

**BYLAWS OF THE LOUISIANA DENTAL HYGIENISTS' ASSOCIATION,
A LOUISIANA NONPROFIT CORPORATION
&
A CONSTITUENT OF THE AMERICAN DENTAL HYGIENISTS' ASSOCIATION**

**ARTICLE I:
NAME AND PURPOSES**

Section 1. Name. The name of this corporation shall be the "Louisiana Dental Hygienists' Association" (hereinafter "the Association"), a Louisiana nonprofit corporation incorporated pursuant to the Louisiana Nonprofit Corporation Law (La. Rev. Stat. ann. §§ 12:201, et seq.).

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 Louisiana public, to maintain the highest standards of dental hygiene practice, to represent and protect the interests of the dental hygiene profession, to promote the professional competence of the dental hygienist, to provide professional communication and collaboration, and to conduct other activities as may be permitted by the State of Louisiana to carry out the purposes of the Association.

Section 3. Mission. The mission of the Association is to improve the Louisiana public's total health, a mission that the Association will pursue by promoting the art and science of dental hygiene by advocating access to quality oral health care; increasing awareness of the benefits of preventative measures; ensuring the highest standards of dental hygiene education, licensure, and practice; and representing and advancing the interests of dental hygienists.

Section 4. Offices. The Association shall have and continuously maintain in the state of Louisiana a registered office and a registered agent, whose office shall be identical in address as the registered office. The Association may have such other offices, within or without the state of Louisiana as the Board of Trustees may determine.

**ARTICLE II:
MEMBERSHIP**

Section 1. Membership Qualifications. Membership in the Association 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 General Assembly may establish.

Section 2. Membership Categories. The membership of the Association shall be composed of individuals whose membership is categorized as either a voting membership or a non-voting membership. Within each category of membership, there shall also be sub-categories of membership, all of which are more particularly described below.

a. Voting Memberships. Voting memberships shall be sub-categorized and designated as one of the following types of memberships: (1) active memberships, (2) retired/senior status memberships,

(3) disabled status memberships, and (4) life memberships, such sub-categories of memberships being more particularly described below.

1. Active Memberships. 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 dental hygiene in Louisiana; and (iii) agrees to maintain membership in the Association as well as the appropriate Component (if such exists where the member is licensed, practices, or resides).

2. Retired/Senior Status Memberships. Retired/Senior Status membership may be granted to any individual who (i) is an Active member of the Association at the time of application for Retired/Senior Status; and (ii) has reached the full retirement age as set by the Social Security Administration at the time of said application; and (iii) has been an Active member of the Association for either (a) an aggregate total of thirty (30) years or (b) twenty-five (25) consecutive years; and (iv) agrees to maintain a membership in the Association as well as the appropriate Component (if such exists where the member is licensed, practices, or resides).

3. Disabled Status Memberships. Disabled Status membership may be granted to any individual who (i) is an Active member of the Association at the time of application for Disabled Status; and (ii) is unable to work due to a verified disability; and (iii) agrees to maintain a membership in the Association as well as the appropriate Component (if such exists where the member is licensed or resides). Applications for Disabled Status must be verified by the Association and/or the appropriate Component and also must be accompanied by proof of eligibility each year.

4. Life Memberships. Life membership may be granted to any Active member who (i) has made significant contributions to the Association; (ii) has been nominated for such membership by the Board of Trustees; and (iii) meets other such criteria as determined by the Board of Trustees from time to time; and (iv) agrees to maintain a membership in the Association as well as the appropriate Component (if such exists where the member is licensed, practices, or resides).

b. Non-Voting Memberships. Non-voting memberships shall be sub-categorized and designated as one of the following types of memberships: (1) international memberships; (2) student memberships; (3) supporting memberships; (4) honorary memberships; (5) allied memberships; and (6) corporate memberships, such sub-categories of memberships being more particularly described below.

1. International Memberships. 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 Memberships. Student membership may be granted to any individual who (i) is currently enrolled as a student in an accredited dental hygiene program; or (ii) 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 Memberships. Supporting membership may be granted to any individual who (i) is a licensed dental hygienist; and (ii) is not employed in a dental hygiene-related career; and (iii) agrees to maintain membership in the Association as well as the appropriate Component (if such exists where the member is licensed or resides).

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

5. Allied Memberships. Allied membership may be granted to any individual who (i) supports the purposes and mission of the Association; and (ii) is not qualified for any other class or category of membership.

6. Corporate Memberships. Corporate membership may be granted to any organization, including but not limited to corporations, partnerships, and institutions, that supports the mission of the Association.

Section 3. Rights and Duties of Members.

