

American Dental Hygienists' Association Amended & Restated Bylaws

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Contents

ARTICLE I – NAME AND PURPOSES 3

ARTICLE II - MEMBERSHIP 3

ARTICLE III – DUES AND ASSESSMENTS..... 7

ARTICLE IV – MEMBERSHIP MEETINGS 7

ARTICLE V – BOARD OF DIRECTORS 8

ARTICLE VI – OFFICERS 11

ARTICLE VII – CHIEF EXECUTIVE OFFICER 14

ARTICLE VIII – COMMITTEES/TASK FORCES 15

ARTICLE IX - CONSTITUENTS & COMPONENTS 19

ARTICLE X – ELECTRONIC MEETINGS..... 21

ARTICLE XI – USE OF ELECTRONIC COMMUNICATION 21

ARTICLE XII – FINANCE 21

ARTICLE XIII – INDEMNIFICATION 22

ARTICLE XIV – WAIVER OF NOTICE 23

ARTICLE XV – AMENDMENTS 23

ARTICLE XV – AMENDMENTS 23

ARTICLE XVI– DISSOLUTION 24

ARTICLE I – NAME AND PURPOSES

Section 1. Name

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

Section 2. Purpose

In addition to the purposes set forth in the Association's Articles of Incorporation, as may be amended, the purposes of the Association are to improve the oral health of the public; to advance the art and science of dental hygiene; to maintain the highest standards of dental hygiene practice; to represent and protect the interests of the dental hygiene profession; to improve the professional competence of the dental hygienist; to foster research in oral health; to provide professional communication; to publish a scientific journal: the *Journal of Dental Hygiene*; and to conduct other activities as may be permitted by the State of Illinois to carry out the purposes of this association.

Section 3. Offices

The Association shall have and continuously maintain in the State of Illinois 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 Illinois, as the Board of Directors may determine.

ARTICLE II - MEMBERSHIP

Section 1. Membership Qualifications

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

Section 2. Application

The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the Association. The Board of Directors, or its designee(s), shall review all applications for membership and determine, based on the criteria set forth in these Bylaws, whether such

ARTICLE II - MEMBERSHIP

individual applicants meet the qualifications necessary for membership in the Association. All such qualified applicants shall become members upon notice from the Association and payment of dues.

Section 3. Membership Categories

The membership of the Association shall be composed of the following categories:

a. Voting Members

1. *Professional Members.* Professional membership may be granted to any individual who (i) has either earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered by an accredited college or institution of higher education, or is licensed to practice dental hygiene in the United States under the provision of a “grandfather clause”; and (ii) is licensed to practice in any state, territory or possession of the United States if such license is required for the practice of dental hygiene; and (iii) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed, practices or resides).
2. *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 applications must be verified by the American Dental Hygienists’ Association and must be accompanied by proof of eligibility each year.
4. *Life Members.* Life membership may be granted by the Board of Directors to any professional member who (i) has made significant contributions to the Association and the dental hygiene profession; (ii) submitted an application for Life membership to the Board of Directors and (iii) meets such other criteria as determined by the Board of Directors from time to time. Notwithstanding the foregoing, all of the Association’s Past Presidents completing a full term in office automatically shall be granted Life membership.
5. *New Professional Members.* New Professional membership may be granted to any individual who (i) has either earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered by an accredited

ARTICLE II - MEMBERSHIP

college or institution of higher education within the past two years; (ii) is licensed to practice in any state, territory or possession of the United States if such license is required for the practice of dental hygiene; and (iii) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed, practices or resides).

b. Non-Voting Members

1. *International Members.* International membership may be granted to any individual who (i) resides outside of the United States; and (ii) holds a valid license to practice as a dental hygienist.
2. *Student Members.* Student membership may be granted to any student (i) currently enrolled in an accredited dental hygiene program; or (ii) who has graduated from an accredited dental hygiene program and is currently pursuing a baccalaureate or graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education.
3. *Supporting Members.* Supporting membership may be granted to any licensed dental hygienist who (i) is not employed in a dental hygiene-related career; and (ii) agrees to maintain membership in a Constituent as well as a Component (if such exists where the member is licensed or resides).
4. *Honorary Members.* Honorary membership may be granted by the Board of Directors 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 Directors.
5. *Allied Members.* Allied membership may be granted to any individual who supports the purposes and mission of the Association and who is not otherwise qualified for any other class of membership.
6. *Corporate Members.* Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association's mission.

