

**MISSISSIPPI
DENTAL HYGIENISTS'
ASSOCIATION**

BYLAWS

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ARTICLE I

NAME AND DEFINITION

Section 1. Name. The name of this association shall be the MISSISSIPPI DENTAL HYGIENISTS' ASSOCIATION, hereinafter referred to as MDHA.

Section 2. Definition. MDHA is a not-for-profit / non-profit organization in Mississippi.

Article II

PURPOSE AND MISSION

Section 1. Purpose. In addition to the purposes set forth in MDHA's Articles of Incorporation, as may be amended, the purposes of MDHA are:

- 1) to improve the oral health of the public
- 2) to advance the art and science of dental hygiene
- 3) to maintain the highest standards of dental hygiene education and practice
- 4) to represent and protect the interests of the dental hygiene profession
- 5) to foster research in oral health
- 6) to provide professional communication and
- 7) to conduct other activities as may be permitted by the State of Mississippi to carry out the purposes of MDHA.

Section 2. Mission. To improve the public's total health, the mission of MDHA is to advance the art and science of dental hygiene by:

- 1) ensuring access to quality oral health care
- 2) increasing awareness of the cost-effective benefits of prevention
- 3) promoting the highest standards of dental hygiene education, licensure, practice, and research and
- 4) representing and promoting the interests of dental hygienists.

Article III

MEMBERSHIP

Section 1. Membership Qualifications. Membership may be granted to any individual who: 1) meets the criteria set forth for each category of membership in the MDHA; 2) shares interest in and supports the purposes of the MDHA; 3) abides by these Bylaws, the MDHA's Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as the MDHA may adopt; and 4) meets such additional criteria for each category of membership in MDHA as the Executive Board may establish.

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

A. Voting Members

1. Active Member. An 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 MDHA and ADHA as well as a component (if such exists where the member is licensed, practices or resides).

2. Retired/Senior Status. Active members who have reached the full retirement age as set by the Social Security Administration and have either been an Active member of the MDHA for an aggregate total of thirty (30) years, or twenty-five (25) consecutive years may apply to the Executive Board of MDHA for Retired/Senior status.

3. Members with Disabilities. Active members who are unable to work due to a verified disability may apply to the Executive Board of MDHA for disabled status. All such applications must be verified by MDHA and must be accompanied by proof of eligibility each year.

4. Life Members. Life membership may be granted by the MDHA Executive Board. This category may be granted to any active member who has made outstanding contributions to dental hygiene or to MDHA; and meets such other criteria as determined by the MDHA Executive Board.

B. Non-voting Members

1. 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.

2. 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 ADHA, MDHA, as well as a Component (if such exist where the member is licensed or resides).

3. Honorary Members. Any individual, who is not a dental hygienist, has made outstanding contributions to dental hygiene or dental health shall be eligible for Honorary Membership upon nomination and majority vote of the Executive Board. MDHA dues shall be waived and the ADHA shall be notified.

4. Allied Members. Allied membership may be granted to any individual who supports the purposes and mission of the MDHA and who is not otherwise qualified for any other class of membership.

5. Corporate Members. Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association's mission.

Section 3. Rights and Duties.

- A. Voting and supporting members must be members of ADHA, MDHA, and a component (if such exists where the member is licensed, practices or resides.)
- B. All members shall be entitled to attend the member meetings and social functions of the MDHA.
- C. All voting members shall have the right to 1) hold office, be elected or appointed to any office, board, council or committee of MDHA and of the component to which the member belongs, 2) receive the publications of MDHA and 3) receive such other privileges as the Executive Board may determine.

Section 4. Disciplinary Action/Termination of Membership.

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

B. Procedures. Discipline may include, but may 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 MDHA. Such disciplinary actions shall be conducted in accordance with procedures established by the MDHA Executive Board.

C. Non-Payment of Dues. The membership of any member who is in default of payment of dues or assessments for more than three (3) months, ceases to be a member of MDHA, Component, or other organization required for membership in the ADHA, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures, by the MDHA Executive Board or voting membership, unless such termination is delayed by the MDHA Executive Board.

