



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. (Association), an Arizona not for profit corporation.

Section 2. Purpose

In addition to the purposes set forth in the Association's Articles of Incorporation, as may be amended, the purposes of the Association are to improve the public's total health; advance the art and science of dental hygiene; increase awareness and utilization of the cost effective benefits of prevention and; promote the highest standards of dental hygiene education, licensure, practice and research.

Section 3. Mission

The mission of the Association is to advance our profession and support our members' success in order to improve oral and overall 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, the American Dental Hygienists' Association (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 as the ADHA House of Delegates (HOD) 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 ADHA 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 (BOD) to any professional member who (i) has made significant contributions to the Association and the dental hygiene profession; (ii) submitted an application for life membership to the BOD at least 30 days prior to a BOD meeting; (iii) and meets other such criteria as determined by the BOD. Notwithstanding the foregoing, any past president of ADHA residing in Arizona shall automatically be granted life membership.

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 in a dental hygiene related career; and (ii) agrees to maintain membership in a Constituent as well as a Component (if such exists where the member is licensed or resides).
4. **Honorary Members.** Honorary membership may be granted by the 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 the Constituent and a 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 voting members may debate, make or second motions, and vote during the General Assembly 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. Only voting members may hold office in the Association or its components and serve on the BOD.
- E. No individual member of the Association shall have the right to vote, without limitation, on an 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 45 days, ceases to be a member of the National, Constituent, and Component organization and shall be terminated automatically, according to such rules or procedures as established by the ADHA Board of Trustees (BOT), unless such termination is delayed by the ADHA BOT.
- D. Reinstatement.** Members who have resigned or whose membership has been terminated for nonpayment of dues or assessments may be reinstated upon (i) payment of dues and any assessments; (ii) application to the Association or to the ADHA BOT and; (iii) meeting such additional terms and conditions as may be established by the ADHA BOT.

ARTICLE III DUES AND ASSESSMENTS

The initial and annual Constituent and Component dues for all members of the Association and other assessments, if any, shall be determined by the Board of Directors and subject to review and final approval of the ADHA BOT. 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 time for paying such dues and other assessments, if any, shall be determined by the ADHA BOT.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual meeting.

An annual meeting of the voting members of the Association shall be held at such time and place as determined by the BOD. This annual convening of the membership shall be called the General Assembly.

Section 2. Authority and Responsibility.

The General Assembly (GA) 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 GA (i) shall amend, alter, or repeal the bylaws in accordance with Article XV of these bylaws (ii) shall vote on all matters properly brought before the GA and (iii) shall elect the directors and ADHA delegates and alternates of the Association.

Section 3. Voting Members.

A. Any Professional, Senior, Member with Disabilities, or Life member in good standing of the Association may participate and vote during the GA.

1. Voting status of each member of the GA shall be verified pursuant to procedures established by the BOD and approved by the GA.
2. All members of the BOD shall be considered members of the GA, may participate and vote, and shall be counted when determining a quorum.

B. One student member from each Arizona dental hygiene program shall have the right to vote during the GA. The student voting shall be a member of ADHA and shall be elected by and from their respective program.

Section 4. Presiding Officer.

The president of the Association, or their designee, shall chair the GA.

Section 5. Special Meetings

Special meetings of the voting members may be called at the request of the BOD or at the written request of at least ten percent (10%) of the Association's voting members delivered to the president. Such requests must describe the purpose of the meeting. Business conducted at any special meeting of the voting members shall be limited to the specific purpose stated in the meeting notice. The time and place for holding special meetings shall be determined by the BOD.

Section 6. Notice.

Notice of any annual or special meetings of the voting members shall state the time, date, place and purpose of the meeting and shall be delivered to all voting members at least ten (10) and no more than sixty (60) days prior to the date of the meeting, unless otherwise required by applicable law.

Section 7. Quorum.

A majority of the voting members registered as attending shall constitute a quorum for the transaction of business. If less than a quorum is present, a majority of those voting members present may adjourn the meeting to another time without further notice.

Section 8. Manner of Acting.

The act of the majority or more of the members present and voting at a duly called meeting, at which a quorum is present, shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 9. Alternative Voting Methods.

