**MEMPHIS DENTAL HYGIENISTS’ ASSOCIATION**

**Proposed**

**BY LAWS**

**2019-2020**

**BY-LAWS**

**MEMPHIS DENTAL HYGIENISTS' ASSOCIATION**

**ARTICLE I**

**NAME AND PURPOSES**

**Section 1.        Name.**    The name of this corporation shall be the Memphis Dental Hygienists’ Association (hereinafter referred to as the "Association"), a Tennessee not-for-profit corporation formed in Memphis, Tennessee in 2018.

**Section 2.    Purpose.** 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 newsletter, and to conduct other activities as may be permitted by the State of Tennessee 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 Tennessee a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Tennessee, as the Board of Officers may determine.

**ARTICLE II**

**MEMBERSHIP**

**Section 1             Membership Qualifications.** Membership may be granted to anyindividual who: (i) meets the criteria set forth for each category of membership in the Association;  (ii)  shares interest in and supports the purposes of the Association; (iii)  abides by these Bylaws, the Association's Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the House of Delegates may establish.

**Section 2.            Membership Categories.**  The membership of the Association shall be composed of the following categories:

**a.      Voting Members**

1. **Professional Members.**   Professional membership may be granted to any individual who (i) has either earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered by an accredited college or institution of higher education, or is licensed to practice dental hygiene in the United States under the provision of a "grandfather clause";  and (ii)  is licensed to practice in any state, territory or possession of   the United States if such license is required for the practice of dental hygiene; and (iii) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed, practices or resides).
2. **Senior Status.** Professional members who have reached the full retirement age as set by the Social Security Administration and have either been an active member of the Association for an aggregate total of thirty (30) years, or twenty-five (25) consecutive years may apply for Retired/ Senior status**.**
3. **Members with Disabilities.**  Professional members who are unable to work due to a verified disability may apply for Disabled status.  All such applications must be verified by such member's Component, 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.

**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 Tennessee as well as this Component.

**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 upon application to the Board of Trustees.

**6. Corporate Members**. Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association’s mission.

**Section 3.        Rights and Duties**

1. Voting and supporting members must be members of both a Constituent and this Component

**b.**      All members shall be entitled to attend the meetings and social functions of the Association.

**c.** Only voting members may vote for the election of delegates to the House of Delegates, hold office in the Association’s component, and serve on the Board of Trustees and House of Delegates.   Each eligible voting member shall have one (1) vote in the election of delegates or any other matter.

**d.**   Non-voting Members shall be entitled to: attend any general meeting of this Association, but without the right to vote or hold office; receive the newsletter publication of this Association; such other privileges as the Membership of this Association may determine.

**Section 4.    Disciplinary Action/Termination of Membership**

**a.    Grounds for Discipline.** The Association may discipline a member for any of the following reasons:

1. Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association;
2. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygieneor involving moral turpitude;
3. Suspension, revocation, or forfeiture by any state, province, or country of the members 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 Officers.

**c.     Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than forty-five (45) days, 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 the designee(s) shall establish, unless such termination is delayed by the Board of Trustees.

**Section 5.        Reinstatement.** Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon (i) payment of dues and any assessments; (ii) application to the appropriate Component or to the Board of Trustees; and (iii) meeting such additional terms and conditions as may be established by the Board of Officers~~.~~

**Section 6. Dues**  The dues of this Association are on an annual basis based on payment agreement with the American Dental Hygienists’ Association, payable according to the anniversary date specified with the American Dental Hygienists’ Association.  The amount of annual dues, fees and assessments for any class of membership in this Association shall be established by the membership of this Association and the American Dental Hygienists’ Association.  A two-thirds (2/3) affirmative vote of those present and voting shall be required for any dues increase.

**Section 7. Transfer of Membership**.  A member of this Association may transfer to another Component by written request to ADHA.  Full membership privileges shall be granted to the transferred member without payment of current dues provided current dues have been paid to the previous Component.

**ARTICLE III**

**MEMBERSHIP MEETINGS**

**Section 1. Meetings.** There shall be a meeting of this Association monthly, except the months of June, July and August, unless otherwise directed by the Board of Officers or the President.

a.   Members:  Members of this Association shall be entitled to attend all sessions.

b.   Non-members:  Non-members shall be admitted to regular sessions without membership in this Association.  All scientific sessions may be attended with tuition higher than that charged to members.

**Section 2. Special Meetings.**   Special meetings of this Association shall be called by the President upon request of the majority of the Board of Officers, with no less than five (5) days notice.

**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 ten (10) days prior to the date of such meeting, unless required by applicable law.

**Section 4. Quorum.**    The number of the attending voting members of the association shall constitute a quorum for the transaction of business at any duly called meeting.

**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. Electronic/Telephonic Member Meetings.** The members of the Association are authorized to participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting and a member participating by this means shall be deemed present in person at the meeting.

