



Arizona

Dental Hygienists' Association

BYLAWS

Arizona Dental Hygienists' Association

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**ARTICLE I
NAME/PURPOSE/MISSION**

Section 1. Name

The name of this corporation shall be the Arizona Dental Hygienists' Association, Inc. (hereafter referred to as the "Association"), an Arizona not for profit corporation.

Section 2. Purpose

To improve the public's total health, our purpose is to advance the art and science of dental hygiene; increase awareness and utilization of the cost effective benefits of prevention; promote the highest standards of dental hygiene education, licensure, practice and research; and represent and promote the interests of dental hygienists.

Section 3. Mission

Inspiring the dental hygienist to achieve their full potential as they seek to improve the public's total health.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership Qualifications

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

Section 2. Membership Categories

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

A. Voting Members

- 1. Professional Members.** Professional membership may be granted to any individual who (i) has either earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered by an accredited college or institution of higher education, or is licensed to practice dental hygiene in the United States under the

provision of a “grandfather clause”; and (ii) is licensed to practice in any state, territory or possession of the United States if such license is required for the practice of dental hygiene; and (iii) agrees to maintain membership in a Constituent as well as a Component (if such exists where the member is licensed, practices or resides).

2. **Senior Status.** Professional members who have reached their full retirement age as set by the Social Security Administration and have either been a Professional member of the American Dental Hygienists’ Association for an aggregate total of thirty (30) years, or twenty-five (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 such member’s Constituent and/or Component and must be accompanied by proof of eligibility each year.
4. **Life Members.** Life membership may be granted by the majority vote of the General Assembly upon unanimous recommendation by the Board of Directors to any professional member who (i) has made a significant contributions to the Association and the dental hygiene profession; (ii) submitted an application for life membership to the BOD at least 30 days prior to a BOD meeting; (iii) and meets other such criteria as determined by the Board of Directors from time to time. Any dental hygienist who has served as President of ADHA shall automatically become a life member.

B. Non-voting Members

1. **International Members.** International membership may be granted to any individual who (i) resides outside of the United States; and (ii) holds a valid license to practice as a dental hygienist.
2. **Student Members.** Student membership may be granted to any student who is (i) currently enrolled in an accredited dental hygiene program; or (ii) who has graduated from an accredited dental hygiene program and is currently pursuing a baccalaureate or graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education.
3. **Supporting Members.** Supporting membership may be granted to any licensed dental hygienist who (i) is not employed as a dental hygiene related career; and (ii) agrees to maintain membership in a Constituent as well as a Component (if such exists where the member is licensed or resides).
4. **Honorary Members.** Honorary membership may be granted by the General Assembly to any individual who (i) is not a dental hygienist; (ii)

has made outstanding contributions to dental hygiene or dental health; and (iii) has been nominated by the Board of Directors.

5. **Allied Members.** Allied membership may be granted to any individual who supports the purposes and mission of the Association and who is not otherwise qualified for any other class of membership.
6. **Corporate Members.** Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association's mission.

Section 3. Rights and Duties

- A. Voting and supporting members must be members of both a Constituent and/or Component where the member is licensed, practices or resides.
- B. All members shall be entitled to attend the member meetings and social functions of the Association.
- C. Only certified voting members may debate, make or second motions, and vote during the General Assembly. Only voting members may hold office in the Association or its components and/or serve on the Board of Directors, provided, however, one student member from each dental hygiene program in the state of Arizona, shall be eligible to serve as a voting member of the General Assembly as set forth in these bylaws.
- D. No individual member of the Association shall have the right to vote on the amendment of the Association's Articles of Incorporation, the merger or dissolution of the Association, or the amendment of its Bylaws.

Section 4. Disciplinary Action/ Membership Termination

- A. **Grounds for Discipline.** The Association may discipline a member for any of the following reasons:
 1. Failure to comply with these Bylaws, the ADHA's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association;
 2. Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude;
 3. Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist or
 4. Unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Association.

