

TABLE OF CONTENTS

ARTICLE I	NAME AND PURPOSE
ARTICLE II	MEMBERSHIP
ARTICLE III	DUES AND ASSESSMENT
ARTICLE IV	MEMBERSHIP MEETINGS
ARTICLE V	BOARD OF TRUSTEES
ARTICLE VI	OFFICERS
ARTICLE VII	EXECUTIVE DIRECTOR
ARTICLE VIII	HOUSE OF DELEGATES--IDHA and ADHA
ARTICLE IX	COMMITTEES/COUNCILS/TASK FORCES
ARTICLE X	COMPONENTS
ARTICLE XI	ELECTRONIC MEETINGS
ARTICLE XII	USE OF ELECTRONIC COMMUNICATIONS
ARTICLE XIII	FINANCE
ARTICLE XIV	INDEMNIFICATION
ARTICLE XV	WAIVER OF NOTICE
ARTICLE XVI	AMENDMENTS
ARTICLE XVII	DISSOLUTION
ARTICLE XVIII	PARLIAMENTARIAN AUTHORITY
ARTICLE XIX	SUPREMACY CLAUSE

INDIANA BYLAWS
Revised November 2010

ARTICLE I

NAME AND PURPOSE

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

Section 2. Purpose. In addition to the purposes set forth in the Association's Articles of Incorporation, as may be amended, the purposes of the Association are to improve the oral health of the public, advance the art and science of dental hygiene, maintain the highest standards of dental hygiene and practice, represent and protect the interest of the dental hygiene profession, improve the professional competence of dental hygienists, foster research in oral health, provide professional communications, and to conduct other activities as may be permitted by the State of Indiana to carry out the purposes of this association.

Section 3. Mission. The mission of the American Dental Hygienists' Association and the Indiana Dental Hygienists' 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, and practice, and representing and promoting the interests of dental hygienists.

Section 4. Offices. The Association shall have and continuously maintain in the State of Indiana a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Indiana, 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.
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 Constituent and/or Component, and must be accompanied by proof of eligibility each year.

4. **Life Members.** Life membership may be granted by the recommendation and unanimous vote of the Board of Trustees and majority vote of the House of Delegates to any active member who has made outstanding contributions to dental hygiene and to this association; and meets such other criteria as determined by the House of Delegates from time to time. Any dental hygienist who has served as President of ADHA shall automatically become a Life Member.

b. Non-voting Members

1. **International Members.** International membership may be granted to any individual who (i) resides outside of the United States; and (ii) holds a valid license to practice as a dental hygienist.
2. **Student Members.** Student membership may be granted to any student (i) currently enrolled in an accredited dental hygiene program; or (ii) who has graduated from an accredited dental hygiene program and is currently pursuing a baccalaureate or graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education.
3. **Supporting Members.** Supporting membership may be granted to any licensed dental hygienist who (i) is not employed in a dental hygiene-related career; and (ii) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed or resides).
4. **Honorary Members.** Honorary membership may be granted by the House of Delegates to any individual who (i) is not a dental hygienist; (ii) has made outstanding contributions to dental hygiene or dental health; and (iii) has been nominated by the Board of Trustees.

5. **Allied Members.** Allied membership may be granted to any individual who supports the purposes and mission of the Association and who is not otherwise qualified for any other class of membership.
6. **Corporate Members.** Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association's mission.

Section 3. Rights and Duties.

- a. Voting and supporting members must be members of both a Constituent and Component (if such exist where the member is licensed, practices or resides).
- b. All members shall be entitled to attend the member meetings and social functions of the Association, upon payment of fees, if any, as set by the Board of Trustees.
- c. Only Voting Members may vote for the election of delegates to the House of Delegates (if applicable), hold office in the Association, its constituents and components and serve on the Board of Trustees and House of Delegates. Notwithstanding anything set forth to the contrary herein, the voting members' right to vote is specifically limited to elections of Delegates, and no other matter. Each eligible voting member shall have one (1) vote in the election of delegates.
- d. No individual member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws.

Section 4. Disciplinary Action/Termination of Membership.

