

**BYLAWS OF THE
CONNECTICUT DENTAL HYGIENISTS' ASSOCIATION**

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**BYLAWS OF
CONNECTICUT DENTAL HYGIENISTS' ASSOCIATION, INC.**

ARTICLE I - NAME AND PURPOSES

Section 1 Name. The name of this corporation shall be the CONNECTICUT DENTAL HYGIENISTS' ASSOCIATION, INCORPORATED, hereinafter "CDHA". CDHA is a constituent of the American Dental Hygienists' Association, hereinafter referred to as "ADHA" and is a Connecticut not-for-profit corporation."

Section 2 Purpose. In addition to the purposes set forth in CDHA's Articles of Incorporation, as may be amended, the purposes of CDHA are to improve oral health of the public, to advance and elevate the art and science of Dental Hygiene, represent and safeguard the common interests of the dental hygiene profession and contribute to the improvements of the profession in accordance with the Bylaws of ADHA; and to conduct other activities as may be permitted by the State of Connecticut to carry out the purposes of this association.

Section 3 Mission. The Connecticut Dental Hygienists' Association Inc. is a professional organization whose primary mission is to represent the interests of dental hygienists and support the advancement of the dental hygiene profession by promoting the highest clinical, educational and ethical standards and be advocates for the public's total health through prevention and access to quality care.

Section 4 Offices. CDHA shall have and continuously maintain in the State of Connecticut 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 Connecticut, 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 CDHA; (ii) shares interest in and supports the purposes of CDHA; (iii) abides by these Bylaws, CDHA Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as CDHA may adopt; and (iv) meets such additional criteria for each category of membership in CDHA as the House of Delegates may establish.

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

a. Voting Members

1. Professional 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 ADHA as well as a Component.

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

3. Members with Disabilities. Professional members who are unable to work due to a verified disability may apply for Disabled status. All such applications must be verified by such member's Constituent and/or Component, and must be accompanied by proof of eligibility each year.

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

b. Non-voting Members

1. International Members. International membership may be granted to any individual who (i) resides outside of the United States; and (ii) holds a valid license to practice as a dental hygienist.

2. Student Members. Student membership may be granted to any student (i) currently enrolled in an accredited dental hygiene program; or (ii) who has graduated from an accredited dental hygiene program and is currently pursuing a baccalaureate or graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education.

3. Supporting Members. Supporting membership may be granted to any licensed dental hygienist who (i) is not employed in a dental hygiene-related career; and (ii) agrees to maintain membership in CDHA as well as a Component.

4. Honorary Members. Honorary membership may be granted by the House of Delegates to any individual who (i) is not a dental hygienist; (ii) has made outstanding contributions to dental hygiene or dental health; and (iii) has been nominated by the Board of Trustees.

5. Allied Members. Allied membership may be granted to any individual who supports the purposes and mission of CDHA 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 CDHA's mission.

Section 3 Rights and Duties.

- a. Voting and supporting members must be members of both CDHA and a Component.
- b. All members shall be entitled to attend the member meetings and social functions of the CDHA.
- c. Only Voting Members may vote for the election of delegates to the House of Delegates, hold office in CDHA, ADHA and components and serve on the Board of Trustees, the House of Delegates, Councils and Committees

- of CDHA and its components to which the member belongs if qualified and such other benefits and privileges as the House of Delegates may determine. 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 CDHA shall have the right to vote, without limitation, on the amendment of CDHA's Articles of Incorporation, the merger or dissolution of CDHA, or the amendment of its Bylaws.
 - e. Non-Voting Members: Shall have such privileges as the House of Delegates shall determine but shall not have the right to vote or hold office.

Section 4 Disciplinary Action/Termination of Membership.

- a. **Grounds for Discipline.** CDHA may discipline a member for any of the following reasons:
 - 1. Failure to comply with these Bylaws, ADHA's Code of Ethics for Dental Hygienists, or any other rules or regulations of ADHA and CDHA;
 - 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 ADHA and CDHA.
- 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 CDHA. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Trustees. 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 CDHA, 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.** A member desiring to resign from CDHA President shall submit such resignation in writing to the CDHA President. 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 ADHA, CDHA 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 CDHA, and the time for paying such dues and other assessments, if any, shall be determined by the House of Delegates with a 2/3 vote. 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 CDHA 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 CDHA may be by the President upon written request of three-fourths (3/4) of the Board of Trustees or two-thirds (2/3) of the Delegates in attendance at the previous Annual Session of the House. The time and place shall be determined by the President, provided the time selected shall not be more than forty-five (45) days after the request was received. The business of a special session shall be limited to that stated in the official call.