**Section 7.   Action by Written Consent.**   Any action required by law or these bylaws to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken by written ballot consistent with Tennessee Code Annotated section 48-57-108. Individual signed ballot may be scanned, and sent by electronic means.

**ARTICLE IV**

**GOVERNING BOARD OF OFFICERS**

**Section 1.** **Authority and Responsibility.**   The affairs of the Association shall be managed by the Governing Board of Officers (which shall be referred to in these Bylaws as the "Board of Officers"), 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 Officers 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 Officers shall have the power to enact interim policies when the membership of this Association is not in session when such policies are necessary to the proper conduct of the Association affairs. All such policies shall be reported to the membership of this Association at the next meeting for ratification.

**Section 2. Composition.**   The Board of Officers shall be composed of members as follows:  the President, President Elect, Vice President, Treasurer, Immediate Past President, Secretary, Communications Officer, Trustee, and Liaison to Schools of Dental Hygiene.

**Section 3. Meetings.**

**a.**   **Regular Meeting.** There shall be at least one (1) regular meetings of the Board of Officers each year at the beginning of each calendar year. The purpose of the meeting is to review job descriptions and/or duties.

**b.**  **Special Meetings.** Special meetings may be called by the president.  The President shall call a meeting upon request of at least two (2) voting members of the Board of Officers.  Five (5) days notice shall be given except for meeting which may be called during any regular meeting of this Association.  Business shall be limited to that which is stated in the call.

**c.**   **Meeting by Conference Call.**  Any action to be taken at a meeting of the Board of Officers 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. Participations 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.

**d.**  **Quorum**.  A majority of the Board of Officers shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Officers; provided that when less than a quorum is present at said meeting, a majority of the Board of Officers members present may adjourn the meeting to another time without further notice. Once a quorum is present to organize the meeting it shall continue in effect notwithstanding the subsequent withdrawal of any of those present unless the status of a quorum is questioned by an Officer.

**Section 4. Manner of Acting.**   The act of a majority of Officers present at a duly called meeting at which a quorum is present shall be the act of the Association, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 5. Action by Written Consent.**  Any action requiring a vote of the Board of Officers 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 Officers entitled to vote with respect to the subject matter thereof, and in compliance with state law. Individual signed ballot may be scanned, and sent by electronic means.

**Section 6. Resignation and Removal.**  Any Board Officer may resign at any time by giving written notice to the President.  In addition, any board officer may be removed by the Board of Officers or a majority vote of the persons entitled to elect such Officer, whenever, in their judgment, the best interests of the Association would be better served by such removal.

**Section 7. Vacancies.**     Vacancies in any office shall be filled at the discretion of the Board of Officers. However, if the office of President shall become vacant, the President -Elect shall assume the position and duties.

**ARTICLE V**

**OFFICERS**

**Section 1. Composition.**   The officers of the Association shall be a President, President Elect, Vice President, Treasurer, Immediate Past President, Secretary, Historian, Liaison to Schools of Dental Hygiene, and Trustee (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 the business affairs of the Association, subject to the direction and control of the Board of Officers, The President shall be an ex- officio member of all councils and committees. 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 Officers, by these Bylaws and by the Policy and Procedure Handbook. The President shall appoint all chairmen and members of councils and committees. 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, 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 the 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 assist the President and shall substitute for the President when required. The Vice President shall, in general, perform all duties customarily incident to the office of Vice President and such other duties as may be prescribed by the Board of Offices, by these Bylaws and by the Policy and Procedure Handbook.

**Section 5. Secretary.** The secretary shall serve on the Board of Officers and shall serve as Secretary of monthly meetings, and shall have other powers and duties as may be determined by the President, or prescribed by these Bylaws and by the Policy and Procedure Handbook.

**Section 6. 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 and by the Policy and Procedure Handbook.

**Section 7. Immediate Past President.** The Immediate Past President shall have such power and duties as may be assigned by the President, the Board of Officers, these Bylaws and by the Policy and Procedure Handbook.

**Section 8.** **Trustee.** The Trustee shall have such power and duties as may be assigned by the President, the Board of Officers, these Bylaws and by the Policy and Procedure Handbook.

**Section 9. Communications Officer.** The communications officer will convey all communications from the MDHA board to members and interested non-members. This includes newsletters, meeting notifications, job opportunities and any other appropriate information as approved by the Board. This will be done electronically or by mail. This officer will also be in charge of updating our website with current information.

**Section 10. Historian**. The Historian shall have such power and duties as may be assigned by the President, the Board of Officers, these Bylaws and by the Policy and Procedure Handbook.

**Section 11. Liaison to Dental Hygiene Schools.** The Liaison to Dental Hygiene Schools shall have such power and duties as may be assigned by the President, the Board of Officers, these Bylaws and by the Policy and Procedure Handbook.

**Section 12. Qualifications.** Only voting members shall be eligible to serve on the Board of Officers. Officers must be members of this Component.