Voting by mail or electronic means shall be permitted to the full extent allowed by Arizona Revised Statute, Title 10, Chapters 24-40. A mail or electronic vote may be called by the BOD.

**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 meetings of the GA to establish policy, when such policies are necessary for proper conduct of the Association's business. All such policies shall be reported to the GA at the next meeting 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.

Section 3. Participants.

All members may request to attend and participate, without vote, in any regular BOD meeting. In addition, the BOD may call an open meeting where all members will be invited to attend and participate, without vote. Any other persons may be invited to attend and participate, without vote, in any regular and special meeting of the BOD and may be invited to attend meetings held in executive session.

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. Election of Directors.

- A.** Directors shall be elected by members present and voting during the GA pursuant to the rules and procedures determined by the BOD and ratified by the GA.
- B.** Directors shall be elected at-large. The nominees receiving the highest number of votes shall be declared elected.
- C.** In the event of a tie vote for a seat, a runoff election will be held as soon as practical by any means allowed by the bylaws and using a ballot with only the names of the tied candidates.

Section 6. Terms.

- A.** Directors shall serve terms of two (2) years.
- B.** The terms for each director shall begin January 1st following their election and continue until such time as their successors are duly elected and assume their position.
- C.** Directors shall be elected in such a manner that their terms expire in alternate years.
- D.** Directors may not serve more than three (3) consecutive terms. Following three (3) terms of service, a director may be elected to serve another term after a period of one (1) year. Directors serving more than one year shall be deemed to have served a full term for the purpose of term limits

Section 7. 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 8. 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, place and purpose of the meeting and shall be delivered at least two (2) days prior to the date of such meeting.

Section 9. Electronic Meetings.

Any action to be taken at a meeting of the Board of Directors 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 or other electronic means (whether regular or special) must be delivered at least two (2) days prior to the meeting.

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

Section 13. Resignation and Removal.

Any BOD 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 BOD or by a majority vote of the voting members of the Association whenever, in their judgment, 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. Such appointee(s) shall serve until December 31st. The remainder of the original term shall be filled by election at the next General Assembly following the appointment.

**ARTICLE VI
OFFICERS**

Section 1. Officers.

At its first meeting following the GA, the BOD shall select from its membership a president, a vice president, a secretary and a treasurer.

Section 2. President.

The president shall be the principal officer of the Association-and shall, in general, oversee all of the business affairs of the Association, subject to the direction and control of the BOD. 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 principal 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 selected and assume their positions. Officers of the Association may serve 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 a majority vote of the BOD whenever, in their judgment, the best interests of the Association would be served by such removal provided that notice of such action shall be sent to all BOD members 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. Following two (2) terms of service, delegates may be elected to serve another term after a period of one year. Alternates shall serve a term of one (1) year and may serve additional terms. The terms for delegates and alternates shall begin following the close of the GA at which they are elected.

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 at the 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 BOD and ratified by the GA.

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 presidential appointment 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.

- A.** Delegates and alternates shall represent this Association at all business meetings held prior to and during ADHA's Annual Conference. Attendance at other forums, updates, and workshops may be required as determined by the BOD.
- B.** Delegates and alternates shall follow ADHA's General Guidelines for Delegates.
- C.** Delegation Chair
 - 1. The delegation chair shall be selected by the current delegation.
 - 2. The delegation chair shall serve a term of one (1) year.
 - 3. The delegation chair shall keep the BOD informed of ADHA activities and provide a summary of the year's activities to the General Assembly.

**ARTICLE VIII
COMMITTEES/TASK FORCES**

Section 1. Standing Committees.

The Board of Directors may establish such standing committees as they deem necessary or prudent in the exercise of their authority and responsibility as set forth in these bylaws.

- A. Authority/Composition/Qualifications.** The action establishing standing committees shall set forth the committee's purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, the president shall appoint the chair and members of all standing committees, subject to the approval of the board of directors. Any committee having the authority of the BOD shall have members of the BOD as a majority of its members.
- B. Quorum and Manner of Acting.** At all meetings of any standing committee, a majority of its members shall constitute a quorum for the transaction of business unless otherwise set forth in these bylaws or the resolution establishing such committee. A majority vote by committee members voting at a meeting at which a quorum is present shall be required for any action.
- C. Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by presidential appointment.

