TENNESSEE
DENTAL
HYGIENISTS'
ASSOCIATION

BYLAWS

2011 Revision
Article I

NAME AND PURPOSES

Section 1. Name. The name of this corporation shall be the Tennessee Dental Hygienists' Association (hereinafter referred to as the "Association"), a Tennessee not-for-profit corporation, incorporated under the State of Tennessee, County of Davidson, April 12, 1951, and recorded in the Corporation Record Book Volume 0-17, p. 194.

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 newsletter, Hy-Spy; 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 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. Membership Categories. The membership of the Association shall be composed of the following categories:

a. Voting Members

1. Active Members. Active 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. Retired/Senior Status. Active 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. They shall be exempt from paying TDHA dues.
3. **Members with Disabilities.** Active 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 active 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 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 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**

a. Voting and supporting members must be members of both a Constituent and Component (if such exist where the member is licensed, practices, or resides).

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

c. Only voting members may vote for the election of delegates to the House of Delegates, hold office in the Association, its components, and serve on the Board of Trustees and House of Delegates. Notwithstanding anything set forth to the contrary herein, the voting members' right to vote is specifically limited to elections of Delegates, and no other matter. Each eligible voting member shall have one (1) vote in the election of delegates.

d. No individual member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws.

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

a. **Grounds for Discipline.** The Association may discipline a member for any of the following reasons:
1. Failure to comply with these Bylaws, the Association's Code of ethics for Dental Hygienists, or any other rules or regulations of the Association;
2. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude;

3. Suspension, revocation, or forfeiture by any state, province, or country of the 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 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 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 Trustee.
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 3/4 of the Board of Trustees or at the written request of 2/3 of the Association's voting members in attendance at the previous annual session. The time and place 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 ten (10) days prior to the date of such meeting, unless required by applicable law.
Section 4. Quorum. A majority (50% +1) of the voting members of the association shall constitute a quorum for the transaction of business at any duly called meeting, provided that if less than a quorum is present, a majority of voting members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Action. 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. 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 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 members as follows: the President, President-Elect, Vice President, Treasurer, Immediate Past President, Secretary, Hy-Spy Editor, Senior ADHA Delegate, Junior ADHA Delegate, and one (1) Trustee from each component.

Section 3. Invited Participants. The Administrative Assistant shall be invited to attend and participate, without vote, in all regular and special meetings held in Executive Session.

Section 4. Districts. The Association's 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 the Component located within the District that they have been elected to represent.

**Section 6. Election of District Trustees.** District Trustees shall be elected by members of their Components and represent the component at Board of Trustees meetings and Association meetings. Elections shall be held at a District meeting 60 days preceding the Annual Session of the House of Delegates. Odd-numbered Districts shall elect Trustees in even-numbered years: even numbered Districts shall elect Trustees in odd-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, Immediate Past President, Secretary, Hy-Spy Editor, ADHA Delegate(s) and 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 adjournment of the first annual session of the House of Delegates following their election and shall run until adjournment 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 Secretary, 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. Business shall be limited to that which is stated in the call. Attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting except where a Board member 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. 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 twenty-four (24) 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. 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 a Trustee.

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, and in compliance with state law.

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

Section 15. Vacancies. Vacancies in any District Trustee position shall be filled by the President, after consultation with the president of the Component 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 I. Officers. The officers of the Association shall be a President, President-Elect, Vice President, Treasurer, Immediate Past President, Secretary, Hy-Spy Editor, and Speaker of the House (collectively, "Officers"). No two offices may be held 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 Trustees, by communicating with the Administrative Assistant as necessary regarding the business of the Association. 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 Trustees. 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 have such power
and duties as may be assigned by the President or the Board of Trustees.

Section 5. Secretary. The secretary shall serve on the Board of Trustees
and shall serve as Secretary of the House of Delegates, and shall have other
powers and duties as may be determined by the Board of Trustees or the
President.

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.
Section 7. **Immediate Past President.** The Immediate Past President shall have such power and duties as may be assigned by the President or the Board of Trustees.
Section 8. **Hy-Spy Editor.** The Hy-Spy Editor shall serve as circulation and scientific editor, shall serve as reporter to ADHA publications, shall publish the Hy-Spy, and shall have such other powers and duties as may be determined by the Board of Trustees or the President.

Section 9. **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 Secretary as necessary for the orderly operation of the House of Delegates, and shall have such other powers and duties as may be prescribed by the Board of Trustees.

Section 10. **ADHA Delegates.** The ADHA Delegate(s) shall represent this Association at the ADHA House of Delegates and at the ADHA District VI meeting and shall have such other powers and duties as may be determined by the Board of Trustees.

Section 11. **Qualifications for Office.** Only voting members are eligible to hold office.