**Section 12. Terms.**

a. The President, President-Elect, Vice President and Immediate Past President, Historian and Liaison to Dental Hygiene Schools shall serve a one (1) year term, or until such time as their successors are duly elected, qualified, and take office. Officers are eligible for additional terms.

b. The Secretary, Treasurer, and Communications Officer and TNDHA Trustee shall serve a two (2) year term, or until such time as their successors are duly elected, qualified, and take office. Officers will be eligible for additional terms.

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.

d**.** The term of all Board Officers shall begin immediately following installation

**Section 12.** **Nominations**. Nominations for office shall be made by Immediate Past President, who shall, if possible, nominate at least two (2) candidates for each office to be elected by the membership of this Association.  Additional nominations may be made from the floor.  Nominating speeches shall be limited to two (2) minutes in length.

**Section 13. Elections.**

1. The officers shall be elected by ballot by the membership of this Association to serve the term designated for each office or until a successor is elected.
2. In the event that there is only one (1) candidate for an office, such candidate shall be declared elected by the President.
3. In the event that no candidate receives a majority of the votes cast on the first ballot, the candidate receiving the highest number of votes shall be voted upon again by ballot.

**ARTICLE VI**

**COMMITTEES**

**Section 1. Establishment.** Standing committees and/or Special Committees shall be established by the membership of this Association and/or Board of Officers. Committees shall have such duties as designated by the membership of this Association or the Board of Officers, and shall conform to the duties mandated in the Policy and Procedures Handbook of this Association.

**Section 2. Composition.** Committee shall be composed of a chairperson and any other members deemed necessary.  If cooperative efforts with other associations make the appointment of a non-member desirable, it shall be made only with the approval of the Board of Officers.

**Section 3. Appointment.**  Chairpersons and members of standing committees shall be appointed by the President with the approval of the Governing Board of Officers.  Chairpersons and members of standing committees shall serve a term of three (3) years, unless otherwise established by the Board of Officers.  Chairpersons and members of special committees shall be appointed by the President and shall serve until their task is completed.

**Section 4. Quorum and Manner of Acting.** At all meetings of any 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 committee. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

**Section 5. Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by the President.

**Section 6. Policies and Procedures.** The Board of Officers shall develop and approve policies and procedures for the operation of all committees. All committees shall report to the Board of Officers, unless otherwise set forth in the resolution establishing such committee.

**ARTICLE VII**

**USE OF ELECTRONIC COMMUNICATIONS**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be take 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 VIII**

**PUBLICATIONS**

**Section 1.**  There shall be an official newsletter publication of this Association

**Section 2.**  Additional publications may be authorized by the Board of Officers.  The editors of these publications shall be appointed by the Board of Officers and shall submit a written annual report to the Board of Officers and the membership of this Association.

**ARTICLE IX**

**FINANCE**

**Section 1. Contracts.** The Board of Officers may authorize any officer(s), agent(s) 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 suchauthority 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 good manner as shall be determined by action of the Board of Officers. In the absence of such determination by the Board of Officers, such instruments shall be signed by the Treasurer or President.

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

**Section 4**. Insurance. The Board of Officers shall provide General Liability and Directors and Officers Liability Insurance.

**Section 5**. Gifts. The Board of Officers 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 Officers and any committees having the authority of the Board of Officers.

**Section 7**. Annual Audit. The Board of Officers shall provide an annual internal review of the financial records of the Association. Records may be reviewed by a certified public accountant as deemed necessary. 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 Officers, currently July 1-June 30.

**ARTICLE X**

**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 Tennessee Code as may be amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the TNDHA Board of Trustees.

**ARTICLE XI**

**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 XII**

**AMENDMENTS**

**Section 1. Proposed Amendments.** The Board of Officers, 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 Officers shall provide recommendations for all proposed amendments before the meeting of the Association.

**Section 2. Approval of Amendments.** Proposed amendments of these Bylaws and Code of Ethics shall be forwarded to the membership for consideration. Approval of such proposals shall require the act of two-thirds (2/3) of the entire membership at a duly called session of the Association

**Section 3. Notice**. Notice of intent to amend these Bylaws must be (i) sent to members 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 meeting of the Association at which such amendments are to be considered. Such notice must include a general description of the proposed amendments.

**ARTICLE XIII**

**DISSOLUTION**

In the event of the dissolution of the Association, the Board of Officers shall, after paying or making provision for the payment of all the liabilities of the Association, distribute all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the TNDHA, or, if the TNDHA is no longer in existence, to the ADHA, or if the ADHA is no longer in existence, exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501 (c) (3) or 501 (c) (6) of the Internal Revenue Code of  1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Officers shall determine.  Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county 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 XIV**

**PARLIAMENTARY AUTHORITY**

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

**ARTICLE XV**

**SUPREMACY CLAUSE**

The Bylaws of this Association shall not be in conflict with the Constitution and Bylaws of ADHA and TNDHA, 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 and TNDHA.