

BYLAWS
OF
the American Dental Therapy Association

ARTICLE I
NAME OF ORGANIZATION

The Name of this organization is the American Dental Therapy Association (ADTA)

ARTICLE II
PURPOSE

The purpose of the American Dental Therapy Association (ADTA) is to operate exclusively for charitable and educational purposes. We promote oral health and overall wellness to underserved communities, including American Indian/Alaska Natives, who have the largest disparities in oral health and wellness. We promote the educational advancement and development of educational institutions to train dental therapists to advance the profession of dental therapy. We promote learning opportunities for dental therapists, allied oral health providers, and the public. We provide educational materials and opportunities to promote dental therapy to ameliorate oral health disparities throughout the United States.

ARTICLE III
LOCATION

The principal office of ADTA, at which the general business of the organization will be transacted and where the records of the organization will be kept may be fixed from time to time by the Board of Directors of ADTA.

ARTICLE IV
MEMBERSHIP

Section 1. The membership of the ADTA shall consist of individuals who make an annual financial contribution to the support of ADTA and which meet other criteria, both to be established by the Board of Directors. Membership is open to everyone and shall be voluntary. Voting Membership is open to dental therapists, dental health aide therapists, students and a specified number of non-dental therapists, to be determined by the board of directors. Non-voting memberships are available to dentists, dental hygienists, dental assistants, and allied members. Other individuals may also petition for membership. Members can join online at any time. Dues are renewed annually on the member's anniversary date.

Section 2. Resignation from Membership. Any Member may resign at any time by giving written notice of such resignation to the Board. The acceptance of a resignation shall not be necessary to make it effective.

Section 3. Removal from Membership

- (a) Any member may be removed as a Member for cause, including, but not limited to, the failure to fulfill all of the requirements to be Member, failure to pay all Membership dues, and committing one or more actions that damage or jeopardize the ADTA. Removal shall require a majority vote of the Directors at a regular or special meeting of the Board called for the purpose of removing such Member.
- (b) Written notice of the meeting of the Board at which removal will be considered must be given to the Member not less than fifteen (15) days prior and must include the reasons for such removal. If written notice is provided by mail, then such shall be provided by first class or certified mail sent to the last address of the Member shown on the ADTA's records.
- (c) The Member shall be provided with an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the removal.

Section 4. Effect of Resignation or Removal. If a Member resigns or is removed pursuant to Art. 4 Sections 2 and 3 above, then such Member shall return to the ADTA any and all means of Member identification in such Member's possession and such Member is not entitled to a reimbursement of their Membership dues.

ARTICLE V

MEETING OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership shall be held at the principal office of ADTA or at such other suitable places as may be designated by the Board of Directors.

Section 2. Annual Meetings. The Annual Meeting of the ADTA shall be held within the calendar year. The Board of Directors or its Executive Committee shall set the specific date and time for the annual meeting, no later than December of each year. The members shall transact such business of ADTA as may properly come before them.

Section 3. Special Meetings. Special meetings of the membership may be called by the President of the Board of Directors or shall be called by the President as directed by a resolution adopted by the Boards of Directors, or upon a written request signed by at least *twenty percent (20%)* of the members. The notice of any special meeting shall state the time, the place, and the purpose of such meeting and shall be posted with at least two weeks' notice. No business shall be transacted at the special meeting except as stipulated in the notice.

Section 4. Presiding Officer. The President of the Board of Directors of ADTA shall be the presiding officer of all meetings of the membership. In the absence of the President, the Vice President shall preside. In the absence of both officers, the delegates may elect a President Pro Temp for that one meeting.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to mail or email a notice of each annual, regular or special meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice shall be sent to each member at the latest email address or if needed the last physical address appearing on the records at the ADTA offices. Notices of annual and regular meetings shall be sent so as to be received at least thirty (30) calendar days prior to such meeting. Notice of special meetings shall be sent at least two weeks prior to such meetings.

Section 6. Quorum. Except as otherwise provided by statute or these by-laws, the presence, at any time, of ten percent (10%) of the member of record shall constitute a quorum. Where the computation results in a fractional number, it shall be rounded upward to the next whole number.