D. Resignation. A member desiring to resign from the MDHA shall submit such resignation in writing to the secretary of the MDHA and to the MDHA Executive Board. No member's resignation shall be accepted until all prior dues, fees, and assessments are paid.

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

Article IV

DUES AND ASSESSMENTS

The initial and annual dues for all members of MDHA, and the time for paying such dues and other assessments, if any, shall be determined by a majority vote of the MDHA voting members at any official MDHA session. Under special circumstances, a 2/3 vote of the membership may waive or reduce the annual dues and/or assessments for any voting member.

Article V

MEMBERSHIP MEETINGS

1. **Annual Meeting.** An annual meeting of the voting members of MDHA shall be held at such time and place as shall be determined by the MDHA Executive Board.
2. **Special Meetings.** Special meetings of the voting members of the MDHA may be called at the request of the MDHA Executive Board, or at the written request of two-thirds (2/3) of the MDHA's voting members. The time and place for holding special meetings shall be determined by the MDHA Executive Board.
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.
4. **Quorum.** The lesser of (i) ten percent (10%) of the voting members of MDHA; or (ii) one hundred (100) eligible voting members of the MDHA 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.
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.
6. **Mail Vote.** Voting by mail or electronic means shall be permitted to the full extent allowed by the State of Mississippi (and Not for Profit Corporation application Act), as may be amended. A mail or electronic vote may be called by the MDHA Executive Board.

Article VI

MDHA EXECUTIVE BOARD

1. **Authority and Responsibility.** The affairs of MDHA shall be managed by the Board of Directors (which shall be referred to in these Bylaws as the "MDHA Executive Board"), which shall have supervision, control and direction of the MDHA, shall determine its business policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The MDHA Executive Board shall act for and on behalf of

the voting membership between sessions to establish interim policy. The MDHA Executive Board 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 MDHA Executive Board shall provide reports to the voting membership.

2. **Composition.** The MDHA Executive Board shall be composed of the following officers: Immediate Past President, President, President-Elect, Vice President, Secretary, Treasurer, ~~Delegate~~ **Student Affairs Officer (SAO)** and the component presidents or their designees.
3. **Qualifications.** Only voting members shall be eligible to serve on the MDHA Executive Board.
4. **Terms.** The Immediate Past President, President, President-Elect, Vice President, Secretary, Treasurer, ~~Delegate~~ **Student Affairs Officer (SAO)** and component presidents or their designee shall remain on the MDHA Executive Board for the duration of their term in office.
5. **Regular Meetings.** The MDHA Executive Board may take action to set the time, date, and place for the holding of a regular annual meeting of the MDHA Executive Board and additional regular meetings of the MDHA Executive Board without other notice than such action.
6. **Special Meetings.** Special meetings of the MDHA Executive Board may be called by, or at the request of the President or upon a written/electronic request to the members of the MDHA Executive Board. Notice of any special meeting of the MDHA Executive Board shall state the time, date, and place of the meeting and shall be announced at least fourteen (14) days prior to the date of such meeting.
7. **Meeting by Video Conference Call.** Any action to be taken at a meeting of the MDHA Executive Board or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.
8. **Invited Participants.** The MDHA Executive Board may extend an invitation to special guest(s) to attend and participate, without vote, in all regular and special meetings of the MDHA Executive Board. Such guest may be invited to attend meetings held in Executive Session.
9. **Quorum.** A majority of the MDHA Executive Board shall constitute a quorum for the transaction of business at any duly called meeting of the MDHA Executive

Board; provided that when less than a quorum is present at said meeting, a majority of the MDHA Executive Board members present may adjourn the meeting to another time without further notice.

10. **Manner of Acting.** Any action requiring a vote of the MDHA Executive Board may be taken without meeting if consent via electronic mail, setting forth the action proposed, is given by all of the members of the MDHA Executive Board entitled to vote with respect to the subject matter thereof.