- B. Procedures.** Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of 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. The member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Directors.
- C. Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than 30 days, will be suspended as a member of the Constituent and Component organization. The membership of any member who is in default of payment of dues or assessments for more than 3 months shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless termination is delayed by the Board of Directors.
- D. Reinstatement.** Members who have resigned, been suspended or terminated for nonpayment of dues or assessments may be reinstated upon (i) payment of dues and any assessments;(ii) application to the appropriate Component or to the Board of Directors; and (iii) meeting such additional terms and conditions as may be established by the Board of Directors.

ARTICLE III ASSESSMENTS

The initial and annual dues for all members of the Association and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive or reduce the annual dues and/or assessments for any member. The dues or the Association are on an annual basis, payable in advance coinciding with the dues billing from the American Dental Hygienists' Association.

**ARTICLE IV
MEMBERSHIP MEETINGS**

Section 1. Meetings.

Meetings of the voting members of the Association may be called at the request of the Board of Directors or at the written request of two thirds (2/3) of the Association's voting members. The time and place for holding meetings shall be determined by the Board of Directors.

Section 2. Notice.

Notice of any meeting of the voting members shall state time, date, place and purpose of the meeting and shall be delivered not more than sixty and not less than ten days prior to the date of such meeting, unless otherwise required by applicable law.

Section 3. Quorum.

The lesser of (i) ten percent (10%) of the voting members of the Association; or (ii) one hundred eligible voting members of the Association shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 4. 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, according to Arizona Articles of Incorporation.

Section 5. Alternative Voting Methods.

Voting by mail or electronic means shall be permitted to the full extent allowed by the Arizona Revised Statute Articles of Incorporation as may be Amended. A mail or electronic vote may be called by the Board of Directors.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Authority and Responsibility.

The affairs of the Association shall be managed by the Board of Directors (BOD), which (1) shall have the power to supervise and direct the Association (2) shall determine its business policies or changes, within the limits of these Bylaws, (3) shall actively promote its purposes and shall have discretion in disbursement of

its funds and (4) shall act for and on the behalf of the General Assembly between sessions of the General Assembly to establish policy, when such policies are necessary for proper conduct of the Association's business. All such policies shall be reported to the General Assembly at the next session for ratification. The BOD 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.

Section 2. Composition.

The BOD shall be composed of seven (7) directors at large elected by a majority of the members present and voting at the General Assembly.

Section 3. Participants.

All members may attend open BOD meetings. Any other persons may be invited to attend and participate, without vote, in all regular and special meetings of BOD and may be invited to attend meetings held in executive session. Non Board members may address the Board and provide advice during discussion, but may not make or second motions or vote.

Section 4. Qualifications.

Only voting members who have held membership in this Association for at least one year shall be eligible for election to the BOD.

Section 5. Terms.

- A.** Directors shall serve terms of three (3) years.
- B.** The terms for each director shall begin following the close of the General Assembly in the year of their election and continue until such time as their successors are duly elected.
- C.** The terms shall be arranged so that no less than one and no more than three directors are elected annually.
- D.** Directors may not serve more than two (2) consecutive terms six (6) years. Following two terms of service, a director must sit out one year before he or she is eligible to serve again as a director. Directors serving more than half of a full term shall be deemed to have served a full term.

Section 6. Regular Meetings.

The BOD may take action to set the time, date, and place for the holding of all regular meetings of the BOD.

Section 7. Special Meetings.

Special meetings of the BOD may be called by the president, or upon a written request to the president of at least four members of the BOD. Notice of any special meeting of the BOD shall state the time, date and place of the meeting and shall be delivered at least ten days prior to the date of such meeting.

Section 8. Executive Sessions.

- A. By majority vote of the directors, the BOD may resolve itself into an executive session where only members of the board may be present unless expressly invited.
- B. In executive session, the minutes of the meeting shall record any actions of the BOD but not a record of the debate, except that which is ordered by the BOD, and no director shall reveal the nature of the executive proceedings to any person without permission of the BOD.

Section 9. Meetings by Conference Call.

Any action to be taken at a meeting of the Board of Directors therefore 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 simultaneously communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of forty-eight hours prior to the meeting. Members may request to attend BOD meetings held by conference call, such requests will be granted as appropriate.