- a. **Grounds for Discipline.** The Association may discipline a member for any of the following reasons:
 1. Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association;

2. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude;
 3. Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist; or
 4. Unprofessional conduct considered prejudicial to the best 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 thirty (30) 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 House of Delegates. The decision for suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Trustees. **[Note: before initiating suspension or termination proceedings, it is highly advisable to consult legal counsel to determine the lawfulness of the grounds for seeking suspension or termination and also to obtain advice regarding the requirements for a "due process" proceeding.]**
- c. Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than three (3) months, ceases to be a member of the Constituent, Component, or other organization required for membership in the Association, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Trustees or their designee(s) shall establish,

unless such termination is delayed by the Board of Trustees.

- d. Resignation.** Members not charged with violation of the Code of Ethics of ADHA or the Codes of Ethics of their Association or Component desiring to resign from the Association shall submit such resignation in writing to the IDHA President and Board of Trustees. No member's resignation shall be accepted until all prior dues, fees, and assessments are paid.

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

ARTICLE III

DUES 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 House of Delegates. A two-thirds (2/3) vote shall be required for any dues increase. Under special circumstances, the House of Delegates, or its designee(s), may waive or reduce the annual dues and/or assessments for any member. Life, Retired, Honorary, Student, and Members with Disabilities shall be exempt from payment of any dues to the Association.

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 House of Delegates and the Board of Trustees. This Association shall meet once each year, at which shall be scheduled the Annual Session of the House of Delegates and other activities as directed by the House of Delegates and the Board of Trustees. Previous to each Annual Session of the Association,

the Vice President shall cause to be published notice of the time and place of the Annual Session.

The order of business of the Annual Session of the House of Delegates shall include: Call to Order, Roll, Approval of Minutes of Last Session, Reports of Officers, Reports of Committees, Reports of Board of Trustees, Reports of Reference Committees, Unfinished Business, New Business, Election of Officers, Installation of Officers, and Adjournment.

Nominations for the offices of President, President-Elect, Vice President, Secretary, Treasurer, ADHA Three (3) Year Delegate and Speaker of the House shall be presented by the Chair of the Nominations Committee in accordance with the order of business. Additional nominations may be made by the House of Delegates at the annual meeting.

Section 2. Special Meetings. Special meetings of the voting members of the Association may be called by the President at the written request of three-fourths (3/4) of the Board of Trustees, or at the written request of two-thirds (2/3) of the delegates in attendance at the previous Annual Session of the House of Delegates. Such special meetings shall be held within fifty (50) days of such request. The time and place for holding special meetings shall be determined by the President, provided the time selected shall not be more than forty-five (45) days after the request was received and published in the official publication of the Association or sent to the address of record of each delegate. Not less than five (5) days' notice of a special meeting shall be given, and only that business specified in the call may be transacted. Delegates and Alternates to the Annual Session shall be the Delegates and Alternates to any special meeting of the House of Delegates held prior to the next Annual Session.

The order of business of any special meeting of the House shall be as follows: Call to Order, Roll, Reading of call for special meeting, Transaction of business provided in Call, Adjournment.

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 at least sixty (60) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum. A majority of the Voting Members of the House of Delegates, the Board of Directors, or a committee shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

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

Section 6. Mail Vote. Voting by mail or electronic means shall be permitted to the full extent allowed by the state of Indiana and Not for Profit Corporation application Act, as may be amended. A mail or electronic vote may be called by the Board of Trustees or the House of Delegates. Any question may be submitted in writing, within an established body of the Association for determination in lieu of a meeting of that body. Action taken by a majority of the voting members of the Board of Trustees by mail ballot shall be binding and effective as if such action were taken in a regular or special meeting of the Board of Trustees, providing, however, that any voting member of the Board may challenge the validity of a mail ballot on the grounds that insufficient information is available to ensure proper consideration of the question. If the problem is subsequently corrected to the satisfaction of the challenger, the challenge can be withdrawn and the vote taken. Otherwise, the question must be postponed until the next meeting of the Board of Trustees. A report of any action taken by mail shall be verified and made a part of the minutes of the next meeting of that body.

Section 7. Annual Continuing Education. A continuing education session to be held annually at a time and place approved by the Board of Trustees shall be conducted for the purpose of presenting scientific, technical, and educational information designed to encourage advancement of the art and science of dental hygiene, to bring standardization of methods and materials, and to improve professional competence of the dental hygienist.