Section 7. Adjourned Meetings. If any meetings of the membership cannot be organized because a quorum is not present, the voting members who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 8. Voting. Except as otherwise provided by law, each voting member shall be entitled to cast one (1) vote on each question. The vote of the majority of those members present shall decide any questions brought before the meeting, unless the question is one upon which, by law, or by these by-laws, a different vote is required, in which case such express provisions shall govern and control. *No voting by proxy shall be permitted at meetings of the membership.*

Section 9. Members List For Meetings. After fixing a record date for notice of and voting at a meeting, which shall not be more than sixty (60) days before the meeting, the Board of Directors shall direct the Secretary to prepare an alphabetical list of the names and addresses of all members who are entitled to notice and to vote. Said list shall be available for inspection beginning two working days after the meeting notice is given and continuing through the meeting, at the principal office of ADTA or at a reasonable place identified in the meeting notice. The membership list shall also be available at the meeting.

Section 10. Action by Written Consent. Members may take an action without a meeting if eighty (80) percent of the Members agree to take such action and such action is signed, dated, and delivered to the Board.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors of the ADTA shall be composed of a President, Vice President, Secretary, Treasurer, and no less than three (3) directors who are broadly representative of community interests, or possess applicable professional experience, or who have an expressed concern for the general purposes of ADTA.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of the ADTA. They may engage in such acts and do such things as are not prohibited by a law or these bylaws.

Section 3. Election and Term of Office. The President and Vice President shall each have a maximum term limit of two years. Once the Vice President finishes their term, they will advance to the position of President for a two year term. The Secretary, Treasurer and directors will serve an initial term of three years and may be re-elected for a maximum of one additional term or until a successor has been duly elected and qualified. The board can elect to have one to two students, 18 or older, serve on the board for a maximum term limit of one year. The board can also elect to have one to two non-dental therapists serve on the board for a maximum of three years and may be re-elected for a maximum of one additional term or until a successor has been duly elected and qualified.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by a vote of the majority of the

remaining Directors. Each person so elected shall be a Director until that person or a successor is elected by the members at the next Annual Meeting.

Section 5. Removal of Directors.

a. At any annual or duly called special meeting of the membership, any one or more of the Directors may be removed with or without cause by a vote of the majority of the entire voting members of record. A successive Director may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at this meeting.

b. *After two (2) unexcused absences, a Director will automatically be removed from the Board. At the Board's discretion, such members may be reinstated.*

Section 6. Resignation. A Director may resign at any time by providing written notice to the Board. The Director's resignation shall be effective immediately upon receipt unless a subsequent effective date is specified in the written notice. A Director shall be deemed to have tendered his or her resignation as the result of two (2) consecutive, unexcused absences from regular or special meetings of the Board as described in more detail in Art. VI, Section 5, above.

Section 7. Compensation. No compensation shall be paid to directors for their services to ADTA. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 8. Annual Meetings. The Annual Meeting shall occur no later than December of each calendar year. It shall be held for the purpose of electing the Board of Directors and officers and the consideration of any other business that may be properly brought before it. The time and place of this Annual Meeting of the Board shall be conveyed to each Director at least two weeks in advance of the meeting.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Board of Directors shall meet at least one (1) time annually. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by subdivision 4, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board upon at least five (5) working days notice to each Director. This notice shall be given personally or by mail, telephone or electronic communication. The notice shall state the place, time and the purpose of the meeting. The Secretary of ADTA in like manner and in like notice shall call a special meeting upon the written request of at least three Directors.

Section 11. Quorum. At all meetings of the Board of Directors, a majority of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these by-laws.

Section 12. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Directors of ADTA.

Section 13. Board Action by Means Other Than Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent describing the action is signed by each Director and the written consent is included in the minutes or filed with the corporate records. The Board may adopt procedures to allow Directors to sign a written consent by electronic means. Action taken under this section is effective when the last Director signs the consent unless the consent specifies a prior or subsequent effective date.