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

b. As stated in Section 2 above, all Voting members and Supporting members must be members of both the Association and the appropriate Component (if such exists where the member is licensed, practices, or resides).

c. Only Voting members may hold office in the Association (e.g., Board of Trustees) and its Components.

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 these 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. Disciplinary Procedures.

1. Discipline may include, but shall not be limited to, censure, suspension, probation, and expulsion.
2. Disciplinary action may be taken only if - at least fifteen (15) days before final action is to be taken - a statement of the charges has been sent by certified mail to the last recorded address of the member subject to discipline. Further, said 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 be represented by counsel) in order to present any defense to such charges before final action is taken by the Association.
3. All disciplinary actions shall be conducted in accordance with procedures established by the Board of Trustees.

c. Termination of Membership as Result of Non-Payment of Dues.

1. All rules and procedures regarding termination of membership as a result of non-payment of dues shall be established by the Board of Trustees or its designee(s), and said Board and its designee(s) shall also have discretion regarding the delay of membership termination.
2. Unless the Board of Trustees and/or its designee(s) establish rules or procedures otherwise, a member's membership shall be terminated if he or she is in default of payment to the Association, Component, or other related organization for dues or assessments for more than three (3) months.

3. Unless the Board of Trustees and/or its designee(s) establish rules or procedures otherwise, a member's membership shall be terminated automatically if he or she becomes ineligible for membership for any reason.

Section 5. Reinstatement of Members. 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 Board of Trustees; and (iii) fulfillment of such additional terms and conditions as may be established by the Board of Trustees.

ARTICLE III: DUES & ASSESSMENTS

The Board of Trustees shall determine the monetary amount of the initial and annual dues (and any other assessments) to be paid by all members of the Association. The Board of Trustees shall also determine the time and method of payment for said dues and assessments. Under special circumstances, the Board of Trustees or its designee(s) may waive or reduce the initial and annual dues and also any other assessments for any member.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual meeting of the Voting members of the Association shall be held at such time and place as shall be determined by the Board of Trustees.

Section 2. Special Meetings. Upon request of any member of the Board of Trustees or by written request of two-thirds (2/3) of the Association's Voting members, special meetings of the Voting members of the Association shall be called. When a special meeting is called, it shall be held at such time and place as shall be determined by the Board of Trustees.

Section 3. Notice of Meetings. Notice of any annual or special meeting of the Voting members of the Association shall be provided to Voting members as well as other individuals as deemed appropriate by the Board of Trustees. Such notice shall be written and shall state the time, date, place, and purpose of the meeting and shall be delivered by regular mail or electronic communication to the addresses of the recipients as maintained in the records of LDHA. Delivery of said notice shall be made not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum. The lesser of (i) ten percent (10%) of the Voting members of the Association; or (ii) one hundred (100) eligible Voting members of the Association 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. Voting. Voting by paper ballot, mail, electronic means, or any other reasonable means shall be permitted to the full extent allowed by the Louisiana Nonprofit Corporation Law, as may be amended. The Board of Trustees may call for a vote.

ARTICLE V: BOARD OF TRUSTEES

Section 1. Authority and Responsibility. The affairs of the Association shall be managed by the Board of Directors (referred to as the “Board of Trustees” in these Bylaws), which shall (i) have supervision, control, and direction of the Association; (ii) determine its business policies or changes therein within the limits of these Bylaws; (iii) actively promote its purposes; and (iv) have discretion in the disbursement of its funds. 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 General Assembly.

Section 2. Composition. The Board of Trustees shall be composed of 14 members as follows: the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, Legislative Chair, Senior Delegate, Junior Delegate, and one (1) member elected from each of the five (5) Components. The members elected from each of the five (5) Components shall be referred to collectively as the “Component Presidents.”

Section 3. Components. The Board of Trustees shall determine the geographic boundaries of the Association’s Components.

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

Section 5. Terms. 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.

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.

Section 7. Special Meetings. Special meetings of the Board of Trustees may be called by (or at the request of) the President or five (5) members of the Board of Trustees. Notice of any special meeting of the Board of Trustees shall be provided to all members of the Board of Trustees. Such notice shall be written and shall state the time, date, place, and purpose of the meeting and shall be

delivered by regular mail or electronic communication to the address of the recipients as maintained in the records of LDHA. Delivery of said notice shall be made not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law. 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, video, electronic communication, 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 except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. 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. In no event shall a quorum consist of less than one-fourth (1/4) of the total voting power of the Board of Trustees.

Section 10. Manner of Acting. The act of a majority of Trustees present at a duly called meeting at which 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 11. 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 12. Resignation and Removal.

a. Resignation. Any Trustee may resign at any time by giving written notice to the Executive Secretary.

b. Removal. Any 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.