Additional continuing education sessions, in the form of seminars, symposiums, and workshops shall be scheduled from time to time by the Board of Trustees for the purpose of improving scientific and technical communication and encouraging education and training at all levels of the dental hygiene profession.

Section 8. Admission to General Meetings.

- a. Members.** A member of the Association shall be entitled to admission to general meetings of the Association once he/she has received the official badge which can be secured on presentation of his/her membership card or satisfactory evidence that dues have been paid and upon payment of fees, if any, as set forth by the Board of Trustees.
- b. Non-Member Hygienists.** Non-member hygienists may receive an official badge by paying a registration fee as set forth annually by the Board of Trustees and may attend the social and educational events at the Annual Session.
- c. Students.** Dental hygiene students shall be entitled to admission to general meetings of the Association by paying a fee, if any, as set forth by the Board of Trustees.
- d. Guests.** Guests shall be entitled to admission to general meetings of the Association by paying a fee, if any, as set forth by the Board of Trustees.

ARTICLE V

BOARD OF TRUSTEES

Section 1. Authority and Responsibility.

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

Section 2. Composition. The Board of Trustees shall be composed of 21 members as follows: the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, ADHA Three (3) Year Delegate, and one (1) Trustee from each of the components. The newsletter editor shall be an ex-officio member without voting privileges. SADHA Members shall be eligible for election as the Student Representative to the IDHA Board from each school without voting privileges.

Only voting members shall be eligible to serve on the Board of Trustees. The President of the Association shall serve as Chair of the Board of Trustees. The Secretary of the Association shall serve as Secretary of the Board of Trustees.

The President, President-Elect, Vice President, Treasurer, Immediate Past President, Secretary and ADHA Three (3) Year Delegate shall remain on the Board of Trustees for the duration of their term in office.

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

Section 4. 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. There shall be at least five (5) meetings of the Board of Trustees annually. One during the spring, one immediately before the Annual Session, one immediately after the Annual Session, one during the fall and one shortly after the first of the year.

Section 5. 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 Executive Director (if applicable) of four (4) 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 ten (10) days prior to the date of such meeting. No business shall be considered except that provided in the call unless by unanimous consent of the members present and voting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the

transaction of any business because the meeting is not lawfully called and convened.

Section 6. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Trustees or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of forty-eight (48) hours prior to the meeting.

Section 7. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Trustees; provided that when less than a quorum is present at said meeting, a majority of the Board of Trustees members present may adjourn the meeting to another time without further notice.

Section 8. 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 9. 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.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Association shall be a President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, ADHA Three (3) Year Delegate, and Speaker of the House (collectively, "Officers"). No two (2) offices may be held simultaneously by the same person.

Section 2. President. The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Board of Trustees, by communicating with the Executive Director and the Board of Trustees as necessary regarding the business of the Association. The President shall be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. The President shall serve as Chair of the Board of Trustees and shall preside at all meetings of the Board of Trustees. The President shall submit a written annual report to the House of Delegates, shall serve as the speaker of the House in the temporary absence of the Speaker, shall appoint, with the approval of the Board of Trustees, all chairs and members of councils and standing committees, and special 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 succeed to the office of Immediate Past President upon expiration of the President's term of office.

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

Section 4. Vice President. The Vice President shall have such duties as may be assigned by the President or the Board of Trustees. In the absence of the President and President-Elect, the Vice President will serve as Chair of the Board of Trustees.

Section 5. Treasurer. The Treasurer shall be the principal financial officer of the Association and shall consult with the Administrative Council and Council chairs concerning books and financial records, and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the

Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The duties of the Treasurer may be assigned by the Board of Trustees in whole or in part to the Executive Director, or his or her designee(s).

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

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

Section 8. Secretary. The secretary shall serve as recording officer of the Board of Trustees, custodian of its records, and shall have other such duties as may be determined by the President or the Board of Trustees.

Section 9. ADHA Three (3) Year Delegate. The ADHA Three (3) Year Delegate shall be elected for a term of three (3) years with tenure limited to two (2) consecutive terms, said term to commence at the meeting of the Board of Trustees following Annual Session at which the delegate was elected.

Section 10. Qualifications for Office. Only voting members are eligible to hold office.

Section 11. Term.