Section 10. Quorum.

A majority of the positions filled on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the BOD; provided that when less than a quorum is present at said meeting, a majority of the BOD members present may adjourn the meeting to another time .

Section 11. Manner of Acting.

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the BOD, unless the act of a greater number is required by law, the Arizona Articles of Incorporation, or these Bylaws. Proxy voting shall not be allowed at any meeting of the BOD.

Section 12. Action by Written Consent.

Any action requiring a vote of the board may be taken without a meeting if consented in writing, setting forth the action taken, is signed by all of the members of the board entitled to vote with respect to the subject matter thereof. Written consent and signatures may be given electronically.

Section 13. Resignation and Removal.

Any Board of Directors member may resign at any time by giving written notice to the president. In addition, any BOD member may be removed by a two thirds (2/3) vote of the Board members present and voting, whenever, in the judgment of the Board, the best interests of the Association would be served by such removal.

Section 14. Vacancies.

Vacancies on the Board of Directors shall be filled by presidential appointment and such appointee(s) shall serve until the next meeting of the General Assembly at which time the remainder of the original term(s) will be filled by election.

**ARTICLE VI
OFFICERS**

Section 1. Officers.

The Board of Directors shall select individual directors to the positions of officers of the Association after the voting members of the General Assembly elect the individual directors at large. Those officer positions shall be president, vice president, secretary, and treasurer.

Section 2. President.

The president shall be the chief executive officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction of the BOD. The president shall be a member, without vote, of all task forces and committees, except as otherwise provided by these Bylaws. The president shall, in general, perform all duties customarily incidental to the office of president and such other duties as may be prescribed by the BOD. The president shall be the presiding officer of the General Assembly.

Section 3. Vice President.

The vice president shall assist the president and shall substitute for the president when required. The vice president shall, in general, perform all duties customarily incidental to the office and such other duties as may be prescribed by the BOD. The vice president shall succeed to the office of the president in the event of death, resignation, removal, or incapacity of the president for the remainder of the original term.

Section 4. Secretary.

The secretary shall have such duties customarily incidental to the office as may be assigned by the president or the BOD.

Section 5. Treasurer.

The treasurer shall be the chief financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, 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 BOD in whole or in part to the president, or his or her designee(s).

Section 6. Qualifications for Office.

All officers shall be voting members who have held membership in the Association for at least one year and are currently serving on the BOD.

Section 7. Term of Office.

The term of office for officers of the Association shall be one year or until successors are elected. Officers of the Association may be re-elected for additional terms.

Section 8. Resignation and Removal from Office.

- A.** Any officer may resign at any time by written notice to the president or secretary.
- B.** Any officer may be removed from office by two thirds (2/3) vote of the remaining officers provided that notice of such action shall be sent to all officers at least thirty (30) days prior to the meeting at which such action may take place.

**ARTICLE VII
ADHA REPRESENTATION**

Section 1. District XI Trustee.

This Association, together with other designated Association(s) named by ADHA, shall compose the designated District XI of ADHA. The qualifications, nominations, elections, installation, vacancies and duties of the District XI Trustee shall be those determined by the ADHA Bylaws.

Section 2. ADHA Delegates.

This Association shall be represented by delegates and alternates as provided in the ADHA Bylaws. The Association shall submit to the ADHA Executive Office the names of the delegates and alternates within ten (10) days of their election and no later than 120 days prior to the ADHA Annual Session House of Delegates.

Section 3. Qualifications.

Only voting members who have held membership in this Association for at least one year shall be eligible for election as delegates or alternate delegates.

Section 4. Term of Office.

Delegates shall serve a term of two (2) years, with tenure limited to two (2) consecutive terms. Alternates shall serve a term of one (1) year.

Section 5. Nominations.

Delegates and alternates to the ADHA House of Delegates shall be made at the same time, place and manner provided for in the election of directors of the Association.

Section 6. Elections.