ARTICLE VI: OFFICERS

Section 1. Officers. The officers of the Association shall be the President, President-Elect, Vice President, Treasurer, Immediate Past President, Secretary, Senior Delegate, Junior Delegate, and the Component Presidents. In the event that one person holds more than one office, said person shall have only one vote.

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 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, 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 also 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 and/or the Board of Trustees.

Section 5. Treasurer. The Treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The duties of the Treasurer may be assigned by the Board of Trustees in whole or in part to an Executive Director (if position established) or to his or her designees (if appropriate).

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. Senior Delegate. The Senior Delegate, representing the Association, shall attend the District VI delegates' annual meeting and the ADHA Annual Session delegates meeting. Senior Delegate shall submit a Constituent report to the ADHA office prior to Annual Session.

Section 8. Junior Delegate. The Junior Delegate, representing the Association, will attend the District VI delegates' annual meeting and the ADHA Annual Session delegates meeting. Upon completion of a one year term as Junior Delegate, the Junior Delegate shall advance to the position of Senior Delegate.

Section 9. Component Presidents. The Component President shall supervise all of the business affairs of his or her respective component, subject to the direction and control of the Component Officers.

Section 10. Qualifications. Only Voting members shall be eligible to hold office.

Section 11. Terms.

- a. The President, President-Elect, Vice President, Immediate Past President, Secretary, Senior Delegate, Junior Delegate, and Component Presidents shall each 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 shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office.
- 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.

Section 12. Elections.

- a. The President-Elect, Vice President, Secretary, and Treasurer shall be elected annually by the members of the Association, the General Assembly, at the Annual Session meeting at which the election of Officers is in the regular order of business.
- b. 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.
- c. Officers shall take office on the date of the first regular meeting of the Board of Trustees following the close of the annual session at which the officers are elected.

Section 13. Resignation and Removal.

- a. Any officer may resign at any time by giving written notice to the Executive Secretary.
- b. 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.
- c. The removal of an officer shall be without prejudice to the contract rights, if any, of the person

to be removed.

d. Election of an officer or agent shall not of itself create any contract rights.

Section 14. 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 Annual Session. In the event that 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 Annual Session. 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.

ARTICLE VII: COMMITTEES/COUNCILS/TASK FORCES

Section 1. Finance Committee.

a. Composition. The Finance Committee shall be composed of the President, President-Elect, Treasurer, and one (1) additional Voting member hereinafter the “At-Large Member”) to be appointed by the President with the approval of the Board of Trustees. The At-Large Member may not be a member of the Board of Trustees. The President shall serve as the Chair of the Finance Committee.

b. Term of At-Large Member. The At-Large Member shall serve a term coinciding with that of the President who appointed the At-Large Member. An At-Large Member who has served more than half a term shall be deemed to have served a full term.

c. Terms of Finance Committee Members. The terms of the members of the Finance Committee shall begin at the close of the meeting at which they were appointed.

d. Authority and Responsibilities. The Finance Committee shall develop a draft budget to be proposed to the Board of Trustees and shall work with the Board of Trustees to compile a budget report, which shall be presented to the General Assembly annually.

e. Meetings. The Finance Committee shall meet in person or by conference call at least one time per year, and additionally upon request of the Chair.

f. Voting. Each member of the Finance Committee shall have one (1) vote on all matters to be voted on by the Finance Committee.

g. Quorum. Two members of the Finance Committee shall constitute a quorum for the transaction

of business at any duly called meeting of the Finance Committee, provided that when less than a quorum is present, a majority of the members present may adjourn the meeting without further notice.

h. Manner of Acting. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Finance Committee.

i. At-Large Member Vacancies. Should an At-Large Member vacancy occur between annual sessions, the President shall appoint a member to serve until the next annual session, provided that if the vacancy occurs following the annual Finance Committee meeting, the position will remain open until the next annual session, when the President shall appoint a member to fill the unexpired portion of the term.

Section 2. Councils and Other Standing Committees. The Board of Trustees 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 Chair and members of all councils and standing committees, subject to the approval of the Board of Trustees. Any committee having the authority of the Board of Trustees shall have members of the Board of Trustees as a majority of its members.

b. Quorum and Manner of Acting. At all meetings of any council or standing committee, a majority of the members of the council or committee 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 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 by the Board of Trustees. 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 opening of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

ARTICLE VIII: 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 Board of Trustees may authorize the establishment of Components which shall (i) be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the Board of Trustees from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Trustees from time to time; (iii) enter into Component agreements with the Association; and (iv) be issued a charter. The name, geographic boundaries and other requirements for components shall be subject to approval of the ADHA and such rules and policies as may be adopted by the ADHA and the 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 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 Board of Trustees of the Association. The Board of Trustees, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Trustees may prescribe, whether applicants meet the qualifications

necessary for recognition as a Component.

c. Revocation of Charter. Charters for the operation of Components may be revoked by the Board of Trustees at any time and in such manner and after such investigation as the Board of Trustees may deem necessary. Upon revocation of a Component's charter, the Component immediately shall remit all of its funds and records to the Association's Treasurer.