- a. The President, President-Elect, and Immediate Past President shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office.
- b. The Treasurer, Secretary, Vice President, and Speaker of the House shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office. The Three (3) Year ADHA Delegate shall be elected for a term of three (3) years. The Treasurer is elected in odd numbered years and the Secretary is elected in even numbered years.

- 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. Trustees shall be elected by their Components and installed at Annual Session of the House of Delegates following their election. This shall be done on a staggered basis. Trustees from new components chartered in any given year shall be elected so as to insure that no more than one-third (1/3) plus one (1) of the total number of Trustees are elected in any one (1) year. The term of all Component Trustees shall begin at the first meeting of the Board of Trustees following the close of the first annual session of the House of Delegates (or General Assembly) following their election and shall run until the close of the second annual session of the House of Delegates (or General Assembly) following their election.
- e. The President, President-Elect, Vice President, Treasurer and Immediate Past President shall remain on the Board of Trustees for the duration of their term in office.
- f. Elected officers shall be installed at each Annual Session following their election as provided in the order of business. The President-Elect shall be installed as President at the next Annual Session following elections.

Section 12. Election. 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.

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

In the event that no candidate receives a majority of the votes cast, the vote shall be conducted again with only the two candidates receiving the highest number of votes eligible for election. Voting shall be by secret ballot of certified Delegates. If there is only one nominee for an office, the chair may declare the nominee elected.

Officers shall take office on the date of the first regular meeting

of the Board of Trustees following the close of the annual session of the House of Delegates at which they are elected.

Section 13. Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the President. 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 14. Officer Vacancies. Vacancies in the offices of Secretary or Treasurer shall be filled by the President without undue delay with the approval of the Board of Trustees to serve until the next Annual Session when the House of Delegates shall fill the vacancy for any un-expired term. The President-Elect automatically shall succeed to the office of President for the un-expired term and the term immediately following in the event of the death, resignation, removal, or incapacity of the President and the offices of President-Elect, Vice President or Speaker of the House shall remain vacant until the next meeting of the House of Delegates. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Trustees immediately shall fill the office of President and such appointee shall hold office until the next meeting of the House of Delegates. Should the Office of Immediate Past President become vacant, it shall remain vacant. Except as otherwise set forth herein, an officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

Section 15. Appointed Officers. Appointed officers of the Association shall be members as may be required for the proper conduct of Association affairs. The qualifications for appointed officers shall be determined by the Board of Trustees. The term of office shall be for one (1) year. Appointed officers shall be appointed annually by a majority vote of the Board of Trustees. Vacancies in appointive offices shall be filled as they occur by a majority vote of the Board of Trustees.

ARTICLE VII

EXECUTIVE DIRECTOR

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

ARTICLE VIII

HOUSE OF DELEGATES

Section 1. Authority and Responsibility.

The House of Delegates shall be the principal legislative body within the Association responsible for establishing policy and providing direction—for matters relating to the practice of dental hygiene. The House of Delegates shall have the authority to determine the policies to govern the Association in all its activities and to adopt the proposed budget of the Association, and to exercise all other rights conferred by law upon members of a nonprofit corporation, subject to these Bylaws, the Bylaws and Policies of ADHA, and the laws of the State of Indiana. In addition to such other duties set forth in these Bylaws, the House of Delegates shall:

- a.** Amend, alter, or repeal the Bylaws in accordance with Article XVI of these Bylaws;
- b.** Vote on all matters properly brought before the House of Delegates;
- c.** Adopt and amend the code of ethics governing the professional conduct of Association's members;
- d.** Solicit, process, and communicate membership needs to the Board of Trustees;
- e.** Participate in the Association's strategic planning;
- f.** Elect voting members to serve on the Finance Committee;
- g.** Elect voting members to serve on the Ethics Committee; and
- h.** Elect members to serve on committees established by the House of Delegates.
- i.** Elect officers, honorary and life members of the Association.
- j.** To determine dues and assessments;
- k.** To review the reports of the Board of Trustees, Officers, Councils and Committees of the Association.

The officers of the House of Delegates shall be a Speaker of the House and a Secretary. The Speaker of the House shall appoint a Secretary, who is preferably a member of the Association.

In the absence of the Speaker of the House, the President will serve as Speaker. In the absence of the Speaker of the House and the President, the President-Elect will serve as Speaker of the House. In the absence of the Secretary, the Speaker of the House will appoint a Secretary of the House pro tem.