Article VII

OFFICERS

A. Officers.

The officers of MDHA shall be as follows: Immediate Past President, President, President-Elect, Vice President, Secretary, Treasurer, Delegate, **Student Affairs Officer (SAO)** and component president(s) or their designee(s). No two (2) offices may be held simultaneously by the same person. A full listing of responsibilities and duties of all officers are located in the MDHA Procedures Manual.

1. **Immediate Past President.** The Immediate Past President shall have such duties as may be assigned by the President or the MDHA Executive Board.
2. **President.** The President shall be the principal elected officer of MDHA and shall supervise all of the business affairs of MDHA, subject to the direction and control of the MDHA Executive Board. The President shall communicate with the Executive Director (if applicable) or the MDHA Executive Board as necessary regarding the business of the MDHA. The President shall be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. The President shall perform all duties customarily incident to the office of President and such other duties as may be prescribed by the MDHA Executive Board. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.
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 perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the MDHA Executive Board. The President-Elect shall succeed to the office of President upon expiration of the President's term of office or in the event of the death, resignation, removal, or incapacity of the President.

4. **Vice President.** The Vice President shall have such duties as may be assigned by the President or the MDHA Executive Board.
5. **Secretary.** The secretary shall be responsible for 1) minutes of all meetings of MDHA and its Executive Board and 2) any necessary correspondence that is not already designated to a specific officer.
6. **Treasurer.** The Treasurer shall be the principal financial officer of MDHA and shall have charge of and be responsible for the maintenance of adequate books of account for MDHA. The treasurer shall have charge of and custody of all funds and securities of MDHA, and shall be responsible for the receipt and disbursement of such funds. The treasurer shall deposit all funds and securities of MDHA 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 MDHA Executive Board in whole or in part to the Executive Director, or his or her designee(s).

~~7. **Delegate to ADHA.** The delegate shall represent MDHA at 1) all House of Delegates meetings held during the ADHA Annual Session and 2) the ADHA District VI workshop that is held annually in one of the 5 states in District VI.~~ **Student Affairs Officer (SAO).** The Student Affairs Officer shall serve as the primary liaison between MDHA and all Mississippi dental hygiene academic programs and their respective SADHA chapters. The duties of the Student Affairs Officer shall include, but are not limited to:

a. Coordination With Schools

- Maintain regular communication with all Mississippi dental hygiene schools (five, six, or the current number in operation).
- Build and maintain relationships with SADHA advisors and student leaders.

b. SADHA Leadership & Meetings

- Organize and facilitate monthly statewide virtual SADHA meetings for all students and advisors.
- Ensure meetings are approximately 20–30 minutes, focused, and held on a consistent schedule.
- Provide updates on MDHA activities, advocacy initiatives, licensure preparation, and professional development.

c. Student Engagement & Professional Development

- Serve as the statewide leader for SADHA and support local SADHA chapters in leadership development and succession planning.
- Promote student participation in MDHA events, including Lobby Day, Annual Session, and community outreach.

d. Volunteer Coordination

- Assist in recruiting and coordinating student volunteers for public health events, including Mission of Mercy, oral cancer screenings, and programs serving individuals with special needs.

e. Advocacy & Transition to Practice

- Provide guidance and informational resources related to boards, licensure, membership, and the transition from student to professional hygienist.
- Encourage students to participate in MDHA and ADHA activities throughout their educational journey.

f. Reporting

- Report regularly to the MDHA Executive Board regarding student activities, SADHA engagement, and statewide school involvement.

8. Component Presidents.

B. Terms.

1. The Immediate-Past President, President, President-Elect, and Vice-President shall each serve a one-year term in office, or until such time as their successors are duly elected, qualified, and take office.
2. The Secretary, Treasurer and ~~Delegate~~ **Student Affairs Officer (SAO)** (to ADHA) shall each serve a two-year term in office, or shall serve until such time as their successors are duly elected, qualified, and take office.
3. Officers may not serve more than two (2) consecutive terms in the same office. Officers serving more than half of a full term shall be deemed to have served a full term in office.