Delegates shall be elected by the Association's General Assembly. Delegates shall be elected in such a manner so that their terms expire in alternate years. The nominees receiving the highest number of votes shall be declared delegates or alternates. Delegates and alternate delegates shall be elected pursuant to rules and procedures determined by the General Assembly.

Section 7. Vacancies.

In the event of death, resignation, removal, or incapacity of a delegate, the first alternate delegate shall be appointed by the president to fill the vacancy; alternate delegates shall be appointed to fill any further vacancies in order of number of votes received. If the elected alternate delegates are exhausted, delegate and alternate delegate vacancies shall be filled by the president upon approval of the BOD; all appointees shall serve until the next meeting of the General Assembly at which time the delegate(s) will be elected to fill the remainder of the original term.

Section 8. Duties.

Delegates shall represent this Association at all sessions of the ADHA, District XI Workshops and shall keep the Association informed of ADHA activities. The Chair of the ADHA delegation shall be elected by the delegation and shall be responsible for the AzDHA Constituent report to the ADHA House of Delegates.

**ARTICLE VIII
MEMBER GENERAL ASSEMBLY**

Section 1. Authority and Responsibility.

The Annual Member General Assembly, hereafter referred to as Assembly, shall be the principal body within the Association responsible for establishing policy and providing direction for matters relating to the practice of dental hygiene. In addition to such other duties set forth in these Bylaws, the Assembly (i) shall amend, alter, or repeal the Bylaws in accordance with Article XIV of these Bylaws (ii) shall vote on all matters properly brought before the Assembly (iii) shall elect directors and officers of the Association.

Section 2. Composition.

A. Voting Members.

1. Any Professional , Senior, Member with Disabilities, or Life member in good standing of the Association may participate and vote in the Assembly
2. One student member from each Arizona dental hygiene program shall have the right to vote during all sessions of the Assembly. The student voting shall be a member of ADHA and shall be elected from their respective program.

B. Non-Voting Members. The Association officers, voting members of the Board of Directors and Sergeant at Arms shall be ex-officio members, without vote, of the Assembly.

Section 3. Presiding Officer.

The president of the Association shall chair the Assembly.

Section 4. Certification of Membership.

All members wishing to attend the General Assembly must register and be certified by the Treasurer. Registration will close 21 days prior to the scheduled Assembly at 11:59 pm. certification and notification will be completed by the Treasurer 14 days prior to the scheduled Assembly. Members who do not meet certification requirements will be notified and told that they may attend the Assembly, but cannot vote.

Section 5. Special sessions.

Special sessions of the Assembly may be called (i) by the president provided such request must be presented during the annual session of the Assembly, include the specific purpose of such special session and approved by two thirds (2/3) vote of members present and voting at such annual session; or (ii) upon written petition presented to the president by a majority of the members stating the place, time, and purpose for which such a special session is requested, provided, however, such a request must be made at least sixty (60) days prior to the date specified in the request for a special session. Business conducted at any special session shall be limited the specific purpose stated in the request for such a session, and any such additional business as approved by the Board of Directors.

Section 6. Notice.

Notice of any or special session of the Assembly shall state the time, date, place and purpose of the session and shall be published either in print or on the Association's Web site at least thirty, and no more than sixty days prior to the date of the session, unless otherwise required by the procedures established by the Board of Directors.

Section 7. Quorum.

Shall consist of the majority of the certified voting members registered as attending.

Section 8. Manner of Acting.

The act of the majority of members present at a duly called session, at which a quorum is present, shall be the act of the Assembly, unless the act of a greater number is required by these Bylaws.

Section 9. Voting Rights.

All members in good standing shall have the right to vote, either by participation at the Assembly or via electronic means received no later than two (2) days prior to the date of the Assembly.

Section 10. Electronic Voting.

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

**ARTICLE IX
COMMITTEES/TASK FORCES**

Section 1. Committees.

The Board of Directors or General Assembly may appoint advisory or ad hoc committees or task forces. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Board of Directors. A task force shall terminate after one (1) year from date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer periods with the approval of the Board of Directors. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

Section 2. Quorum and Manner of Acting.