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 otherwise required by applicable law.

Section 4. Quorum. A majority of the Voting Members of the House of Delegates, the Board of Trustees, Council and committees shall constitute a quorum, 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 Connecticut and Not for Profit Corporation Application Act), as may be amended. A mail or electronic vote may be called by the Board of Trustees.

ARTICLE V - BOARD OF TRUSTEES

Section 1. Authority and Responsibility. The affairs of CDHA shall be managed by the Board of Trustees, which shall have supervision, control and direction of CDHA, 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 be the administrative body of CDHA vested with full power to conduct all business of CDHA, subject only to the laws of Connecticut, the CDHA Articles of Incorporation, ADHA Bylaws, CDHA Bylaws, and the mandates of the members of the House of Delegates. 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 provided that all such policies are presented to the House of Delegates for ratification at the next session immediately following their enactment. 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 ten (10) members as follows: the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and one (1) member elected from each of the four (4) components (as defined below).

Section 3. Invited Participants. The Executive Director 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. The Speaker of the House shall be an ex-officio member without a vote. The editor of the CDHA publication, Chairman of the Audit Committee, ADHA Delegates and Alternates who are not CDHA Officers or Trustees shall be ex-officio members without vote.

Section 4. Qualifications. Only voting members shall be eligible to serve on the Board of Trustees.

Section 5. Terms.

Component 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.

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

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 following their election.

Section 6. 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 annually at least four (4) regular

meetings of the Board of Trustees. The time and place of these meetings to be determined by the President after consulting the members of the Board of Trustees.

Section 7. 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 of three (3) 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 nor more than 60 days. 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 8. 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 9. 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 10. Duties. The Board of Trustees shall: be responsible for all property, real and personal, owned or held by CDHA, establish the fiscal year of CDHA, cause the accounts of CDHA to be audited annually by the Auditing Committee or an Auditor, prepare an itemized budget of funds necessary for proper conduct of CDHA activities in the year following, submit an annual report to the House of Delegates reviewing activities of the Board of Trustees and the appointive officers and review reports of Officers and Councils/Committees of CDHA and to make recommendations to the House of Delegates concerning these reports.

Section 11. 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 12. Action by Written Consent. Any action requiring a vote of the Board of Trustees may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the members of the Board of Trustees entitled to vote with respect to the subject matter thereof.

Section 13. Resignation and Removal. Any component trustee may resign at any time by giving written notice to the President. In addition, any component trustee may be removed by a majority vote of the persons entitled to elect such Trustee, whenever, in their judgment, the best interests of CDHA would be served by such removal.

Section 14. Vacancies. Vacancies in any Component Trustee position shall be filled by the presidents of the component represented by without undue delay.

A 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 - EXECUTIVE COMMITTEE

Section 1: Composition: The President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past-President, shall constitute the Executive Committee of CDHA.

Section 2: Rights and Duties: The Executive Committee shall be a committee which acts for the Board of Trustees between its regular meetings and shall have the power to enact interim policies in an emergency between regular meetings of the Board of Trustees, provided that all such policies are presented to the Board of Trustees at its next meeting for ratification.

ARTICLE VII - OFFICERS

Officers. The officers of CDHA shall be a President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and Speaker of the House (collectively, "Officers") and two Trustees from each Component. No two (2) offices may be held simultaneously by the same person. All officers elected at the Annual Session shall assume their duties at the close of the Annual Session.

Section 1: President. The President shall be the principal elected officer of CDHA and shall, in general, supervise all of the business affairs of CDHA, subject to the direction and control of the Board of Trustees, by communicating with the Executive Director and Board of Trustees as necessary regarding the business of CDHA. The President shall be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Trustees. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

Section 2. 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 3. Vice President. The Vice President shall have such duties as may be assigned by the President or the Board of Trustees.