C. Election.

1. ~~Request for nominations for officer positions shall be sent out via email to all MS hygienists at least 60 days prior to annual session. Officer election shall be~~

~~voted on via online voting portal and announced at MDHA Annual Session. Officers will be elected by the MDHA Voting Members.~~ **Officer elections shall be held during MDHA's Annual Session. Officers will be elected by the MDHA Voting Members.**

2. The President-Elect and Vice-President shall be elected annually.
3. The Secretary shall be elected in even-numbered years. The Treasurer and **Delegate Student Affairs Officer (SAO)** shall be elected in odd-numbered years.
4. 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.
5. Officers shall take office **on the date of the first regular meeting of the MDHA Executive Board following the close of the MDHA annual session** at which they are elected.

D. Resignation and Removal of Officers.

Any officer may resign at any time by giving written notice to the President. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of the MDHA 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.

E. Vacancies in Office.

Vacancies in any office shall be filled by the MDHA 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. In this case the office of President-Elect shall remain vacant until the next meeting of the Voting Membership. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the MDHA Executive Board shall immediately (by appointment) fill the office of President. That appointee shall hold office until the next meeting of the Voting Membership. 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 VIII

COMMITTEES and COUNCILS

1. Establishment.

The MDHA Executive Board or Voting Membership may establish such councils and other standing committees as deemed necessary or prudent.

2. 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 MDHA Executive Board. Any committee having the authority of the MDHA Executive Board shall have members of the MDHA Executive Board as a majority of its members.

3. Quorum and Manner of Acting.

At all meetings of any council or standing committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such council or committee. A majority vote by council or committee members present and voting at a meeting at which a quorum is present shall be required for any action.

4. Committee Vacancies.

Except as otherwise provided herein, vacancies in the membership of a council or committee shall be filled by the President.

5. Policies and Procedures.

The MDHA Executive Board 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 MDHA Executive Board, unless otherwise set forth in the resolution establishing such council/committee.

6. Standing Committees

The following standing committees are established to support the work and mission of the Mississippi Dental Hygienists' Association. Each committee shall perform the duties outlined below and report to the MDHA Executive Board.

The President, with approval of the Executive Board, shall appoint the Chair and members of each standing committee unless otherwise specified.

Reporting: Each standing committee shall provide regular updates on activities, recommendations, and progress to the Executive Board.

A. Legislative Committee

Purpose: Monitor, evaluate, and advocate on legislative and regulatory matters affecting the dental hygiene profession and public oral health.

Responsibilities:

1. Track legislation and regulatory activities impacting dental hygiene.
2. Recommend advocacy positions and strategies to the Executive Board.
3. Coordinate advocacy efforts with MDHA members, lobbyists, and partner organizations.
4. Encourage grassroots engagement among the membership.

Composition: Chair and members appointed in accordance with this Article.

B. Annual Session Committee

Purpose: Plan, organize, and implement the MDHA Annual Session, including educational programming, financial development, and recognition activities.

Responsibilities:

1. Plan and implement all aspects of the Annual Session.
2. Coordinate the work of subcommittees.
3. Provide progress reports to the Executive Board.
4. Ensure the Annual Session supports the financial stability and professional mission of MDHA.

Composition: Chair and members appointed in accordance with this Article.

Subcommittees:

- **Sponsorship Subcommittee** – Identifies, solicits, and manages sponsorships.
- **Program Subcommittee** – Oversees educational programming, speaker coordination, and continuing education compliance.
- **Awards Subcommittee** – Administers the selection and presentation of MDHA awards.

C. Communications Committee

Purpose: Maintain clear, consistent, and professional communication with MDHA members, partners, and the public.

Responsibilities:

1. Prepare and distribute official MDHA communications, including newsletters, announcements, and social media content.
2. Maintain consistency in branding and messaging.
3. Support communication needs for MDHA programs and events.

Composition: Chair and members appointed in accordance with this Article.

D. Membership Committee

Purpose: Promote recruitment, engagement, and retention of MDHA members.

Responsibilities:

1. Develop strategies to increase and retain membership.
2. Support onboarding and engagement of new members.
3. Provide membership data and recommendations to the Executive Board.

Composition: Chair and members appointed in accordance with this Article.