D. Policies and Procedures. The BOD shall develop and approve policies and procedures for the operation of all standing committees. All standing committees shall report to the BOD, unless otherwise set forth in the resolution establishing such committee.

Section 2. Advisory/Ad Hoc Committees and Task Forces.

The Board of Directors or General Assembly may appoint advisory or ad hoc committees or task forces as either of them deem necessary or prudent in the exercise of their authority and responsibility as set forth in these bylaws. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the BOD. 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 BOD. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

A. Quorum and Manner of Acting. At all meetings of any advisory or ad hoc committee or task force, a majority of the 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.

B. 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.

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

**ARTICLE IX
COMPONENTS**

Section 1. Tripartite.

The American Dental Hygienists' Association is a tripartite organization. Voting and supporting members must maintain an active membership in ADHA, a constituent and an incorporated or unincorporated 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 be organized as an incorporated or unincorporated component of the Association. The Board of Directors may authorize the establishment of incorporated or unincorporated 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 incorporated or unincorporated components shall be subject to approval of the ADHA and such rules and policies as may be adopted by the ADHA and the constituent Board of Directors 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 an incorporated or unincorporated 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 an incorporated or unincorporated component.

Section 4. Revocation.

Charters for the operation of incorporated or unincorporated components may be revoked by the Board of Directors at any time and in such manner and after such investigation as the Board of Directors may deem necessary. Upon revocation of an incorporated or unincorporated component's charter, the incorporated 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 incorporated or unincorporated component in question, and reasonable opportunity shall be allowed for the incorporated or unincorporated component to meet the requirements or correct infractions before final action is taken to revoke the charter.

Section 5. Name.

No incorporated or unincorporated 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 incorporated component shall have a Board of Directors, officers and bylaws in such form as shall be approved by the Association's Board of Directors. Incorporated components must maintain voting membership categories and criteria that are identical to the Association's (with the exception of Life Membership). Changes to an incorporated component's bylaws must receive the written approval of the Association's Board of Directors.

Section 7. Meetings.

Each incorporated or unincorporated component may hold such meetings as it deems appropriate.

Section 8. Choice of Incorporated or Unincorporated Component.

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

Section 9. Transfers.

A member of an incorporated or unincorporated component may transfer to another incorporated or unincorporated 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 incorporated or unincorporated components. Full membership privileges shall be granted to the transferring member in the new incorporated or unincorporated component, and a credit for the full amount of any dues paid to the previous incorporated or unincorporated component shall be applied towards the dues in the new incorporated or unincorporated component.

ARTICLE X 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 two (2) days prior to the meeting.

ARTICLE XI USE OF ELECTRONIC COMMUNICATION

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

ARTICLE XII FINANCE

Section 1. Contracts.

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

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 6. Books and Records.

The Association shall keep the following records: (i) correct and complete books; (ii) records of account; and (iii) minutes of the proceedings of its members, the BOD, and any committees having the authority of the BOD.

Section 7. Annual Audit.

The Board of Directors shall provide for an objective examination and evaluation of the financial records of the Association at the close of each fiscal year. 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 XIII
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 A.R.S. Title 10, Chapters 24-40 or 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 XIV
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, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV AMENDMENTS

Section 1. Proposed Amendments.

The Board of Directors, members, and committees may propose amendments, in whole or in part, to these Bylaws.

Section 2. Adoption of Amendments.

The bylaws may be amended by a two-thirds ($\frac{2}{3}$) affirmative vote of the members present and voting at the General Assembly.

Section 3. Notice.

Notice of intent to amend these bylaws must be (i) sent to all voting members by mail or electronic communication or (ii) published in print or online and circulated to all voting members or (iii) published on the Association's website at least thirty (30) days prior to the meeting of the General Assembly at which such amendments are to be considered. Such notice must include the current bylaw, the proposed amendment, and rationale for offering the amendment.

ARTICLE XVI DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, 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(c)(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 XVII
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 A.R.S. Title 10, Chapters 24-40, Articles of Incorporation, these bylaws and any special rules or order the Association may adopt.

**ARTICLE XVIII
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 Director of ADHA.