The Speaker of the House shall preside at all meetings of the House of Delegates, shall consult with the President and Vice President as necessary for the orderly operation of the House of Delegates and shall have such other duties as may be determined by the Board of Trustees and/or the House of Delegates.

The Secretary shall serve as recording officer of the House of Delegates and custodian of its records and shall provide a transcript of the proceedings of each meeting of the House of Delegates within thirty (30) days of adjournment.

Section 2. Composition.

a. Voting Members.

1. The House of Delegates shall consist of no fewer than thirty-five (35) certified Delegates. One (1) delegate ("Delegate") and one (1) alternate delegate ("Alternate") from each component plus the number of remaining delegates to be allocated among the membership in accordance with a formula adopted by the House of Delegates which shall be a ratio of the voting members of the Association, determined according the membership figures on the last day of the fiscal year preceding the Annual Session. (See Bylaws, Article XII, and Section 7 for numbers.) Delegates and Alternates will be elected by the voting members belonging to the components to be represented by such Delegates and Alternates pursuant to procedures established by the Constituents and approved by the House of Delegates.
2. One student member from each school is eligible for election as the student delegate from the component in which the student's school is located. One Student Delegate from each hygiene school shall have the right to vote during all sessions of the House of Delegates, but shall not hold any office.

b. Non-voting Members. The Association's Officers, members of the Board of Trustees, Sergeant-at-Arms and members of the Finance Committee shall be *ex-officio* members, without the right to vote, of the House of Delegates. For each delegate allocated to a Component and for each student delegate allocated to a dental hygiene school, that component and dental hygiene school may have one alternate delegate. Alternate delegates are non-voting members of the House of Delegates.

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

Section 4. Appointment of Delegates and Alternate Delegates. All Components entitled to representation in the House of Delegates must submit the name of their Delegates and Alternate Delegates to the House of Delegates or their designee(s) no less than thirty (30) days prior to each annual session of the House of Delegates. Credentials for Delegates and Alternates are to be given no less than ten (10) days prior to Annual Session.

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

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

Section 7. Special Sessions. Special sessions of the House of Delegates may be called (i) by the Speaker of the House, provided such request must be presented during the annual session of the House of Delegates, include the specific purpose for such special session, and be approved by a two-thirds (2/3) vote of the Delegates present and voting at such annual session; or (ii) upon written petition presented to the Executive Director by a majority of the Constituents represented in the House of Delegates stating the place, time, and purpose for which such session is requested, provided, however, such request must be made at least sixty (60) days prior to the date specified in the request for such special session. Business conducted at any special session shall be limited to the specific purpose stated in the request for such session, and any such additional business as approved by the Board of Trustees. **[Note: this section should be included only as appropriate. Consult state law with respect to notice requirements.]**

Section 8. Rules of Order.

a. Reports. All reports, except supplemental reports of

officers and committees, shall be published under the direction of the President and sent to all members of the House of Delegates at least twenty (20) days in advance of the Annual Session. All supplemental reports shall be submitted in writing and read at a time designated in the order of business and then presented to the secretary for recording.

- b. Resolutions.** Any resolution submitted by a voting member of a component must be submitted in written form to the President, Secretary, and Speaker of the House not less than twenty (20) days prior to Annual Session. Bylaws resolutions must be submitted in written form to the President, Secretary, and the Speaker of the House not less than forty-five (45) days prior to Annual Session.
- c. Appropriation of Funds.** Any recommendation or resolution presented in the House of Delegates proposing an appropriation of funds of this Association, except that of the annual budget, shall be referred to without debate to the Board of Trustees for a report on the availability of funds for the purpose specified.
- d. Consideration of Budget.** The annual budget shall be proposed at a meeting prior to the last meeting of the Annual Session. In the event that the budget as submitted is not approved by the House, all recommendations concerning change shall be referred to the Board of Trustees for the presentation of a revised budget which shall be submitted to the House of Delegates as soon thereafter as possible. Such procedures shall be repeated until a budget for the ensuing year shall be adopted.

Section 9. Notice. The Vice President shall give notice in the official publication of the Association or on the website of any annual or special session of the House of Delegates. It shall be stated the time, date, place and purpose of the session and shall be published either in print or on the Association's Web site at least sixty (60) days prior to the date of the session, unless otherwise required by the procedures established by the House of Delegates. The Speaker of the House shall notify each Delegate, Alternate Delegate, and Student Delegate individually.