Section 4. Treasurer. The Treasurer shall be the principal financial officer of CDHA and shall have charge of and be responsible for the maintenance of adequate books of account for CDHA; shall have charge and custody of all funds and securities of CDHA, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of CDHA 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 5. Secretary. The Secretary is delegated responsibility for preparing and maintaining the minutes of the meetings of the board of Trustees and House of Delegates and for authenticating records of the corporation.

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

Section 9. Term.

1. The President, President-Elect, Vice President, Immediate Past President and Secretary shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office.
2. The Treasurer, Speaker of the House and Component Trustees shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office.
3. Officers may not serve more than two (2) consecutive terms in office. Officers serving more than half of a full term shall be deemed to have served a full term in office.

Section 10. Election.

1. The President-Elect and Vice President shall be elected annually by the House of Delegates at its annual business session at which the election of Officers is in the regular order of business.
2. The Treasurer and the Speaker of the House shall be elected by the House of Delegates at a meeting of the House of Delegates at which the election of Officers is in the regular order of business. The Treasurer shall be elected in even-numbered years, and the Speaker of the House shall be elected in odd-numbered years.
3. Component Trustees shall be elected by their components and installed at the Annual Session of the House following their election. Even numbered Components - **SouthEastern (02), NorthWestern (04)**, shall elect Trustees in the even numbered years. Odd numbered Components - **SouthWestern (01), NorthEastern (03)**, shall elect Trustees in odd numbered years. Trustees from new components chartered in any given year shall be elected so as to ensure that no more than one-half (1/2) plus one (1) of the total number are elected in any one (1) year.
4. Voting shall be by ballot of the certified voting body of the House of Delegates
5. The majority of ballots cast shall elect. 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.

6. Installation: The newly elected members of the Board of Trustees shall be installed at the Annual Session of CDHA following their election.
7. Officers shall take office on the date of the first regular meeting of the Board of Trustees following the close of the annual session of the House of Delegates at which they are elected.

Section 11. Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the 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 CDHA would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

Section 12. Officer Vacancies. Vacancies in any office shall be filled by the President without undue delay, provided, however, the President-Elect automatically shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next meeting of the House of Delegates. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Trustees immediately shall fill the office of President and such appointee shall hold office until the next meeting of the House of Delegates. Except as otherwise set forth herein, an officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill. In the event of a vacancy in the office of Vice President, Secretary, or Treasurer, the President, with the approval of the Board of Trustees, may appoint a successor for the unexpired term. In the event of a vacancy in the office of the Speaker of the House, the House of Delegates shall elect a successor for the unexpired term. In the event of either an absence or a vacancy in the office of Component Trustee, the CDHA President upon consultation with the Component officers shall appoint a Voting Member of the Component to serve as Interim Trustee until the absence or vacancy is removed, either by return of the Trustee or by election of a Trustee by the Component.

ARTICLE VIII – EXECUTIVE DIRECTOR

Executive Director. The Executive Director is responsible to the Board of Trustees. The responsibilities include support services for the management of the business of CDHA, following procedures approved by the House of Delegates and Board of Trustees. The Executive Director may carry out such other duties as may be specified by the Board of Trustees. The Executive Director shall be invited to attend without vote, in all meeting of the CDHA's Board of Trustees (except those held in executive session), House of Delegates, councils and committees except as otherwise provided by these Bylaws. The Executive Director may be invited to attend meetings held in executive session.

In the absence of an executive director, all responsibilities reflected in the Bylaws to the Executive Director will be the responsibility of the President unless otherwise assigned.

ARTICLE IX - ADHA REPRESENTATION

Section 1. Delegates and Alternate Delegates.

Composition: CDHA shall be represented by Delegates and Alternate Delegates as provided in the ADHA Bylaws. CDHA shall provide the ADHA Executive Director with the names of Delegates and Alternate Delegates within ten (10) days of their election and no later than thirty (30) days prior to the Annual Session of ADHA.

Qualifications: Delegates and Alternates shall be Voting Members of CDHA.

Nominations: Nominations of the Delegates and Alternate Delegates to the ADHA House of Delegates shall be made at the same time, place and manner as provided for in the election of CDHA officers.

Elections: Delegates and Alternate Delegates shall be elected by the House of Delegates at its Annual Business Session.

Voting shall be by ballot of the certified voting body of the House of Delegates.

