

**RESTATED BYLAWS**  
**OF**  
**OREGON DENTAL HYGIENISTS' ASSOCIATION**

**SECTION 1 NAME AND OFFICE**

**1.1** The name of this association is Oregon Dental Hygienists' Association, hereinafter referred to as ODHA.

**1.2** ODHA is an Oregon mutual benefit corporation and is intended to qualify as a 501(c)(6) tax-exempt organization. It is a constituent of the American Dental Hygienists' Association, hereinafter referred to as ADHA.

**SECTION 2 PURPOSE**

The purposes of ODHA are to improve the oral health of the public; to advance the art and science of dental hygiene; to ensure access to quality oral health care; to increase awareness of the cost-effective benefits of prevention; to maintain the highest standards of dental hygiene education, licensure and practice; to represent and protect the interests of the dental hygiene profession; to improve the professional competence of dental hygienists; to foster research in oral health; to provide professional communications; and to engage in any other lawful activity as may either be permitted by the State of Oregon to carry out the purposes set forth herein or which may appear necessary or beneficial to this corporation in connection therewith. ODHA will also support such policies as ADHA may adopt.

**SECTION 3 MEMBERS**

**3.1 Membership Qualifications.** Membership may be granted to any individual who: (i) is a member of ADHA; (ii) meets the criteria set forth for each category of membership in ODHA; (iii) shares interest in and supports the purposes of ODHA; (iv) abides by these Bylaws, ODHA's Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as ODHA may adopt; and (v) meets such additional criteria established by the ADHA or the ODHA board of directors for membership. Further, voting and supporting members must maintain membership in a component at all times.

**3.2 Membership Classes.** The membership of ODHA 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 (c) agrees to maintain membership in ODHA and a regional Component as described in Section 4.

(2) Senior Status. Professional members who have reached the full retirement age as set by the Social Security Administration and have either been a Professional member of ~~ODHA~~ADHA for 30 aggregate years or 25 consecutive years may apply for Senior status.

(3) Members with Disabilities. Professional members who are unable to work due to a verified disability may apply for Disabled status. All such applications must be verified by ODHA and must be accompanied by proof of eligibility each year.

(4) Life Members: Any professional member who has made outstanding contributions to dental hygiene and ODHA shall be eligible for life membership upon a vote of two-thirds of the board of directors. An elected chair of ADHA who has completed the term of office shall automatically become a life member.

(b) **Nonvoting 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 is not employed in a dental hygiene-related career.

(4) Honorary Members. Honorary membership may be granted by a two-thirds vote of 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 members or board of directors.

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

### **3.3 Rights and Duties.**

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

(b) Only Voting Members may vote for the board of directors, serve as a director, or serve as an officer of a Component.

### **3.4 Disciplinary Action and Termination of Membership.**

(a) **Grounds for Discipline.** ODHA may discipline a member for any of the following reasons:

(1) Failure to comply with these Bylaws, ODHA's Code of Ethics for Dental Hygienists, or any other rules or regulations of ODHA;

(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 ODHA.

(b) **Procedures.** (1) Discipline may include, but not be limited to, censure, suspension probation, and expulsion. Disciplinary action must be fair and reasonable and carried out in good faith and in compliance with ORS 65.167. (2) The board of directors shall provide notice to the member at least 15 days before final action is to be taken. Such notice shall include a statement of the charges and the reasons for such disciplinary action, the date, time and place of the meeting at which the charges shall be considered, and a statement that the member shall have the opportunity to appear, not less than five days before the effective date that any disciplinary action takes effect, in person and/or to be represented by counsel and to present any defense to such charges before action is taken by ODHA. Such notice shall be delivered by certified mail to the last address of the member as shown on corporate records.

(c) **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than ~~three months~~ forty-five days, ceases to

be a member of ODHA and the Component, according to such rules or procedures as the board of directors establishes.

**3.5 Reinstatement.** Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon (i) payment of dues and any assessments; (ii) filing of an application to ODHA and the appropriate Component; and (iii) meeting such additional terms and conditions as may be established by such rules or policies that the board of directors establishes.

**3.6 Transfers.** Memberships are nontransferable and shall terminate upon the death, resignation, or removal of the member.

**3.7 Resignation.** A member may resign at any time by delivering written notice to the chair or the secretary of the board of directors. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the directors.

**3.8 Annual Meetings.** An annual meeting of members shall be held November of each year, unless a different date or time is fixed by the board of directors and stated in the notice of the meeting. Failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the chair, and any other officer or person whom the chair may designate, shall report on the activities and financial condition of ODHA and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of ORS 65.214.