E. Community Outreach Committee

Purpose: Develop and implement initiatives that promote oral health awareness and community engagement.

Responsibilities:

1. Organize community outreach initiatives and public oral health programs.
2. Provide opportunities for member participation in community service activities.
3. Collaborate with public health partners, educational institutions, and community organizations when appropriate.

Composition: Chair and members appointed in accordance with this

Article.

F. Bylaws Committee

Purpose: Review and maintain the governing documents of MDHA and recommend revisions when necessary.

Responsibilities:

1. Review the MDHA Bylaws and related governance documents at least annually or as needed.
2. Recommend proposed amendments to the Executive Board.
3. Ensure bylaw amendments are presented and processed according to established procedures.
4. Provide guidance regarding interpretation of the Bylaws when requested.

Composition: Chair and members appointed in accordance with this Article.

G. Advisory Committee

Purpose: To promote continuity of leadership, preserve institutional knowledge, and provide mentorship and strategic guidance to the Association.

Responsibilities:

1. Serve in an advisory capacity to the Executive Board and officers.
2. Provide historical perspective and guidance on matters affecting the continuity and long-term direction of the Association.
3. Support leadership development and effective transition of officers.
4. Offer mentorship to current and incoming leaders.
5. Perform such other advisory functions as may be requested by the President or the Executive Board.

Composition: the President, Immediate Past President, Vice President and at least three to five (3-5) additional member with demonstrated historical knowledge and experience within the Association or the dental hygiene profession. The additional member shall be appointed by the President, with approval of the Executive Board, and shall serve a term of five (5) years or as determined at the time of appointment.

Authority: The Advisory Committee shall function in an advisory capacity only and shall not exercise governing authority. Committee members shall not vote as a committee on matters before the Executive Board unless otherwise entitled to vote by virtue of their office.

Committee Flexibility:

The Executive Board may recommend the creation, restructuring, or discontinuation of standing committees as needed to support the work and mission of the Association.

Committee Continuity:

If the Chair of a standing committee is unable or unwilling to perform the duties of the office, the President, with Executive Board approval, may appoint an interim Chair to ensure the committee's work continues without disruption.

Article IX

Ad Hoc Committees and Task Forces

Advisory/Ad Hoc Committees and Task Forces. The MDHA Executive Board or Voting Membership 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 MDHA Executive Board. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the MDHA Executive Board. 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 MDHA Executive Board shall develop and approve voting policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

Article X

COMPONENTS

Section 1. Tripartite.

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

A. Components.

Voting members of MDHA 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 MDHA (each of which is referred to as a "Component"). The MDHA Executive Board 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 MDHA Executive Board from time to time; (ii) fulfill criteria for affiliation as may be established by the MDHA Executive Board from time to time; (iii) enter into Component agreements with MDHA; 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 MDHA Board from time to time.

B. Application for Recognition as a Component.

The MDHA Executive Board, 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 MDHA. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative MDHA Executive Board. The MDHA Executive Board 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 MDHA Executive Board may prescribe, if applicants meet the qualifications necessary for recognition as a Component.

C. Revocation.

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

C.1. Due notice shall be given by the MDHA Executive Board to the Component in question, by registered mail and reasonable opportunity

shall be allowed for the component to meet the requirements or correct infractions before final action is taken to revoke the charter.

D. Name.

No Component or other entity shall use the name of the ADHA or the MDHA in any manner whatsoever unless duly authorized to do so by ADHA or the MDHA (as applicable) pursuant to the terms of a written agreement.

E. Organization.

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

F. Meetings.

Each Component may hold such meetings as it deems appropriate.

G. Choice of Component.

Members may belong to only one component, and may join the component of their choice based on where they reside, practice or hold a license.

H. Transfers.

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

ARTICLE XI

ELECTRONIC MEETINGS

Any action to be taken at a MDHA Executive Board, voting member, council, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. 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 24 hours prior to the meeting.

ARTICLE XII

USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, 1) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and 2) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XIII

FINANCE

Section 1. Contracts.