Plurality vote shall elect Delegates and Alternate Delegates.

Term of Office: ADHA Delegate and Alternate Delegate shall serve for a term of one (1) year or until their successors are elected and take office.

a. **Vacancies:**

1. In the event of a vacancy among the Delegates, the Alternate Delegates receiving the highest number of votes shall be the first appointed to fill the vacancy; further appointment of vacancies shall be made in order of number of votes received.
2. In the event all Alternate Delegates decline, the President shall appoint a qualified member to fill the vacancy.
3. In the event of a vacancy among Alternate Delegates, the President shall appoint a qualified member to fill the vacancy.

b. **Powers and Duties:**

1. Delegates shall have the power to represent CDHA in the ADHA House of Delegates with the privilege of debate and vote.
2. The Delegates shall perform those duties regularly and customarily pertaining to the office they hold, except as may otherwise be provided in these Bylaws and the Policies and Procedures Manual of CDHA.

Section 2. District Trustee. CDHA together with such other designated Constituents named by ADHA shall compose the designated district of ADHA. The qualifications, nomination, election, installation, vacancies, and duties of the Trustee shall be those determined by ADHA Bylaws. District II {CT; NJ; NY; PA}

ARTICLE X - HOUSE OF DELEGATES

Section 1. Authority and Responsibility. The House of Delegates shall be the principal body within CDHA 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 XVII 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 CDHA's strategic planning;
- f. Elect members to serve on committees established by the House of Delegates.
- g. Elect officers of CDHA.

Section 2. Composition.

The House of Delegates shall consist of the elective officers of CDHA and certified Delegates from each Component.

Only CDHA Delegates shall vote in the House of Delegates.

Officers and Trustees of CDHA shall be allowed to vote in the election

Voting Members.

A Component with fifteen (15) or fewer voting members of CDHA shall be entitled to be represented in the House of Delegates of CDHA by two (2) Delegates and Alternate Delegates.

A Component with more than fifteen (15) voting members of CDHA shall be entitled to be represented in the House of Delegates of CDHA by two (2) Delegates and two (2) Alternate Delegates for the first full fifteen (15) voting members, and one (1) Delegate and one (1) Alternate Delegate for each full fifteen (15) voting members thereafter.

Determination of Component representation in the House of Delegates shall be made at the close of the preceding calendar year.

Non-voting Members.

CDHA's Officers, members of the Board of Trustees and Sergeant-at-Arms shall be ex-officio members, without the right to vote, of the House of Delegates.

That, one student member of ADHA Student Chapter from each dental hygiene school within the State of Connecticut shall be selected in accordance with the procedures adopted by that school's Student Chapter to represent their school as a Student Delegate, without vote, to the CDHA House of Delegates.

Section 3. Qualifications for Delegates and Alternate Delegates. All Delegates and Alternate Delegates must be voting members of CDHA in good standing. Student Delegates must be Student members in good standing. CDHA's Officers and members of the Board of Trustees may not serve as Delegates or Alternate Delegates. An Alternate Delegate shall be entitled only to represent the Component in the House of Delegates in the absence of a Delegate.

Section 4. Appointment of Delegates and Alternate Delegates. Each Component shall file with the Secretary the names of duly elected Delegates and Alternate Delegates no later than forty-five (45) days prior to the Annual Session of CDHA.

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 CDHA's annual meeting.

Section 7. Special Sessions. Special session of the House shall be called by the President upon written request of three-fourths (3/4) of the Board of Trustees or two-thirds (2/3) of the Delegates in attendance at the previous Annual Session of the House. The time and place shall be determined by the President, provided the time selected shall not be more than forty-five (45) days after the request was received. The business of a special session shall be limited to that stated in the official call.

Section 8. Notice. Notice of any annual or special session of the House of Delegates shall state the time, date, place and purpose of the session and shall be published either in print or on CDHA'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.

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

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

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

Section 12. Resignation and Removal of Delegates and Alternate Delegates. Any Delegate or Alternate Delegate may resign at any time by giving written notice to the President. 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 CDHA would be served by such removal.