**3.9 Special Meetings.** A special meeting of members shall be held upon the call of the board of directors or if the holders of at least 20 percent of the voting members sign, date and deliver to the secretary of the board of directors one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**3.10 Place of Meetings.** Meetings of the members shall be held at any place in or out of Oregon designated by the board of directors. If a meeting place is not designated by the board of directors, the meeting shall be held at ODHA's principal office.

**3.11 Telephonic Meetings.** The members may permit any or all of the members to participate in an annual or special meeting, or conduct the meetings through, use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

**3.12 Unanimous Written Consent.** Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all members entitled to vote on the matter. The action shall be evidenced by one or more written consents describing the action taken, signed by each member, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last

member entitled to vote on the matter signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**3.13 Action by Written Ballot.** Any action required or permitted to be taken at a members' meeting may be taken without a meeting if ODHA delivers a written ballot to every members entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, and specify a reasonable time by which a ballot must be received by ODHA in order to be counted. Once delivered, a written ballot may not be revoked.

**3.14 Notice of Meetings.** ODHA shall notify its members of the place, date and time of each annual and special meeting of members no fewer than seven days prior to the meeting. Notice shall be sent to each member entitled to vote at the meeting at the member's last address or email address as set forth in the corporate records. Notice of an annual meeting shall include a description of any matter or matters which must be approved by members under ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534 or 65.624. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

**3.15 Waiver of Notice.** A member may, at any time, waive any notice required by these bylaws. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, or promptly upon the member's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the member entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

**3.16 Record Date.** The record date to determine the members entitled to notice of a members' meeting, or to vote or take any other lawful action, shall be as follows:

(a) The record date to determine the members entitled to a notice of a members' meeting shall be 30 days before the day in which first notice is mailed or otherwise transmitted to members in accordance with ORS 65.034, or if notice is waived, then 10 days preceding the day on which the meeting is held;

(b) The record date to determine the members entitled to demand a special meeting is the date the first member signs the demand;

(c) The record date to determine the members to take action without a meeting shall be the date the first member signs the consent to such action;

(d) The record date to determine the members entitled to vote at a members' meeting shall be 30 days before the date of the meeting;

(e) The record date to determine the members entitled to exercise any rights in respect of any other lawful action shall be the day on which the board of directors adopts the resolution relating thereto, or the 60<sup>th</sup> day prior to the date of such other action, whichever is later.

**3.17 Quorum and Voting.** A quorum of the members shall consist of those votes represented at a meeting of members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of members.

## SECTION 4 COMPONENTS

**4.1** Voting and supporting members must maintain an active membership in a Component.

(a) **Components.** The number of Components shall be not less than three and not more than six, to be determined by the board of directors. The Components shall represent the region and have the name as shown on Schedule A. Each Component shall have the power to change its name by majority vote of the Component members and notice to the Chair of the board of directors. Such Components 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; (ii) fulfill criteria for affiliation as may be established by the board of directors; (iii) enter a Component agreement with ODHA; and (iv) be issued a charter by the board of directors. Components shall be organized as associations and shall not be incorporated. Components shall not have a separate tax identification number. The name, geographic boundaries and other requirements for the Components shall be subject to approval of the ADHA and such rules and policies as may be adopted by the ADHA and the ODHA board.

(b) **Additional Components.** The Board of directors shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as a Component of ODHA. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the chair of ODHA. The board of directors 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 Component.

(c) **Revocation.** Charters for the operations of Components may be revoked by the board of directors after such investigation as the board of directors may deem necessary. Due notice shall be given by the Board of directors to the Component in question, 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. Upon revocation of a Component's charter, the Component immediately shall remit all of its funds and records to ODHA's Treasurer or the board of directors.

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

(e) **Organization.** Components must maintain voting membership classes and criteria that are identical to ODHA's (with the exception of Life membership).

(f) **Meetings.** Each Component shall hold a minimum of one meeting per year.

(g) **Executive Committee.** Each Component shall have a chair and secretary, to be determined by a vote of the Component members.

(h) **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.

(i) **Transfers.** A member of a Component may transfer to another Component by written request addressed to the central office of ADHA with a copy to ODHA's board of directors. The central office of ADHA shall affect the transfer and promptly shall notify the effected Component. Full membership privileges shall be granted to the transferring member in the new Component, and a credit for the full amount of any dues paid to the previous Component shall be applied to the dues of new Component.

## **SECTION 5 DIRECTORS**

**5.1 Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of ODHA managed under the direction of, a board of directors.

**5.2 Qualifications.** All directors must be individuals 18 years of age or older. Directors need not be residents or citizens of the State of Oregon or of the United States of America. Directors must be members of ODHA.