1. Due notice shall be given by the Board of Trustees to the Component in question, by registered mail.

2. 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. Restrictions on Use of 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 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.

1. Component officers shall be elected by the voting members of the Components.

2. Component Presidents 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.

3. A Component Presidents shall - during his or her term - serve on the Association's Board of Trustees as the Component President for his or her respective Component.

f. Meetings. Each Component may hold such meetings as it deems appropriate.

g. Choice of Component Membership. 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 effect the transfer and promptly shall notify the affected 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.

**ARTICLE IX:
ELECTRONIC MEETINGS**

Any action to be taken at a Board of Trustees, Voting member, council, committee, or task force meeting may be taken through the use of a conference telephone, video, electronic communication, 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 pursuant to the appropriate meeting notice requirements set forth herein.

**ARTICLE X:
USE OF ELECTRONIC COMMUNICATIONS**

Unless otherwise prohibited by law, any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means. Further, any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means unless otherwise prohibited by law.

**ARTICLE XI:
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, 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 Board of Trustees.

ARTICLE XII: 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 Louisiana Nonprofit Corporation Law as may be amended, and shall be entitled to purchase insurance for such indemnification of officers, directors, and others to the full extent as determined by the Board of Trustees.

ARTICLE XIII: 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 XIV: AMENDMENTS TO THESE BYLAWS

Section 1. Proposed Amendments. These Bylaws may be made, amended, and/or repealed by the Voting members and/or the Board of Trustees subject to certain procedures. The Board of Trustees may make, amend, and/or repeal these Bylaws by a majority vote of the Board of Trustees in favor of the proposed action, subject always to the requirement of proper notice beforehand and the power of the Voting members to change any action by the Board of Trustees. Upon making, amending, and/or repealing these Bylaws, the Board of Trustees must provide a copy of the changes made and the most current version of these Bylaws to the members of the Association. The Voting members may make, amend, and/or repeal these Bylaws by first submitting the proposed change(s) to the Board of Trustees, then providing proper notice to the members of the Association, and finally securing a majority vote of quorum at a duly called meeting of the Association.

Section 2. Notice. Notice of intent to amend these Bylaws must be published in print or online and circulated to the entire membership at least thirty (30) days prior to the session of the Board of Trustees at which such amendments are to be considered. In the alternative, said notice may be published on the

Association's website at least thirty (30) days prior to the session of the Board of Trustees at which such amendments are to be considered. Such notice must include a general description of the proposed amendments.

**ARTICLE XV:
DISSOLUTION**

The Association may be dissolved and liquidated either voluntarily or involuntarily. If the proceedings are voluntary, they may be conducted either out of court or subject to supervision by the court. If the proceedings are involuntary, they shall be subject to supervision of the court. The Board of Trustees shall refer to and abide by the Louisiana Nonprofit Corporation Law in the Board's efforts to properly pay or make provision for the payment of the Association's liabilities and distribution of net assets. If any assets held by the Association at the time of dissolution are held upon condition requiring their return, transfer, or other conveyance in the event of dissolution, said assets shall be returned, transferred, or conveyed in accordance with such requirements. If net assets exist, they may be first distributed to the members as their respective interests appear on the books of the Association. If net assets exist and no members' interests appear on the books of the Association, said assets shall be returned, transferred, or conveyed in accordance with any 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 (hereinafter "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 parish 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 XVI:
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Board of Trustees in all cases in which the rules are applicable and in which they are not inconsistent with the Louisiana Nonprofit Corporation Law, these Bylaws, and any special rules of order that the Association may adopt.

**ARTICLE XVII:
SUPREMACY CLAUSE**

The Louisiana Nonprofit Corporation Law shall trump these Bylaws and shall govern all matters not contained in these Bylaws, as the Constitution and Bylaws of this Association shall not be in conflict with the Louisiana Nonprofit Corporation Law. Further, the Constitution and Bylaws of this Association shall not be in conflict with the Constitution and Bylaws of the ADHA. In the event that there is a conflict between the Louisiana Nonprofit Corporation Law and the Constitution and Bylaws of the ADHA, the Louisiana Nonprofit Corporation Law shall govern. A current copy of these Bylaws shall be filed and shall

remain on file with the Executive Director of the ADHA.

THUS DONE AND ADOPTED this _____ day of _____, 20_____.

LOUISIANA DENTAL HYGIENISTS' ASSOCIATION

By: _____
LDHA Secretary

ATTEST:

LDHA President

LDHA Vice-President