Section 12. **Term.**

a. The President, President-Elect, Vice President, and Immediate Past President shall serve a one (1) year term in office.

b. The Secretary, Treasurer, Hy-Spy Editor, and Speaker of the House shall serve a two (2) year term in office.

c. The ADHA Delegates shall serve a three (3) year term.

d. Officers may not serve more than two (2) consecutive terms in office, or until such time as their successors are duly elected, qualified, and take office. Officers serving more than half of a full term shall be
deemed to have served a full term in office.
Section 13. 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 Secretary, Treasurer, Hy-Spy Editor, and 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 and Hy-Spy Editor shall be elected in even-numbered years, and the Speaker of the House and Secretary shall be elected in odd-numbered years. The Junior ADHA Delegate shall be elected every third year.

c. Nominations for office shall be made to the House of Delegates by the Immediate Past President. Additional nominations may be made from the floor during the 1st Session of the House of Delegates.

d. In the event 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.

e. 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.


Any Officer may resign at any time by giving written notice to the Board of Trustees. 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 15. 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 appoint the Vice President to the office of President and he/she shall hold office until the next session of House of Delegates.

ARTICLE VII

HOUSE OF DELEGATES

Section 1. Authority and Responsibility The House of Delegates shall be the principal body within the Association responsible for establishing policy 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 XV of these Bylaws;

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

c. 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 plan.

f. Elect officers of the Association.

g. Consider over-expenditures and adopt a budget.
Section 2. Composition

a. Voting Members. The House of Delegates shall consist of at least two (2) delegates and two (2) alternate delegates from each Component. Components having more than ten (10) members shall be entitled to one (1) additional delegate for every subsequent 10 to 19 members (i.e. 16 members=3 delegates). June 30 of each year shall be the cut-off date for determining the number of delegates allowed for the next annual session. Each component shall elect the same number of alternate delegates as delegates. Delegates and alternates shall be elected by the voting members belonging to the Components to be represented by such delegates and alternates pursuant to procedures established by the Components and approved by the House of Delegates.

b. Non-voting Members. The Association's Officers, members of the Board of Trustees, Sergeant-at-Arms, Student Delegates, and Parliamentarian shall be ex-officio members of the House of Delegates.

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

Section 4. Appointment of Delegates and Alternate Delegates. All Components entitled to representation in the House of Delegates must submit the names of their Delegates and Alternate Delegates to the House of Delegates or their designee(s) prior to each annual session of the House of Delegates.
Section 5. Terms for Delegates and Alternate Delegates. Delegates and Alternate Delegates 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.

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

b. A scientific session shall be conducted each year in conjunction with the annual session of the Association for the purpose of presenting scientific and technical courses.

c. Notice of any annual session of the House of Delegates shall state the time, date, place, and purpose of the session and shall be published in print ninety (90) days prior to the date of the session, unless otherwise required by the procedures established by the House of Delegates.

Section 7. Special Sessions. Special Sessions of the House of Delegates may be called:

a. 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 upon written petition presented to the President by a majority of the Components 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 forty five (45) 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.

b. 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 in print and online thirty (30) days prior to the date of the session, unless otherwise required by the procedures.
established by the House of Delegates.
Section 8. Quorum. A majority of the voting members of the House of Delegates for that annual session shall constitute a quorum, 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 9. 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 10. Attendance / Exercise of Voting Rights. Both Delegates and Alternate Delegates 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 Component is absent at any session of the House of Delegates, the Alternate appointed to represent such Component shall have the right to vote in place of the Delegate.

Section 11. Resignation and Removal of Delegates and Alternate Delegates. Any Delegate or Alternate Delegate may resign at any time by giving written notice to the President. In addition, any Delegate or Alternate Delegate may be removed by the Component entitled to appoint such Delegate, whenever, in its judgment, the best interests of the Association would be served by such removal.

Section 12. Vacancies. In the event of the death, resignation, removal, or incapacity of a Delegate or Alternate Delegate, the Component 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 VIII
COMMITTEES AND COUNCILS

Section 1. Councils and Other Standing Committees. The Board of Trustees of 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 committees purpose, authority, and composition, and the qualifications required for the 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 the 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 2. Special Committees. The Board of Trustees of House of Delegates may appoint such special committees as necessary to appropriate in the exercise of their authority and responsibility as set forth in these Bylaws. A special committee shall terminate after one (1) year from the date of its creation, unless renewed, and may be established for longer period with the approval of the Board of Trustees. The action establishing such a committee shall set forth the committee's or purpose and composition.

a. Quorum and Manner of Acting. At all meetings of any special committee a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by special committee members present and voting at a meeting at which a quorum is present shall be required for any action.

b. Vacancies. Except as otherwise provided herein, vacancies in the membership of a special committee shall be filled by appointments made in the same manner as the original appointments to that committee.

c. Policies and Procedures. The Board of Trustees shall develop and approve general policies and procedures for the operating of all committees.