**5.3 Number.** The board of directors shall consist of not fewer than 11 nor more than 19 persons. The number of directors may be fixed or changed periodically, within the minimum and maximum by the members.

**5.4 Election and Tenure of Office.** Directors shall be elected at the annual meeting of the members. Directors shall serve for terms of two years. Directors may, if reelected, serve up to five consecutive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

**5.5 Vacancies.** A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director. A vacancy in the board of directors may be filled by the board of directors or the members at any meeting. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

**5.6 Resignation.** A director may resign at any time by delivering written notice to the chair or the secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

**5.7 Removal.** A director may be removed at any time, with or without cause, by vote of a majority of the members.

**5.8 Meetings.** An annual meeting of the board of directors shall be held within 48 hours of the member meeting after, and at the same place as, the annual meeting of members. If the time and place of any other directors' meeting is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings. The board of directors may hold annual, regular or special meetings in or out of the State of Oregon.

**5.9 Telephonic Participation.** The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**5.10 Action Without Meeting.** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**5.11 Call and Notice of Meetings.** The annual meeting and regular meetings of the board of directors may be held without further notice of the date, time, place, or purpose of the meeting. Special meetings may be called by the chair or by 20 percent of the directors then in



office. Special meetings of the board of directors must be preceded by at least 15 days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone or email, to each director of the date, time, and place of the meeting. Notice shall describe the purposes and any matters upon which the directors will be expected to vote.

**5.12 Waiver of Notice.** A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

**5.13 Quorum and Voting.** A quorum of the board of directors shall consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

**5.14 Presumption of Assent.** A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

- (a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;
- (b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or ODHA immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**5.15 Standing Committees.** ODHA shall have three standing committees. Each committee shall prepare minutes of each of its meetings, and such minutes shall be kept on file at the corporate offices and made available on request to any member of the board of directors. Each committee shall also report on its activities at the regular meetings of the board of directors.

(a) **Executive Committee.** The executive committee shall consist of the past chair, chair, vice chair, secretary and treasurer. The executive committee shall exercise powers of the board of directors that arise between regularly scheduled meetings. The committee is

authorized to carry out actions and act on behalf of the board of directors. However, the committee shall have no power or authority to act with respect to the following matters:

1. Amending the articles of incorporation or bylaws.
2. Filling board vacancies.
3. Changing the membership of the executive committee.
4. Any activity listed in Section 5.16.

(b) **Legislative Committee.** The chair of the legislative committee shall be elected by the members at the annual member meeting. If a vacancy in the chair position occurs, the board of directors shall appoint an interim chair to serve until the members elect a new chair. All other committee members shall be appointed by the board of directors and may consist of directors and members. The purpose of the legislative committee is to monitor state legislative initiatives that may affect the practice of dental hygienists or the public's access to dental care. The legislative committee shall report to the board of directors on pending legislation at each board of directors meeting, and to the members at each membership meeting, and upon request. The legislative committee, along with any consultants, shall identify and recommend to the board of directors legislative priorities and actions to be taken, to effectuate desired outcomes. No legislative committee shall take action without approval by the board of directors.

(c) **Membership Committee.** The chair of the membership committee is elected by the members at the annual member meeting. If a vacancy in the chair position occurs, the board of directors shall appoint an interim chair to serve until the members elect a new chair. All other committee members shall be appointed by the board of directors and may consist of directors and members. The purpose of the committee is to recommend strategies for recruiting and retaining ODHA members, to assess member needs, to evaluate the services and benefits provided to members to ensure member needs are met, and to create member incentives and evaluate how to provide services that add value to members' professional lives.

**5.16 Other Board Committees.** The board of directors may create one or more committees of the board of directors and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more directors who serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors; provided, however, that no committee of the board of directors may:

(a) Authorize distributions, provided that this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of ODHA's purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of ODHA's assets;

(c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or

(d) Adopt, amend, or repeal the articles of incorporation or bylaws.

**5.17 Advisory Committees.** The board of directors may create one or more advisory committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

**5.18 Compensation.** Directors and members of committees may receive reimbursement of such expenses as may be determined by resolution of the board of directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as directors.