ARTICLE VII OFFICERS

Section 1. Designation. Principal Officers of the ADTA shall be a President, Vice President, Secretary, and Treasurer. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. The Officers shall be members of the Board and be elected annually by the Board of Directors at its Annual Meeting and, unless sooner removed by the Board, the vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal or Resignation of Officers. Any Officer may be removed with or without cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Officer affected at least thirty (30) days prior. Officers may resign by providing written notice to the President and/or Secretary of the Board. Any vacancy that occurs in any office shall be filled by the Board, and the person appointed to fill the vacancy shall hold such office until the expiration of the term vacated.

Section 4. President. The President shall be the principal officer of the corporation. Subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall preside at all meetings of the Board of Directors, the Executive Committee, if any, and at all meetings of the membership, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation. The President may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The President shall appoint members to standing committees, establish and appoint members to other committees. The President will be a voting ex-officio member of all Board committees except the Governance Committee, if any. The President will serve a maximum of two years.

Section 5. Vice President. It will be the duty of the Vice President to act in the absence or disability of the President and to perform such duties as may be assigned to him/her/they by the President. The Vice President will serve a maximum of two years and then advance to the position of President.

Section 6. Secretary. The Secretary of ADTA shall be responsible for keeping the organization's records. He/she/they shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors, of the membership, and of the Executive Committee, if any. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these bylaws. The Secretary shall be responsible for the keeping of all books,

correspondence, committee minutes and papers relating to the business of ADTA, except those overseen by the Treasurer. The Secretary term is three years. Not to exceed two consecutive terms. If vacated, this position must be filled immediately in compliance with Alaska state law.

Section 7. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) records belonging to ADTA. The Treasurer will present to the Membership and to the Board of Directors at their respective Annual Meetings a report of the finances of ADTA and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall preside over the meetings of the Finance Committee, if any. The Treasurer term is three years. Not to exceed two consecutive terms. If vacated, this position must be filled immediately in compliance with Alaska state law.

Section 8. Any officer of the ADTA, in addition to powers conferred on him/her/they by these bylaws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees, either ad hoc or standing, as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each committee shall have a director assigned to it and shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each committee shall at all times be subject to the control and direction of the Board of Directors.

Section 2. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

ARTICLE IX FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the ADTA shall begin on the first day of January in each year.

Section 2. Books and Accounts. Books and accounts of the ADTA shall be kept under the direction of the Treasurer of ADTA. Signatories include the President, Treasurer, and Executive Director.

Section 3. Execution of ADTA's Documents. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of ADTA. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws.

Section 4. Loans. No loans shall be contracted on behalf of the ADTA nor shall evidence of indebtedness be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of the ADTA not otherwise employed shall be deposited from time to time to the credit of the ADTA in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

a) Definitions. An interested person, for purposes of this conflict of interest policy is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below:

1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,

b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or,

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes board action. As provided in this Article the board shall determine whether a conflict exists.

b) The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of the ADTA is a director, officer or legal representative, or in some other way has a material financial interest unless:

1) Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she/they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she/they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

c. Compensation. This subsection shall govern when compensation from this organization is being determined.

1) A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be approved by the Board of Directors and signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

Section 8. Indemnity. The ADTA shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. The ADTA shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every Director of the ADTA shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of the ADTA and make extracts or copies therefrom.

ARTICLE X EXECUTIVE DIRECTOR

Section 1. Designation. The Board of Directors may select and employ an Executive Director.

Section 2. Duties. The Executive Director shall be the Chief Executive Officer of the corporation. As such, the Chief Executive Officer shall be responsible for providing professional advice and assistance to the Board of Directors and shall administer the work delegated to the staff; shall hire and release staff members; and shall have such other powers to perform other duties as assigned by the Board of Directors.

Section 3. Other Staff. The Executive Director may hire and discharge such employed staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the Executive Director or his or her designates.

Section 4. Checks, Drafts, Petty Cash Fund. The Executive Director is authorized to provide one of the signatures on checks, drafts, or other orders of payment of funds for the ADTA. He/she/they may also be authorized to administer a petty cash fund, the size of which will be designated by the Board of Directors.

ARTICLE XI MISCELLANEOUS

Section 1. Amendments. Both the Board of Directors and the members shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute(s), the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least two weeks prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting.