

# IDAHO DENTAL HYGIENISTS' ASSOCIATION BYLAWS



APPROVED BYLAWS OF THE IDAHO DENTAL HYGIENISTS' ASSOCIATION  
Adopted October 15, 2010

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## ARTICLE I

### NAME AND PURPOSES

**Section 1. Name.** The name of this corporation shall be the Idaho Dental Hygienists' Association (hereinafter referred to as the "Association"), an Idaho not-for-profit corporation, operating in compliance with Idaho Nonprofit Corporation Act.

**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 enhance the profession of dental hygiene by improving professionalism, autonomy, access to oral health care, and the relationship of oral health to total health; and to conduct other activities as may be permitted by the State of Idaho to carry out the purposes of this association.

**Section 3. Mission.** The mission of IDHA is to assist and serve individual members through active participation and promotion of the highest standards of the dental hygiene profession.

**Section 4. Offices.** The Association shall have and continuously maintain in the State of Idaho a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Idaho, as the Board of Trustees may determine.

## 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 purposes of the Association; (iii) abides by these Bylaws, the Association's 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 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. **Active Members.** Active 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 exist where the member is licensed, practices or resides).

2. **Retired/Senior Status.** Active members who have reached the full retirement age as set by the Social Security Administration and have either been an Active member of the Association for an aggregate total of thirty (30) years, or twenty-five (25) consecutive years may apply for Retired/Senior status.
3. **Members with Disabilities.** Active 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 Board of Trustees to any active member who (i) has made significant contributions to the Association and the dental hygiene profession; (ii) submitted an application for Life membership to the Board of Trustees at least 30 days prior to the fall Board of Trustees meeting; (iii) is nominated by the Board of Trustees; and (iv) meets such other criteria as determined by the Board of Trustees from time to time.

**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 (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 exist where the member is licensed or resides).
4. **Honorary Members.** Honorary membership may be granted by the Board of Trustees 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 Trustees.
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 Component (if such exist 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 vote for the election of the Board of Trustees, hold office in the Association, its constituents and components and serve on the Board of Trustees. Notwithstanding anything set forth to the contrary herein, the voting members' right to vote is specifically limited to elections of Officers, and no other matter. Each eligible voting member shall have one (1) vote in the election of officers.
- d. No individual member of the Association shall have the right to vote, without limitation, 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/Termination of Membership.**

- a. **Grounds for Discipline.** The Association may discipline a member for any of the following reasons:
  - 1. Failure to comply with these Bylaws, the Association'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 the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Association. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Trustees.
- c. **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than three (3) months, ceases to be a member of the Constituent, Component, or other organization required for membership in the Association,

or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Trustees or their designee(s) shall establish, unless such termination is delayed by the Board of Trustees.

**Section 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) application to the appropriate Constituent or to the Board of Trustees; and (iii) meeting such additional terms and conditions as may be established by the Board of Trustees.

### ARTICLE III

#### DUES AND ASSESSMENTS

The initial and annual dues for all members of the Association, and the time for paying such dues and other assessments, if any, shall be determined by the Board of Trustees. Under special circumstances, the Board of Trustees, or its designee(s), may waive or reduce the annual dues and/or assessments for any member.

### 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 shall be determined by the Board of Trustees.

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

**Section 3. Notice.** Notice of any annual or special meeting of the voting members shall state the time, date, place and purpose of the meeting and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4. Quorum.** The lesser of (i) ten percent (10%) of the voting members of the Association; or (ii) one hundred (100) 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 5. Manner of Acting.** The act of a majority or more of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 6. Mail Vote.** Voting by mail or electronic means shall be permitted to the full extent allowed by the Idaho Nonprofit Corporation Act, as may be amended. A mail or electronic vote may be called by the Board of Trustees.

## ARTICLE V

### BOARD OF TRUSTEES

**Section 1. Authority and Responsibility.** The affairs of the Association shall be managed by the Board of Directors (which shall be referred to in these Bylaws as the “Board of Trustees”), which shall have supervision, control and direction of the Association, shall determine its business policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board of Trustees shall act for and on behalf of the general membership between sessions of the general membership to establish interim policy. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Trustees shall provide reports to the general membership.

**Section 2. Composition.** The Board of Trustees shall be composed of eleven (11) members as follows: the President, President-Elect, Vice President, Treasurer, Immediate Past President, and one (1) member elected from each of the components (as defined below) (collectively, the “Component Trustees”).

**Section 3. Invited Participants.** The Executive Director shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Trustees and may be invited to attend meetings held in Executive Session.

**Section 4. Qualifications.** Only voting members shall be eligible to serve on the Board of Trustees. Component Trustees must be members of a Constituent located within the Component that they have been elected to represent. Employees of the Association shall not be eligible to hold a position on the Board of Trustees.

**Section 5. Election of Component Trustees.** Component Trustees shall be elected by the members of their Component. Elections shall be held pursuant to rules and procedures determined by the Board of Trustees (i) during the annual session of the General Assembly; (ii) at a Component meeting held during the 120 days preceding the annual session of the General Assembly; or (iii) by mail or electronic means during the 120 days preceding the annual session of the General Assembly.

**Section 6. Terms.**

- a. Component Trustees shall serve a two (2) year term, or until such time as their successors are duly elected, qualified, and assume their position, and may not serve more than two (2) consecutive terms. Trustees serving more than half of a full term shall be deemed to have served a full term in office for purposes of term limits.
- b. The President, President-Elect, Vice President, Treasurer and Immediate Past President shall remain on the Board of Trustees for the duration of their term in office.
- c. The term of all Component Trustees shall begin at the first meeting of the Board of Trustees following the close of the first annual session of the General Assembly following their

election and shall run until the close of the second annual session of the General Assembly following their election.

**Section 7. Regular Meetings.** The Board of Trustees may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Trustees and additional regular meetings of the Board of Trustees without other notice than such action.

**Section 8. Special Meetings.** Special meetings of the Board of Trustees may be called by, or at the request of the President or upon a written request to the Executive Director of five (5) members of the Board of Trustees. Notice of any special meeting of the Board of Trustees shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

**Section 9. Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Trustees or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of forty-eight (48) hours prior to the meeting.

**Section 10. Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Trustees; provided that when less than a quorum is present at said meeting, a majority of the Board of Trustees members present may adjourn the meeting to another time without further notice.

**Section 11. Manner of Acting.** The act of a majority of Trustees present at a duly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 12. Action by Written Consent.** Any action requiring a vote of the Board of Trustees may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the members of the Board of Trustees entitled to vote with respect to the subject matter thereof.

**Section 13. Resignation and Removal.** Any Component Trustee may resign at any time by giving written notice to the Executive Director. In addition, any Component Trustee may be removed by a majority vote of the persons entitled to elect such Trustee, whenever, in their judgment, the best interests of the Association would be served by such removal.

**Section 14. Vacancies.** Vacancies in any Component Trustee position shall be filled by the President, after consultation with the president of the component represented by such Component Trustee, without undue delay. A Component Trustee appointed pursuant to this Section shall hold their position for the remainder of the original term for which she or he was appointed to fill.

## ARTICLE VI

### OFFICERS

**Section 1. Officers.** The officers of the Association shall be a President, President-Elect, Vice President, Treasurer, and Immediate Past President (collectively, “Officers”). No two (2) offices may be held simultaneously by the same person.

**Section 2. President.** The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Board of Trustees, by communicating with the Executive Director as necessary regarding the business of the Association. The President shall be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Trustees. The President shall succeed to the office of Immediate Past President upon expiration of the President’s term of office.

**Section 3. President-Elect.** The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be a member, without vote, of all councils and committees, except as otherwise provided by these Bylaws. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board of Trustees. The President-Elect shall succeed to the office of President upon expiration of the President’s term of office, and in the event of the death, resignation, removal, or incapacity of the President.

**Section 4. Vice President.** The Vice President shall have such duties as may be assigned by the President or the Board of Trustees.