Section 4. Rights and Duties

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

ARTICLE II - MEMBERSHIP

- b. Only Voting Members may vote for the election of the Governance Committee's Elected Committee Members, hold office in the Association, its constituents and components, and serve on the Board of Directors. Notwithstanding anything set forth to the contrary herein, the voting members' right to vote is specifically limited to elections of the Governance Committee's Elected Committee Members, and no other matter. Each eligible voting member shall have one (1) vote in the election of Elected Committee Members to the Governance Committee.
- c. No individual member of the Association shall have the right to vote, without limitation, on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws.

Section 5. Disciplinary Action/Termination of Membership

Grounds for Discipline

The Association may discipline a member for any of the following reasons:

- a. Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association;
- b. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude;
- c. Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist; or
- d. Unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.

Procedures

Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Directors.

ARTICLE II - MEMBERSHIP

Non-Payment of Dues

The membership of any member who is in default of payment of dues or assessments for more than 45 days, ceases to be a member of the Constituent, Component, or other organization required for membership in the Association, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors.

Section 6. 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) and application to the appropriate Constituent or to the Board of Directors; (iii) meeting such additional terms and conditions as may be established by the Board of Directors.

ARTICLE III – DUES AND ASSESSMENTS

The initial and annual dues for all members of the Association, and the time for paying such dues and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive or reduce the annual dues and/or assessments for any member.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Annual Meeting

An annual meeting of the voting members of the Association shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of the voting members of the Association may be called at the request of the President or any twelve (12) members of the Board of Directors, or at the written request of two-thirds (2/3) of the Association's voting members. The time and place for holding special meetings shall be determined by the Board of Directors.

ARTICLE IV – MEMBERSHIP MEETINGS

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 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. Mail Vote

Voting by mail or electronic means shall be permitted to the full extent allowed by the Illinois General Not for Profit Corporation Act of 1986, as may be amended. A mail or electronic vote may be called by the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The affairs of the Association shall be managed by the Board of Directors (which shall be referred to in these Bylaws as the “Board of Directors”), which shall have supervision, control and direction of the Association, shall determine its business policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, shall establish policy, and shall have discretion in the disbursement of its funds. The Board of Directors 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.

ARTICLE V – BOARD OF DIRECTORS

Section 2. Composition

The Board of Directors shall be composed of thirteen (13) members as follows: the President, President-Elect, Vice President, Secretary/Treasurer (referred to herein as the “Treasurer”) and nine (9) additional members nominated by the Governance Committee and elected by the Board of Directors (collectively, the “At-Large Directors”).

Section 3. Invited Participants

The Chief Executive Officer (“CEO”) shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors and may be invited to attend meetings held in Executive Session.

Section 4. Qualifications

Only voting members shall be eligible to serve on the Board of Directors. At-Large Directors must meet the defined competency criteria established by the Board of Directors, with input from the Governance Committee, from time to time. Directors ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 5. Election of At-Large Directors

The Governance Committee will annually (i) solicit nominations, vet, and evaluate candidates to fill all seats on the Board of Directors that are vacant or set to expire, and (ii) recommend a slate of qualified candidates to serve on the Board of Directors to the Board of Directors in accordance with the timeline established by the Board. The Board will annually elect Directors to fill all expired or vacant seats on the Board.

Section 6. *Terms

- a. At-Large Directors shall serve a three (3) year term, or until such time as their successors are duly elected, qualified, and assume their position, and may not serve more than one (1) term in office. Directors 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 terms of the At-Large Directors shall be staggered such that no more than 1/3 of the Director positions will be filled each year (to the extent possible).
- b. Notwithstanding anything set forth herein to the contrary, the Officers shall remain on the Board of Directors for the duration of their term in office and At-Large Directors that have completed their term in office may stand for election to the Board as an Officer.

ARTICLE V – BOARD OF DIRECTORS

- c. The term of all At-Large Directors shall begin on July 1 of each year.