Section 10. Quorum. The presence of a majority of the voting members of the House of Delegates shall constitute a quorum for the transaction of business at any duly called session of the House of Delegates; provided that when less than a quorum is present at said session, a majority of the Delegates present may adjourn the session to another time without further notice.

Section 11. 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 12. Attendance / Exercise of Voting Rights. Both Delegates and Alternates shall have the right to attend all sessions of the House of Delegates. Only Delegates shall have the right to vote. Alternates shall have no right to vote, provided, however, in the event the Delegate appointed to represent a particular Constituent is absent at any session of the House of Delegates, the Alternate appointed to represent such Constituent shall have the right to vote in place of the Delegate.

Section 13. Resignation and Removal of Delegates and Alternate Delegates. Any Delegate or Alternate Delegate may resign at any time by giving written notice to the Executive Director and the Speaker of the House. In addition, any Delegate or Alternate Delegate may be removed by the Constituent entitled to appoint such Delegate, whenever, in its judgment, the best interests of the Association would be served by such removal.

Section 14. 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. No additional names will be accepted by the Speaker of the House forty-five (45) days prior to Annual Session of the Association.

Section 15. ADHA Annual Session. This Association shall be represented by Delegate(s) and Alternate Delegate(s) as provided in the ADHA Bylaws. The Association shall provide the ADHA Executive Director with the names of Delegate(s) and Alternate Delegate(s) within ten (10) days of their election and no later than thirty (30) days prior to ADHA Annual Session. Delegate(s) and Alternate Delegate(s) shall be voting members of the Association.

Duties of the Delegate(s) include:

- a.** Represent the Association at all sessions of ADHA.
- b.** Keep the Association membership informed of ADHA activities.
- c.** The Alternate Delegate(s) shall serve as delegate(s) in the event that an emergency affects the delegate(s) ability to serve while registered at the Annual Meeting.
- d.** Assist the ADHA Officers and Central Staff as requested.

ADHA Three (3) Year Delegate shall serve as the first delegate by virtue of the office. In the event we are entitled to more than one (1) delegate, the Immediate Past President shall serve as the Second Delegate; the President shall serve as the Third Delegate; and the newly elected President-Elect shall serve as the Alternate Delegate. Other alternate delegates to ADHA's Annual Session shall be elected by the IDHA House of Delegates.

In the event of a vacancy among the delegates, the alternate delegate shall fill the vacancy. In the event the alternate delegate fills the vacancy of a delegate, names shall be submitted for alternate delegate(s) from the general membership for nomination. Election shall be by the majority vote of the Board of Trustees.

ARTICLE IX

COMMITTEES/COUNCILS/TASK FORCES

Section 1. Establishment.

- a. Councils and Standing committees.** Councils and Standing Committees of the Association shall be established by the House of Delegates and shall continue to exist until the House of Delegates acts to terminate them.
- b. Special Committees.** Special Committees of the Association may be created at any session of the House of Delegates or Board of Trustees or by mail ballot to serve until the adjournment of the next Annual Session of the

House of Delegates, for the purpose of performing any duty not otherwise covered by these bylaws. The duties of the members of the Special Committee shall be set forth in the action creating the committee.

Section 2. Composition.

- a. Members.** All councils and committees shall be comprised of three (3) members who are voting members. Upon graduation a student member is entitled to serve on a committee without the power to vote in the event that cooperative efforts with other Associations or other organizations make the appointment of one (1) or more nonmembers desirable, such appointments shall be made only with specific approval of the Board of Trustees.
- b. Ex-Officio Member.** The President or an officer designated by the President shall serve as ex-officio members of all councils and committees of the Association to advise the committee and serve as liaison between the committee and the Board of Trustees.
- c. Consultants.** All councils and committees of the Association, both standing and special, may request the President to appoint one (1) or more consultants when the need for special assistance can be demonstrated.

Section 3. Appointment.

- a. Councils.** The chair of each council shall be appointed by the President with approval of the Board of Trustees.
- b. Committees.** The chair of each committee shall be appointed by the council chair with the approval of the President.
- c. Vacancies.** Vacancies shall be filled in the same manner as appointments.