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

ARTICLE XI - COMMITTEES/COUNCILS/TASK FORCES

Section 1. Councils and Other Standing Committees. The Board of Trustees or House of Delegates may establish such councils and other standing committees as either of them deem necessary or prudent in the exercise of their authority and responsibility as set forth in these Bylaws.

a. Authority/Composition/Qualifications. The action establishing a council or standing committees shall set forth the council or committee's purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, the

President shall appoint the Committee Co-Chairs and members of all committees, subject to the approval of the Board of Trustees. All Committees shall be comprised of not less than One (1) elected Officer, one (1) Trustee, one (1) ADHA Alternate and two (2) general members who are Voting members of CDHA. Any committee having the authority of the Board of Trustees shall have members of the Board of Trustees as a majority of its members. The President and /or President-Elect shall serve as an ex-officio member of the Committees of CDHA.

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 4. Advisory/Ad Hoc Committees and Task Forces. The Board of Trustees or House of Delegates may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these Bylaws. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Board of Trustees. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Board of Trustees. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

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

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

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

ARTICLE XII - 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, CDHA and a Component.

- a. Components.** Voting members of CDHA 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 CDHA or who practices in an alternative practice setting that are defined by the membership's type of practice or areas of specialization (each of which is referred to as a "Component"). The House of Delegates may authorize the establishment of Components which shall (i) consist of a minimum of six (6) Voting members of CDHA, (ii) 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; (iii) fulfill criteria for affiliation as may be established by the Board of Trustees from time to time; (iv) enter into Component agreements with CDHA; and (v) 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 CDHA Board of Trustees 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 CDHA. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office or Board of Trustees of CDHA. 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.
- c. Revocation.** Charters for the operation of Components may be revoked by 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 CDHA's President.
- Due notice shall be given by 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 CDHA in any manner whatsoever unless duly authorized to do so by ADHA or CDHA 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 CDHA's Board of Trustees. Components must maintain voting membership categories and criteria that are identical to CDHA's (with the exception of Life membership). Changes to a Component's bylaws must receive the written approval of CDHA'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 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

Section 2. Representation.

- A Component with fifteen (15) or less voting members of CDHA shall be entitled to be represented in the House of Delegates of CDHA by two (2) Delegates and two (2) Alternates.
- A Component with more than fifteen (15) voting members of CDHA shall be entitled to be represented in the House of Delegates of CDHA by one (1) Delegate and one (1) Alternate for each full fifteen (15) voting members.
- Determination of Component representation in the House of Delegates shall be made at the close of the preceding calendar year.
- Notification of Component representation in the House of Delegates shall be made sixty (60) days prior to the Annual Session of CDHA.
- **A Component shall elect from its Voting Members two Trustees who will represent the members of the Component on the Board of Trustees, who will report to the Component Membership.**

Section 3. Delegates.

- Delegates and Alternates shall be limited to Voting Members of CDHA 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.
- An Alternate shall be entitled only to represent the Component in the House of Delegates in the absence of a Delegate.

ARTICLE XIII - ELECTRONIC MEETINGS

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

ARTICLE XIV - 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 XV - FINANCE

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of CDHA, 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 CDHA, 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 CDHA shall be signed by such officer or officers, agent or agents of CDHA 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 CDHA shall be deposited to the credit of CDHA 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 CDHA as it may determine is necessary and/or appropriate.

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

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

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

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

ARTICLE XVI - INDEMNIFICATION

CDHA shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of CDHA to the full extent permitted by the State of Connecticut, 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.

ARTICLE XVII - 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 XVIII - AMENDMENTS

Section 1. Proposed Amendments. The Board of Trustees and the House of Delegates may propose amendments, in whole or in 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 prior review.

Section 2. Approval of Amendments.

- **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.
- **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 (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 CDHA'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.

Section 4. Notice of intent. Notice of intent to amend these Bylaws and Code of Ethics should be submitted to the CDHA president at least forty-five (45) 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 XIX - DISSOLUTION

In the event of the dissolution of CDHA, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of CDHA, distribute all of the remaining assets of the CDHA except any assets held by CDHA 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 CDHA in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of CDHA 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 XX - 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 Connecticut Act, these bylaws and any special rules of order CDHA may adopt.

ARTICLE XXI - SUPREMACY CLAUSE

The Bylaws of CDHA shall not be in conflict with the Bylaws of ADHA, which shall be the supreme law of the CDHA. A current copy of these Bylaws shall be on file with the Executive Director of ADHA.