**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 for 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, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The duties of the Treasurer may be assigned by the Board of Trustees in whole or in part to the Executive Director, or his or her designee(s).

**Section 6. Immediate Past President.** The Immediate Past President shall have such duties as may be assigned by the President or the Board of Trustees.

**Section 7. Qualifications for Office.** Only voting members are eligible to hold office. Employees of the Association are not eligible to hold office.

**Section 8. Term.**

- a. The President, President-Elect, Vice President and Immediate Past President shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office.

- b. The Treasurer shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office.
- c. Officers may not serve more than two (2) consecutive terms in office. Officers serving more than half of a full term shall be deemed to have served a full term in office.

**Section 9. Election.**

- a. The President-Elect and Vice President shall be elected annually by the General Assembly at a meeting of the General Assembly at which the election of Officers is in the regular order of business.
- b. The Treasurer shall be elected by the General Assembly at a meeting of the General Assembly at which the election of Officers is in the regular order of business.
- c. In the event that no candidate receives a majority of the votes cast, the vote shall be conducted again with only the two candidates receiving the highest number of votes eligible for election.
- d. Officers shall take office at the close of the meeting of the General Assembly at which they were elected.

**Section 10. Resignation and Removal of Officers.** Any officer may resign at any time by giving written notice to the President and Executive Director. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

**Section 12. Officer Vacancies.** Vacancies in any office shall be filled by the President without undue delay, provided, however, the President-Elect automatically shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next meeting of the General Assembly. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Trustees immediately shall fill the office of President and such appointee shall hold office until the next meeting of the General Assembly. Except as otherwise set forth herein, an officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

## **ARTICLE VII**

### **EXECUTIVE DIRECTOR**

The administrative and day-to-day operation of the Association shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Trustees. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Association and as approved by the Board of Trustees. The Executive Director

shall perform the duties normally expected of the secretary of an Idaho not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; being custodian of the corporate records; keeping minutes of the meetings of the Board of Trustees; and keeping a record of the mailing address of each member of the Association. The Executive Director may carry out such other duties as may be specified by the Board of Trustees. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Association. The Executive Director shall be invited to attend and participate, without vote, in all meetings of the Association's Board of Trustees (except those held in Executive Session), House of Delegates, committees and councils, except as otherwise provided by these Bylaws. The Executive Director may be invited to attend meetings held in Executive Session.

## ARTICLE VIII

### COMMITTEES/COUNCILS/TASK FORCES

**Section 1. Councils and Other Standing Committees.** The Board of Trustees or General Assembly may establish such councils and other standing committees as either of them 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 a council or standing committees shall set forth the council or committee's purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, the President shall appoint the Chair and members of all councils and standing committees, subject to the approval of the Board of Trustees. Any committee having the authority of the Board of Trustees shall have members of the Board of Trustees as a majority of its members.
- b. **Quorum and Manner of Acting.** At all meetings of any council or standing committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such council or committee. A majority vote by council or committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- c. **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a council or committee shall be filled by the President.
- d. **Policies and Procedures.** The Board of Trustees shall develop and approve policies and procedures for the operation of all councils and standing committees. All councils and standing committees shall report to the Board of Trustees, unless otherwise set forth in the resolution establishing such council/committee.

**Section 2. Advisory/Ad Hoc Committees and Task Forces.** The Board of Trustees or General Assembly may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these Bylaws. An ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Board of Trustees. A task force shall terminate after one (1) year from the date of its creation, unless renewed. Ad hoc committees and task forces may be established for longer or shorter periods with

the approval of the Board of Trustees. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

- a. **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.
- b. **Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.
- c. **Policies and Procedures.** The Board of Trustees 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 (ADHA) is a tripartite organization. Voting and Supporting members must maintain an active membership in ADHA, a Constituent, and a Component (if such exist where the member is licensed, practices or resides).