The MDHA Executive Board may authorize any officer or officers, agent or agents of the MDHA, 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 MDHA, and such authority may be voting 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 MDHA shall be signed by such officer or officers, agent or agents of MDHA and in such manner as shall be determined by action of the MDHA Executive Board. In the absence of such determination by the MDHA Executive Board, such instruments shall be approved and signed by the Treasurer and countersigned by the MDHA Executive Board.

Section 3. Deposits.

All funds of MDHA shall be deposited to the credit of the MDHA in such banks, trust companies, or other depositories as the MDHA Executive Board may select.

All proceeds from the purchase of the Oral Health License Tag, received via direct deposit from the Mississippi Secretary of State's Office, shall be deposited into a separate account of the Association.

Funds in this account shall be used solely for legislative and regulatory advocacy on behalf of the Association, including lobbying and governmental affairs services.

These funds shall not be used for general operating expenses. Expenditures from this account require approval by the Board of Directors and must comply with the Association's financial policies.

Section 4. Bonding.

The MDHA Executive Board shall provide for the bonding of such officers and employees of MDHA as it may determine is necessary and/or appropriate.

Section 5. Gifts.

The MDHA Executive Board may accept on behalf of the MDHA any contribution, gift, bequest, or devise for the voting purposes or for any special purpose of the MDHA.

Section 6. Books and Records.

The MDHA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the MDHA Executive Board , Voting Membership (if applicable), and any committees having the authority of the MDHA Executive Board .

Section 7. Annual Audit.

The MDHA Executive Board shall provide for an annual **internal** audit of the financial records of the MDHA by ~~a certified public accountant~~ **by at least four (4) current MDHA officers (Treasurer, Treasurer-Elect, VP, and VP-Elect) and an "Agreed Upon Procedure" audit will be completed every 5 years starting in 2031 by a certified public accountant.** A report of the financial condition of the MDHA shall be made to the membership of the MDHA annually.

Section 8. Fiscal Year.

The fiscal year of the MDHA shall be determined by the MDHA Executive Board.

ARTICLE XIV

INDEMNIFICATION

The MDHA shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of the MDHA to the full extent permitted by Mississippi state law, as may be amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by MDHA.

ARTICLE XV

WAIVER OF NOTICE

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

ARTICLE XVI

AMENDMENTS

Section 1. Proposed Amendments.

The MDHA Executive Board and the Voting Membership may propose amendments, in whole or in part, to these Bylaws. All proposed amendments of these Bylaws originating from the Voting Membership must be submitted to the MDHA Executive Board for its review prior to voting.

Section 2. Approval of Amendments.

- a) **With MDHA Executive Board Approval.**

Proposed amendments of these Bylaws receiving the approval of the MDHA Executive Board shall be forwarded to the Voting Membership for consideration. Approval of such proposals shall require the act of a majority of the members present at a duly called session of the Voting Membership at which a quorum is present.

- b) **Without MDHA Executive Board Approval.**

Proposed amendments of these Bylaws not receiving the approval of the MDHA Executive Board shall be forwarded to the Voting Membership for consideration. Approval of such proposals shall require the act of Voting Membership at a duly called session of MDHA.

- c) **Notice.**

Notice of intent to amend these Bylaws must be:

- (i) sent to all members by mail or electronic communication or
- (ii) published in print or online and circulated to the entire membership; or
- (iii) published on the MDHA's website at least thirty (30) days prior to the session of the Voting Membership at which such amendments are to be considered.

Such notice must include a description of the proposed amendments.

ARTICLE XVII

DISSOLUTION

In the event of the dissolution of MDHA, the MDHA Executive Board shall, after paying or making provision for the payment of all of the liabilities of the MDHA, distribute all of the remaining assets of the MDHA (except any assets held by the MDHA upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence, exclusively for the purposes of the MDHA 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 MDHA Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the court of voting jurisdiction of the county in which the principal office of the MDHA 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. **[Note: Dissolution must be in compliance with federal and state laws.]**

ARTICLE XVIII

PARLIAMENTARY AUTHORITY

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

ARTICLE XIX

SUPREMACY CLAUSE

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