At all meetings of any advisory or ad hoc committee or task force, a majority of the positions filled 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.

Section 3. Committee/Task Force Vacancies.

Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointment made in the same manner as the original appointments to that committee/task force.

Section 4. Policies and Procedures.

The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the entity creating the committee/task force.

ARTICLE X COMPONENTS

Section 1. Tripartite.

The Arizona Dental Hygienists' Association (AzDHA) is a tripartite organization, voting and supporting members must maintain a professional membership in ADHA, the AzDHA and a component where the member is licensed, practices or resides.

Section 2. Components.

Voting members of the Association who are licensed, practicing or residing within the state of Arizona, may organize a component of the Association. The approval of the Board of Directors and the majority vote of the General Assembly may authorize the establishment of Components which shall (i) be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the Board of Directors (ii) fulfill criteria for affiliation as may be established by the Board of Directors (iii) enter into Component agreements with the Association; and (iv) be issued a charter. The name, geographic boundaries and other requirements for components shall be subject to approval by the AzDHA and such rules and policies as may be adopted by the ADHA and the Association from time to time.

Section 3. Application for Recognition as a Component.

The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as a Component of the Association. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the Board of Directors of the Association. The Board of Directors, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, if applicants meet the qualifications necessary for recognition as a Component.

Section 4. Revocation.

Charter for the operation of Components may be revoked by the General Assembly at any time and in such manner and after such investigation as the Board of Directors may deem necessary. Upon revocation of a Component's charter, the Component immediately shall remit all of its funds and records to the Association's treasurer. Due notice shall be given by the Board of Directors 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.

Section 5. Name.

No component or other entity shall use the name of the ADHA or the Association in any manner whatsoever unless duly authorized to do so by the ADHA or the Association pursuant to the terms of a written agreement.

Section 6. Organization.

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

Section 7. Meetings.

Each Component may hold such meetings as it deems appropriate.

Section 8. 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.

Section 9. 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 affected Components. Full membership privileges shall be granted to the transferring member in the new Component, and the new Component shall give the transferring member a credit for the full amount of any dues paid to the previous Component to be applied towards dues in the new Component.

**ARTICLE XI
ELECTRONIC MEETINGS**

Any action to be taken at a Board of Directors, General Assembly, voting member, 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 simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least seventy two (72) hours prior to the meeting.

**ARTICLE XII
USE OF ELECTRONIC COMMUNICATION**

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

**ARTICLE XIII
FINANCE**

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by the action of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the treasurer and countersigned by the president.

Section 3. Deposits.

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

Section 4. Bonding.

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

Section 5. Gifts.

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 7. Fiduciary Responsibility.

The Board of Directors shall contract with a certified public accountant. A report of the financial condition of the Association shall be made to the General Assembly annually.

Section 8. Fiscal Year.

The fiscal year of the Association shall be determined by the Board of Directors.

**ARTICLE XIV
INDEMNIFICATION**

The Association shall indemnify all past and present officers, directors, employees, committees, and task force members, and all other volunteers of the Association to the full extent permitted by the ARS Articles of Incorporation 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 the Board of Directors.

**ARTICLE XV
WAIVER OF NOTICE**

Whenever notice to the membership 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, may be waived their right to notice 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 Board of Directors, members, committees and General Assembly may propose amendments, in whole or in part, to these Bylaws.

Section 2. Adoption of Amendments.

The Bylaws may be amended by a $\frac{2}{3}$ affirmative vote of the members of the General Assembly present and voting. The Bylaws also may be amended at any session of the General Assembly by a $\frac{3}{4}$ affirmative vote of the members present and voting. The Board of Directors shall provide recommendations or all proposed amendments, when possible, before the meeting of the General Assembly.

**ARTICLE XVII
DISSOLUTION**

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence, exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at that time qualify as a tax exempt organization or organizations recognized under Section 501 © (6) or the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

**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 General Assembly in all cases to which they are applicable and in which they are not inconsistent with the ARS Articles of Incorporation, these Bylaws and any special rules or order the Association may adopt.

**ARTICLE XIX
SUPREMACY CLAUSE**

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