**5.19 Director Conflict of Interest.** A conflict of interest transaction is a transaction with ODHA in which a director of ODHA has a direct or indirect interest, as defined in ORS 65.361. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to ODHA at the time it was entered into or is approved either (a) in advance by the vote of the board of directors or a committee of the board of directors by the affirmative vote of a majority of the directors on the board of directors or the committee who have no direct or indirect interest in the transaction if the material facts of the transaction of the directors' interest are disclosed or known to the board of directors or committee of the board of directors or (b) by the members if the material facts of the transaction and the director's interest are disclosed or known to the members and they authorize, approve or ratify the transaction. For purposes of this section, a director of ODHA has an indirect interest in a transaction if (a) another entity in which the director has a material interest or in which the director is a general partner as a party to the transaction or (b) another entity in which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of ODHA. A transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section.

## **SECTION 6 OFFICERS**

**6.1 Designation; Appointment.** The officers of ODHA shall be a past chair, chair, a vice chair, a secretary, a treasurer, and such other officers as the board of directors shall determine. The members shall appoint the secretary, treasurer and vice chair. The vice chair shall succeed the chair and the chair shall succeed the past chair without further vote. The officers shall be appointed by, and hold office at the pleasure of, the members. No individual may simultaneously hold more than one office.

**6.2 Term.** The term for the secretary and treasurer shall be two years. The term of the vice chair, and past chair shall be one year.

**6.3 Compensation and Term of Office.**

(a) The compensation, if any, and term of office of all of the officers of ODHA shall be fixed by the board of directors.

(b) Any officer may be removed, either with or without cause, at any time by action of the board of directors.

(c) An officer may resign at any time by delivering notice to the board of directors, the chair, or the secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and ODHA accepts the later effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

(d) No removal or resignation as provided in (b) or (c) of this section shall prejudice the rights of any party under a contract of employment.

**6.4 Chair.** The chair shall preside at meetings of the board of directors, shall assure that the board of directors is advised on all significant matters of ODHA's business, shall act as a principal spokesperson and representative of ODHA, shall be the chief executive officer of ODHA and have the general powers and duties of management usually vested in a chief executive officer, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

**6.5 Past Chair.** The past chair shall give advice and counsel to the board of directors and serve such other functions as requested by the board of directors.

**6.6 Vice Chair.** The vice chair shall preside at meetings of the board of directors at which the chair is absent and in the absence of the chair shall have the other powers and perform the other duties of the chair. The vice chair also shall have such other powers and perform such other duties as may be prescribed by the board of directors.

**6.7 Secretary.** The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of ODHA. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

**6.8 Treasurer.** The treasurer shall be the chief financial officer of ODHA and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of ODHA. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of ODHA with such depositories as may be designated by the board of directors, shall disburse or cause to be disbursed funds of ODHA as may be ordered by the board of directors, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. If required by the board of directors, the treasurer shall give ODHA a bond in such amount and with such surety specified by the board of directors for the faithful performance of the duties of the treasurer's office and for restoration to ODHA of all of its books, papers, vouchers, money, and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office.

**6.9 Assistants.** The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Such assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform such duties as are prescribed by the board of directors.

## **SECTION 7 NONDISCRIMINATION**

ODHA shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## **SECTION 8 GENERAL PROVISIONS**

### **8.1 Bylaws.**

(a) The board of directors may modify the bylaws by two-thirds vote and approval of the members, taken at a special meeting called for such purposes.

(b) Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

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

**8.2 Inspection of Books and Records.** All books, records, and accounts of ODHA shall be open to inspection by the directors in the manner and to the extent required by law.

**8.3 Checks, Drafts, Etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to ODHA shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

**8.4 Deposits.** All funds of ODHA not otherwise employed shall be deposited to the credit of ODHA in those banks, trust companies or other depositories as the board of directors or officers of ODHA designated by the board of directors select, or be invested as authorized by the board of directors.

**8.5 Loans or Guarantees.** ODHA shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. ODHA shall not make a loan to or guarantee an obligation of a director of ODHA except as permitted by ORS 65.264(2).

**8.6 Execution of Documents.** The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of ODHA. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind ODHA by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**8.7 Insurance.** ODHA may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of ODHA, or who, while a director, officer, employee, or agent of ODHA, is or was serving at the request of ODHA as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that ODHA may not purchase or maintain such insurance to indemnify any director, officer, or agent of ODHA in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**8.8 Fiscal Year.** The fiscal year of ODHA shall begin on the first day of January and end on the last day of December in each year.

**8.9 Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

\* \* \* \* \*



The foregoing bylaws were duly adopted by the board of directors of Oregon Dental Hygienists' Association on [\_\_\_\_\_].

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Secretary



**Schedule A**  
**Regional Components**

Document comparison by Workshare Compare on Thursday, November 03, 2016 9:40:21 AM

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Padding cell	

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