**Transition Schedule: In order to transition to the new board structure, the individuals elected to serve as district directors and Treasurer in 2025 will serve a 1-year term in office and will be eligible to run for re-election to the Board in 2026. This paragraph will be automatically deleted from the Bylaws upon conclusion of the 2026 election of directors.*

Section 7. Regular Meetings

The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called by, or at the request of the President or upon a written request to the Chief Executive Officer of five (5) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director 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 9. Electronic Meetings

Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken through the use of a conference telephone, video conference, 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 10. Quorum

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

ARTICLE V – BOARD OF DIRECTORS

Section 11. Manner of Acting

The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, 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 Directors 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 Directors entitled to vote with respect to the subject matter thereof.

Section 13. Resignation and Removal

Any At-Large Director may resign at any time by giving written notice to the Chief Executive Officer. In addition, any At-Large Director may be removed by the Board, whenever, in its judgment, the best interests of the Association would be served by such removal, including, without limitation, for failure to fulfill their duties, conduct detrimental to the Association, or actions inconsistent with the mission or values of the organization.

Section 14. Vacancies

Vacancies in any At-Large Director position shall be filled by the President, subject to the approval of the Board of Directors. An At-Large Director appointed pursuant to this Section shall hold their position for the remainder of the original term for which they were appointed to fill.

ARTICLE VI – OFFICERS

Section 1. Officers

The officers of the Association shall be a President, President-Elect, Vice President, and Treasurer (each an “Officer, and collectively, the “Officers”). The Board of Directors may elect or appoint such other officers as it shall deem necessary, who shall have the authority to perform such duties as may be prescribed from time to time by the Board of Directors. The Officers shall have the authority to perform the duties set forth below and as prescribed by the Board of Directors. No two (2) offices may be held simultaneously by the same person.

ARTICLE VI – OFFICERS

Section 2. Qualifications for Office

Only voting members are eligible to serve as Officers. Officers shall have served at least one (1) year as a member of the Board of Directors prior to their election as an Officer. Officers must meet the defined competency criteria established by the Board of Directors from time to time.

Section 3. Election

The Governance Committee will annually (i) solicit nominations, vet, and evaluate candidates to fill such Officer positions as may be vacant or set to expire, and (ii) recommend a slate of qualified candidates to serve as Officers to the Board of Directors in accordance with the timeline established by the Board. The Board will annually elect Officers to fill all expired or vacant Officer positions. New offices may be created and filled at any meeting of the Board of Directors.

Section 4. Term

- a. The President, President-Elect, and Vice President shall hold office shall hold office for one (1) year or until their successor shall have been duly elected and qualified, or until their death, resignation or removal in the manner hereinafter provided, whichever comes first.
- b. The Treasurer shall hold office for three (3) years or until their successor shall have been duly elected and qualified, or until their death, resignation or removal in the manner hereinafter provided, whichever comes first.
- c. The President-Elect automatically shall succeed to the office of President upon the conclusion of their term of office or in the event of the President's death, resignation, or removal.
- d. The Vice President automatically shall succeed to the office of President-Elect upon the conclusion of their term of office or in the event of the President-Elect's death, resignation, or removal.
- e. Officers (except as noted above) may not serve more than one (1) term in any individual office. The Officers shall take office on July 1 of the year following their election and their term shall conclude at such time as their successors are duly elected, qualified, and assume their position.

ARTICLE VI – OFFICERS

Section 5. 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 Directors, by communicating with the Chief Executive Officer as necessary regarding the business of the Association. The President shall be a member, without vote, of all 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 Directors.

Section 6. 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 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 Directors. 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 7. Vice President

The Vice President shall have such duties as may be assigned by the President or the Board of Directors. The Vice President shall succeed to the office of President-Elect upon expiration of the President Elect's term of office, and in the event of the death, resignation, removal, or incapacity of the President-Elect.

Section 8. Secretary/Treasurer ("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; shall keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the Association's corporate records; shall keep a record of the Association's members, and in general shall perform all duties customarily incident to the offices of treasurer and secretary and such other duties as may be assigned from time to time

ARTICLE VI – OFFICERS

by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the Chief Executive Officer, or their designee(s).

Section 9. Resignation and Removal of Officers

Any Officer may resign at any time by giving written notice to the Chief Executive Officer. In addition, any Officer may be removed by the Board of Directors, whenever, in their judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 10. Officer Vacancies

Vacancies in any Officer position shall be filled by the President, subject to the approval of the Board of Directors, 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 Vice President automatically shall succeed to the office of President-Elect in the event of the death, resignation, removal, or incapacity of the President-Elect. 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 they were appointed to fill.

ARTICLE VII – CHIEF EXECUTIVE OFFICER

The administrative and day-to-day operation of the Association shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Directors. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of “Chief Executive Officer.” The Chief Executive Officer shall have the authority to execute contracts on behalf of the Association and as approved by the Board of Directors. The Chief Executive Officer shall perform the duties normally expected of the secretary of an Illinois not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; being custodian of the corporate records; keeping minutes of the meetings of the Board of Directors; and keeping a record of the mailing address of each member of the Association. The Chief Executive Officer may carry out such other duties as may be specified by the Board of Directors. The Chief Executive Officer shall employ and may terminate the employment of members of the staff necessary to carry out the

ARTICLE VII – CHIEF EXECUTIVE OFFICER

work of the Association. The Chief Executive Officer shall be invited to attend and participate, without vote, in all meetings of the Association's Board of Directors (except those held in executive session) and committees, except as otherwise provided by these Bylaws. The Chief Executive Officer may be invited to attend meetings held in executive session.

ARTICLE VIII – COMMITTEES/TASK FORCES

Section 1. Governance Committee

a. Composition, Qualifications & Election.

1. *Composition.* The Governance Committee shall consist of the Immediate Past President; two (2) members of the Board of Directors appointed by the President ("Board Committee Members"); and up to two (2) voting members in good standing elected by the voting members ("Elected Committee Members"). The Chair of the Governance Committee shall be appointed by the President.
2. *Qualifications for Office.* Only voting members may serve on the Governance Committee. Members of the Governance Committee may not stand for election as an Officer or At-Large Director.
3. *Election*.* The Governance Committee will annually (i) solicit nominations, vet, and evaluate candidates to fill such Elected Committee Member positions as may be vacant or set to expire, and (ii) recommend a slate of qualified candidates to serve as Elected Committee Members to the Board of Directors for its review and approval in accordance with the timeline established by the Board. The approved slate of candidates will be presented to the voting members for election to the Governance Committee in accordance with the procedures established by the Board. All Governance Committee elections will be conducted electronically. Candidates receiving the greatest number of votes will be elected.

**Transition Schedule: In order to transition to the new Governance Committee structure, the President will appoint all of the initial members of the Governance Committee. The first election of Elected Committee Members will take place in July 2026 and, in order to provide for staggered terms, one Elected Committee Member will run for a 1-year term in office and one Elected Committee Member will run for a 2-year term in office. This paragraph will be automatically deleted from the Bylaws upon the initial election of Elected Committee Members.*

ARTICLE VIII – COMMITTEES/TASK FORCES

4. *Term.* The Board Committee Members shall serve a one (1) year term on the Governance Committee or until their successor shall have been duly elected and qualified, or until their death, resignation or removal in the manner hereinafter provided, whichever comes first. The Elected Committee Members shall serve a two (2) year term on the Governance Committee or until their successor shall have been duly elected and qualified, or until their death, resignation or removal in the manner hereinafter provided, whichever comes first. The terms of the Elected Committee Members shall be staggered such that one Elected Committee Member will be elected each year in accordance with procedures established by the Board. Elected Committee Members may not serve more than two (2) consecutive terms on the Governance Committee. Board Committee Members may serve up to three (3) consecutive terms on the Governance Committee.
- b. *Authority and Responsibilities.* The Governance Committee will annually (i) solicit nominations, vet, and evaluate candidates to fill such At-Large Director, Officer, and Elected Committee Member positions as may be vacant or set to expire, and (ii) recommend a slate of qualified candidates to fill such positions to the Board of Directors for its review and approval in accordance with the timeline established by the Board. At the Board's request, the Governance Committee shall evaluate and recommend potential candidates to fill Officer and Board vacancies.
- c. *Meetings, Quorum and Manner of Acting.* The Governance Committee shall meet virtually upon the request of the Chair. Each member shall have one (1) vote. A majority of the Governance Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Governance Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of the majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Governance Committee.
- d. *Vacancies.* Any member of the Governance Committee may resign at any time for any reason by providing written notice to the President. Vacancies will be filled by the President and members appointed to fill a vacancy shall remain on the committee for the remainder of the term they were appointed to fill.
- e. *Procedures.* The Board of Directors or its designee(s) shall develop and approve policies and procedures for the operation of the Governance Committee and all such policies shall be subject to the approval of the Board of Directors.