- a. **Components.** Voting members of the Association who are licensed, practicing or residing within a particular state, commonwealth, federal district, territory or possession of the United States may be organized as a component of the Association (each of which is referred to as a "Component"). The Board of Trustees 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 Trustees from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Trustees from time to time; (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 of the ADHA and such rules and policies as may be adopted by the ADHA and the Constituent Board from time to time.
- b. **Application for Recognition as a Component.** The Board of Trustees, 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 administrative office or (insert governing body) of the Association. The Board of Trustees, 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 Trustees may prescribe, if applicants meet the qualifications necessary for recognition as a Component.
- c. **Revocation.** Charters for the operation of Components may be revoked by the Board of Trustees at any time and in such manner and after such investigation as the Board of

Trustees 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.

- a1. Due notice shall be given by the Board of Trustees to the Component in question, by registered mail and reasonable opportunity shall be allowed for the component to meet the requirements or correct infractions before final action is taken to revoke the charter.
- d. **Name.** No Component or other entity shall use the name of the ADHA or the Association in any manner whatsoever unless duly authorized to do so by ADHA or the Association (as applicable) pursuant to the terms of a written agreement.
- e. **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 Trustees. 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 Trustees.
- f. **Meetings.** Each Component may hold such meetings as it deems appropriate.
- g. **Choice of Component.** Members may belong to only one Component, and may join the Component of their choice based on where they reside, practice or hold a license.
- h. **Transfers.** A member of a Component may transfer to another Component by written request addressed to the central office of ADHA. The central office of ADHA shall affect the transfer and promptly shall notify the effected Components. Full membership privileges shall be granted to the transferring member in the new Component, and the new Component shall give the transferring member a credit for the full amount of any dues paid to the previous Component to be applied towards dues in the new Component.

## ARTICLE X

### ELECTRONIC MEETINGS

Any action to be taken at a Board of Trustees, House of Delegates (if applicable), voting member, council, committee, or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other 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 forty-eight (48) hours 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 Trustees 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 action of the Board of Trustees. In the absence of such determination by the Board of Trustees, 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 Trustees may select.

**Section 4. Bonding.** The Board of Trustees 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 Trustees 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 correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Trustees and any committees having the authority of the Board of Trustees.

**Section 7. Annual Audit.** The Board of Trustees shall provide for an annual audit of the financial records of the Association by a certified public accountant. A report of the financial condition of the Association shall be made to the membership of the Association annually.

**Section 8. Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Trustees.

## ARTICLE XIII

### INDEMNIFICATION

The Association shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of the Association to the full extent permitted by the Idaho Nonprofit Corporation Act, 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 Trustees.

## ARTICLE XIV

### WAIVER OF NOTICE

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

## ARTICLE XV

### AMENDMENTS

**Section 1. Proposed Amendments.** The Board of Trustees may propose amendments, in whole or in part, to these Bylaws.

**Section 2. Approval of Amendments.**

- a. **With Board of Trustee Approval.** Proposed amendments of these Bylaws receiving the approval of the Board of Trustees shall be forwarded to the General Assembly for consideration. Approval of such proposals shall require the act of a majority of the Members present at a duly called session of the General Assembly at which a quorum is present.
- b. **Without Board of Trustees Approval.** Proposed amendments of these Bylaws not receiving the approval of the Board of Trustees shall be forwarded to the General Assembly for consideration. Approval of such proposals shall require the act of two-thirds (2/3) of the entire General Assembly at a duly called session of the General Assembly.

**Section 3. Notice.** Notice of intent to amend these Bylaws must be (i) sent to all members by mail or electronic communication or (ii) published in print or online and circulated to the entire membership; or (iii) published on the Association's website at least thirty (30) days prior to the session of the General Assembly at which such amendments are to be considered. Such notice must include a general description of the proposed amendments.

## ARTICLE XVI

### DISSOLUTION

In the event of the dissolution of the Association, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of 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 the time qualify as a tax-exempt organization or

organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Trustees shall determine. Any such assets not so 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 the Idaho Nonprofit Corporation Act, these bylaws and any special rules of order the Association may adopt.

## **ARTICLE XVIII**

### **SUPREMACY CLAUSE**

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