ARTICLE IX
COMPONENTS

Section 1. Tripartite. The Tennessee Dental Hygienists' Association (TDHA) is a tripartite organization. Voting and Supporting members must maintain an active membership in ADHA, TDHA, and a Component (if such exists where a member is licensed, practices or resides).

a. Components. Voting members of the Association who are licensed, practicing or residing in Tennessee may be organized as a component
of the Association (each of which is referred to as a "Component")
The Board of Trustees may authorize the establishment of
Components which shall (i) be organized and operated in accordance
with these Bylaws, and such additional rules and policies as may be
adopted by the Board of Trustees from time to time; (ii) fulfill criteria
for affiliation as may be established by
the Board of Trustees from time to time; (iii) enter into Component agreements with the Association; and (iv) be issued a charter. The name, geographic boundaries and other requirements for components shall be subject to approval of the ADHA and the TDHA Board of Trustees.

b. **Application for Recognition as a Component.** The Board of Trustees, or its designees(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as a Component of the Association. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office or the Board of Trustees of the Association. The Board of Trustees, or its designee(s), shall review the application of all applicants and determine, based on 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 Component.

c. **Revocation.** Charters for the operation of Components may be revoked by the Board of Trustees at any time and in such manner and after such investigation as the Board of Trustees may deem necessary. Upon revocation of a Component's charter, the Component immediately shall remit all of its funds and records to the Association's President. Due notice shall be given by the Board of Trustees to the Component in question, by registered mail and reasonable opportunity shall be allowed for the component to meet the requirements or correct infractions before final action is taken to revoke the charter.

d. **Name.** No component or other entity shall use the name of ADHA or TDHA in any manner whatsoever unless duly authorized to do so by ADHA or the TDHA pursuant to the terms of a written agreement.

e. **Organization.** Each Component shall have an Executive Board, officers and bylaws in such form as shall be approved by the Association's Board of Trustees. Components must maintain voting membership categories and criteria that are identical to the Association's (with the exception of Life membership). Changes to a Component's bylaws must receive the written approval of the
Association's Board of Trustees.

f. **Meetings.** Each Component may hold such meetings as it deems appropriate.
g. **Choice of Component.** Members may belong to only one Component, and may join the Component of their choice based on where they reside, practice, or hold a license.

h. **Transfers.** A member of a Component may transfer to another Component by written request addressed to the central office of ADHA. The central office of ADHA shall affect the transfer and promptly shall notify the affected Component. Full membership privileges shall be granted to the transferring member in the new component, and the new Component shall give the transferring member a credit for the full amount of any dues paid to the previous Component to be applied towards dues in the new Component.

**Section 2. Representation.**

a. A Component with ten (10) or fewer voting members of the Association shall be entitled to be represented in the House of Delegates of the Association by two (2) Delegates and two (2) Alternate Delegates.

b. A Component with more than ten (10) voting members of the Association shall be entitled to be represented in the House of Delegates of the Association by one additional Delegate for every ten (10) to 19 members (i.e. 16 members = 3 delegates)

c. Notification of Component representation in the House of Delegates shall be made sixty (60) days prior to the Annual Session of the Association.

d. A Component shall elect from its Voting Members one Trustee to represent the members of the Component on the Board of Trustees, to report to the Component Membership.

**Section 3. Delegates.**

a. Delegates and Alternates shall be limited to Voting Members of the
Association who are members of the Component which said Delegates and Alternate represent; Delegates and Alternates shall be elected by members of the Component who are Voting Members of the Component.

**b.** An Alternate shall be entitled only to represent the Component in the House of Delegates in the absence of a Delegate.
ARTICLE X
ELECTRONIC MEETINGS

Any action to be taken at a Board of Trustees, House of Delegates, voting member, council, committee 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 XI
USE OF ELECTRONIC COMMUNICATIONS

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 signed, scanned, and transmitted or received by electronic mail or other electronic means.
ARTICLE XII

FINANCE

Section 1. Contracts. The Board of Trustees 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 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 good 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 or President.

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 purposes of the Association.
Section 6. Books and Records. The Association shall keep correct and completed 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 committee having the authority of the Board of Trustees.

Section 7. Annual Review of Financial Records. The Board of Trustees shall provide for any annual review 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 XIII

INDEMNIFICATION

The Association shall indemnify all past and present officers, directors, employees, committee, council, and all other volunteers of the Association to the full extent permitted by the Tennessee Nonprofit Corporation Act.
ARTICLE XIV
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. Attendance at any meeting shall be waiver of notice of such meeting unless, at the beginning of the meeting (or promptly upon arrival), an individual objects to holding the meeting or the transaction of business and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE XV
AMENDMENTS

Section 1. Proposed Amendments. The Board of Trustees and the House of Delegates may propose amendments, in whole or part, to these Bylaws. All proposed amendments of these Bylaws originating from the House of Delegates must be submitted to the Board of Trustees for its review.

Section 2. Approval of Amendments.

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

b. **Without Board of Trustees Approval.** Proposed amendments of these Bylaws not receiving the approval of the Board of Trustees shall be forwarded to the House of
Delegates for consideration. Approval of such proposals shall require the act of two-thirds (2/3) of the entire House of Delegates at a duly called session of the House of Delegates.

Section 3. Notice. Notice of intent to amend these Bylaws must be
a. sent to all Delegates by mail or electronic communication or
b. published in print or online and circulated to the entire membership; or
c. published on the Association's website at least thirty (30) days prior to the session of the House of Delegates at which such amendments are to be considered. Such notice must include a general description of the proposed amendments.

ARTICLE XVI
DISSOLUTION

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

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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.
ARTICL E XVII
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules or 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 Tennessee Act, these bylaws and any special rules of order the Association may adopt.

ARTICL E XVII
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.