ARTICLE VIII – COMMITTEES/TASK FORCES

Section 2. Finance Committee

- a. **Composition.** The Finance Committee shall be comprised of the President, President-Elect, Treasurer and no less than two (2) At-Large Directors appointed by the President. The President shall serve as Chair of the Finance Committee.
- b. **Term.** Members shall serve a one-year term in office and may serve an unlimited amount of terms.
- c. **Authority and Responsibilities.** The Finance Committee shall develop a draft budget to be proposed to the Board of Directors, and work with the Board of Directors to compile a budget report to be presented to the House of Delegates.
- d. **Meetings, Quorum and Manner of Acting.** The Finance Committee shall meet in person or by electronic means (i.e., video or conference call) at least once per year, and additionally upon the request of the Chair. Each member shall have one (1) vote. A majority of the Finance Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Finance Committee; provided when less than a quorum is present a majority of the members present may adjourn the meeting without further notice. 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.

Section 3. Ethics Committee

- a. **Composition.** The Ethics Committee shall consist of four (4) voting members appointed by the President. The Chair of the Ethics Committee shall be appointed by the President from amongst the members of the Ethics Committee.
- b. **Term.** Members of the Ethics Committee shall serve a one-year term and may serve an unlimited number of terms on the committee.
- c. **Authority and Responsibilities.** The Ethics Committee shall investigate and otherwise assist the Board of Directors in all disciplinary matters in accordance with such policies and procedures developed by the Board of Directors.
- d. **Meetings, Quorum and Manner of Acting.** The Ethics Committee shall meet in person or by conference call upon the request of the President or Chair. Each member shall have one (1) vote. Three (3) members of the Ethics Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Ethics Committee; provided when less than a quorum is present at said meeting, a majority of the members present

ARTICLE VIII – COMMITTEES/TASK FORCES

may adjourn the meeting without further notice. 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 Ethics Committee.

- e. **Vacancies.** Should a vacancy occur, the President, in consultation with the Board of Directors, shall appoint a member to fill the unexpired term.

Section 4. Standing Committees

The Board of Directors may establish such additional standing committees as it deems necessary or prudent in the exercise of its authority and responsibility as set forth in these Bylaws.

- a. **Authority/Composition/Qualifications.** The action establishing a standing committee shall set forth the 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 standing committees, subject to the approval of the Board of Directors. Any committee having the authority of the Board of Directors shall have members of the Board of Directors as a majority of its members.
- b. **Quorum and Manner of Acting.** At all meetings of any 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 committee. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- c. **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by the President.
- d. **Policies and Procedures.** The Board of Directors shall develop and approve policies and procedures for the operation of all standing committees. All standing committees shall report to the Board of Directors, unless otherwise set forth in the resolution establishing such committee.

Section 5. Advisory/Ad Hoc Committees and Task Forces

The Board of Directors 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 Directors. A task force shall terminate after one (1) year from the date

ARTICLE VIII – COMMITTEES/TASK FORCES

of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Board of Directors. 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 Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or taskforce 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 Directors 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 Board of Directors.

ARTICLE IX - CONSTITUENTS & COMPONENTS

Section 1. Tripartite

The Association is a tripartite organization. Voting and Supporting members must maintain an active membership in the Association, a Constituent and a Component (if such exist where the member is licensed, practices or resides).

Section 2. Constituents

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 constituent of the Association (each of which is referred to as a "Constituent"). The Board of Directors may authorize the establishment of Constituents 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 Directors from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Directors from time to time; (iii) enter into Constituent agreements with the Association; and (iv) be issued a charter. All members of a Constituent must be members of the Association.

- a. **Application for Recognition as a Constituent.** The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of

ARTICLE IX - CONSTITUENTS & COMPONENTS

applicants seeking to be organized as a Constituent 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 of the Association. The Board of Directors, 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 Directors may prescribe, if applicants meet the qualifications necessary for recognition as a Constituent.