Section 4. Term of Office.

- a. Members of all councils and committees of the Association shall serve for a term of no less than one (1) year with tenure limited to four (4) consecutive years; except in the case of certain committees which may have a term of office of three (3) years, in which case tenure would be limited to two (2) consecutive terms. If a person requests chairing beyond the limited tenure time, he/she may do so upon approval of the Board of Trustees.
- b. In the event of non-compliance with the duties delineated in these Bylaws, to include attendance at required meetings and/or negligence of duty, a council or committee chair may be replaced by the President subject to a majority vote of the Board of Trustees.

Section 5. Duties. Councils and 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.

- a. To perform the duties prescribed by the House of Delegates and Board of Trustees.
- b. Submit a plan of action for that committee at the Strategic Planning Meeting.
- c. Appoint such sub-committees as are necessary to the satisfactory accomplishment of the duties prescribed by the House of Delegates and Board of Trustees.
- d. Maintain accurate records relative to the program, procedures, and expenses involved.
- e. Submit to the House of Delegates a written annual report, to be received by the Committee on Reports.
- f. Submit a recommended budget for the ensuing year to the chair of the budget committee.

Section 6. Expenses. The expenses of each committee shall be paid by the Association provided such expenses are incurred in conformity with rules and regulations provided by the Board, and provided further that the council's budget approved by the House of Delegates is sufficient to cover payment of such expenses.

Section 7. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.

- a. Meetings of the Executive Committee shall be called by the President or by two (2) or more members of the Executive Committee as needed.
- b. Purpose. The Executive Committee shall be for the purpose of coordination and disseminating information, carrying out directives of the Board of Trustees, and carrying out the policies of the Association.

Section 8. Publications.

- a. **Official Publication.** The Association shall circulate an official publication available to all members of this Association by either print or electronically. The object of the publication shall be to report all activities of professional or organizational interest to members of the dental hygiene profession.
- b. **Objectives.** The objectives of all publications of the Association shall be to report, chronicle, and evaluate significant activities and developments of scientific and professional interest to the dental hygiene profession.
- c. **Frequency.** The frequency of issues for all Association publications shall be determined by the Board of Trustees. Additional publications may be authorized by the Board of Trustees.
- d. **Editor.** The editor(s) of these publications shall be appointed by the President and shall submit an Annual Report to the Board of Trustees. All publications of the Association shall be under the editorial supervision of the Editor and President.
- e. **Official Transactions and Reports.** The official actions of the House of Delegates and Board of Trustees and Reports of Officers, Councils, and Committees shall be published under the direction of the President.

ARTICLE X

COMPONENTS

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

a. Components. Voting members of the Association who are licensed, practicing or residing within a particular state, commonwealth, federal district, territory or possession of the United States may be organized as a component of the Association (each of which is referred to as a "Component"). The House of Delegates 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 House of Delegates 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 such rules and policies as may be adopted by the ADHA and the Constituent Board from time to time.

b. Application for Recognition as a Component. The Board of Trustees, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as 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 House of Delegates of the Association. The Board of Trustees, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Trustees may prescribe, if applicants meet the qualifications necessary for recognition as a Component. All applications are subject to the approval of the Board of Trustees and majority vote of the House of Delegates.

c. Revocation. Charters for the operation of Components may be revoked by two-thirds (2/3) affirmative vote of the House of Delegates at any time and in such manner and after such investigation as the House of Delegates 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 Treasurer.

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 the ADHA or the Association in any manner whatsoever unless duly authorized to do so by ADHA or the Association (as applicable) pursuant to the terms of a written agreement.

e. Organization. Each Component shall have a Board of Directors, 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; however, at least once each fiscal year a business session must be held. A report of the components activities for the year must be submitted by the Trustee in the Annual Report.

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 effected Components. 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.

i. Rights and Duties. The rights and duties of each Component shall include, but not be limited to the adoption and maintaining of Bylaws and a Code of Ethics which shall not be in conflict with ADHA or IDHA, discipline of any members for having been found guilty of violating the Bylaws, including the Code of Ethics, and the power to establish additional classifications of membership which are not in conflict with the Bylaws of ADHA or IDHA. Components also have the power to assess and collect component dues.

