of Ohio or these Bylaws or procedures adopted by the House of Delegates or Board of Trustees.

ARTICLE XXI SUPREMACY CLAUSE

Section 1. Supremacy Clause - The Constitution and Bylaws of this Association shall not be in conflict with the Constitution and Bylaws of ADHA, which shall be the supreme law of the Association. A current copy of these Bylaws shall be on file with the Executive Director of ADHA.