- b. **Revocation.** Charters for the operation of Constituents may be revoked by the Board of Directors at any time and in such manner and after such investigation as the Board of Directors may deem necessary. Upon revocation of a Constituent's charter, the Constituent immediately shall remit all of its funds and records to the Association's Chief Executive Officer.

- b1. Due notice shall be given by the Board of Directors to the Constituent in question, by registered mail and reasonable opportunity shall be allowed for the constituent to meet the requirements or correct infractions before final action is taken to revoke the charter.

- c. **Name.** No Constituent, Component or other entity shall use the name of the Association in any manner whatsoever unless duly authorized to do so by the Association pursuant to the terms of a written agreement.
- d. **Organization.** Each Constituent shall have a Board of Directors, officers and bylaws in such form as shall be approved by the Association's Board of Directors. Constituents must maintain membership categories and criteria that are identical to the Association's (with the exception of Life membership). Changes to a Constituent's bylaws must receive the written approval of the Association's Board of Directors.
- e. **Meetings.** Each Constituent may hold such meetings as it deems appropriate.
- f. **Choice of Constituent.** Members may belong to only one Constituent and may join the Constituent of their choice based on where they reside, practice or hold a license.
- g. **Transfers.** A member of a Constituent may transfer to another Constituent by written request addressed to the Chief Executive Officer. The Chief Executive Officer shall affect the transfer and promptly shall notify the effected Constituents. Full membership privileges shall be granted to the transferring member in the new Constituent, and the new Constituent shall give the transferring member a credit for the full amount of any dues paid to the previous Constituent to be applied towards dues in the new Constituent.

ARTICLE IX - CONSTITUENTS & COMPONENTS

Section 3. Components

Voting members of the same Constituent that practice, reside or hold a license within the same geographical territory may be organized as a component by the Constituent and issued a charter (each of which is referred to as a “Component”). The name, boundaries, and eligibility requirements for Components shall be determined by the Constituent, subject to the prior written approval of the Association’s Board of Directors and such rules and policies as may be adopted by the Board of Directors from time to time. Constituents shall have the right to revoke the charter of any Component created by the Constituent.

ARTICLE X – ELECTRONIC MEETINGS

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

ARTICLE XI – USE OF ELECTRONIC 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 XII – FINANCE

Section 1. Contracts

The Board of Directors 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.

ARTICLE XII – FINANCE

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 Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chief Executive Officer.

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 Directors may select.

Section 4. Bonding

The Board of Directors 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 Directors 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 Directors, and any committees having the authority of the Board of Directors.

Section 7. Annual Audit

The Board of Directors 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 Directors.

ARTICLE XIII – INDEMNIFICATION

The Association shall indemnify all past and present officers, directors, employees, committee, and task force members, and all other volunteers of the Association to the full extent permitted

by the Illinois General Not For Profit Corporation Act of 1986, as may be amended (“Illinois Act”), and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Directors.

ARTICLE XIV – WAIVER OF NOTICE

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

ARTICLE XV – AMENDMENTS

Section 1. Proposed Amendments

The Board of Directors, Constituents, Components or any voting member of the Association may propose amendments, in whole or in part, to these Bylaws and Code of Ethics in accordance with the timeline and procedures adopted by the Board.

Section 2. Approval of Amendments

Proposed amendments of these Bylaws and Code of Ethics shall be forwarded to the Board of Directors for consideration in accordance with the timeline and procedures adopted by the Board. Approval of such proposals shall require the act of two-thirds (2/3) of the entire Board of Directors present and voting at a meeting at which a quorum is present.

Section 3. Notice

Notice of intent to amend these Bylaws must be distributed to all voting members by one or more of the following means at least seven (7) days prior to the Board meeting at which such amendments are to be considered: (i) sent to all voting members by mail, email or other electronic communication; or (ii) published in print or online in one of the Association’s newsletters or other publications and circulated to the entire membership; or (iii) published on the Association’s website. Such notice must include a general description of the proposed amendments. A copy of all amendments approved by the Board will be distributed (in

ARTICLE XV – AMENDMENTS

accordance with the provisions set forth above) to the voting members within thirty (30) business days following approval.

ARTICLE XVI– DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.