Section 2. Component Trustee.

a. Resignation and Removal. Any component trustee may resign at any time by giving written notice to the President and Board of Trustees. In addition, any district trustee may be removed by a majority vote of the persons entitled to elect such Trustee, whenever, in their judgment, the best interests of the Association would be served by such removal. For removal of an elected officer for cause, it shall be necessary for the body that elects that officer to hold a formal hearing. A statement of the charges shall be sent by registered mail to the recorded address of that officer, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty (30) days notice shall be given, and the officer shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before action is taken.

b. Vacancies. Vacancies in any Component Trustee position shall be filled by the President, after consultation with the presidents of the components represented by such Component Trustee, without undue delay. A Component 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.

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

annual session of the House of Delegates following their election.

Component Trustees shall serve a three (3) 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.

Section 3. Representation.

- a.** Each component shall be entitled to at least one (1) delegate regardless of the number of voting members in said component. The remaining delegates necessary to comprise no fewer than thirty-five (35) shall be allocated to the components in the ratio of voting members of said component to the total number of voting members of the Association.

Example: Component Membership divided by Constituent Membership times (X) 21 plus 1, 21 being the number of seats to be filled after each component have been assigned its initial delegate.

- b.** Each component may select from among its voting members the same number of Alternate Delegates as Delegates.
- c.** Notification of Component representation in the House of Delegates shall be made forty-five (45) days prior to the Annual Session of the Association. Determination of component representation in the House of Delegates shall be fixed on the last day of the calendar year preceding the Annual Session.
- d.** A Component shall elect from its Voting Members one Trustee who will represent the members of the Component on the Board of Trustees who will report annually to the Component Membership.

Section 4. 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

and one Student Delegate and Alternate Student Delegate from each dental hygiene school. Delegates and Alternates shall be elected by members of the Component who are Voting Members of the Component. Students shall be elected by their peers.

- b.** An Alternate shall be entitled only to represent the Component in the House of Delegates in the absence of a Delegate. A Student Alternate Delegate shall be entitled only to represent the Student Delegate in the House of Delegates in the absence of the Student Delegate.

ARTICLE XI

ELECTRONIC MEETINGS

Any action to be taken at a Board of Trustees, House of Delegates (if applicable), voting member, council, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least forty-eight (48) hours prior to the meeting.

ARTICLE XII

USE OF ELECTRONIC COMMUNICATION

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

ARTICLE XIII

FINANCE

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these

Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

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

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

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

Section 8. Fiscal Year. The fiscal year of the Association shall be determined by the House of Delegates.

ARTICLE XIV

INDEMNIFICATION

The Association shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of the Association to the full extent permitted by the Indiana Nonprofit Corporation Act of the State of Indiana and laws of the State of Indiana, 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 House of Delegates. The indemnification provided by this Article shall be limited to the assets of this corporation, and no one shall be personally or individually liable therefore to any extent.

ARTICLE XV

WAIVER OF NOTICE

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

ARTICLE XVI

AMENDMENTS

Section 1. Proposed Amendments. The Board of Trustees, the House of Delegates, Constituents, Components or any voting member of the Association may propose amendments, in whole or in part, to these Bylaws and Code of Ethics. The Board of Trustees shall provide recommendations for all proposed amendments before the first meeting of the House of Delegates. All proposed amendments of these Bylaws shall have been presented in writing and postmarked forty-five (45) days prior to the Annual Session of the House of Delegates.

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 a two-thirds (2/3) affirmative vote of the members of the House of Delegates present at a duly called session of the House of Delegates at which a quorum is present. The Bylaws also may be amended at any session of the House of Delegates by a three-fourths (3/4) affirmative vote of the members present and at a previous meeting of the session.
- 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.
- c. Notice.** Notice of intent to amend these Bylaws must be (i) sent to all Delegates by mail or electronic communication or (ii) published in print or online and circulated to the entire membership; or (iii) published on the Association's website at least twenty (20) days prior to the session of the House of Delegates at which such amendments are to be considered. Such notice must include a general description of the proposed amendments.

ARTICLE XVII

DISSOLUTION

In the event of the dissolution of the Association, the House of Delegates shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the remaining assets of the Association (except any assets held by the Association

upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence, exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the House of Delegates shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVIII

PARLIAMENTARY AUTHORITY

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

ARTICLE XIX

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.