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**Article I - Name and Location**

The name of this organization shall be the "American Dental Assistants Association" (hereinafter referred to as "the Association," "this Association," or "the ADAA"); a nonprofit corporation incorporated in the state of Illinois with its principal office in the state of Illinois.

**Article II - Objectives**

To advance the careers of dental assistants and to advocate for the dental assisting profession in matters of education, professional activities, credentialing and legislation. To promote the ideals and growth of the Association which aid in the accessibility and delivery of quality oral health care to the public.

**Article III - Organization Structure**

This Association shall consist of State Associations, Local Component Organizations, Student Chapters, and a Federal Services Section.

Section 1. State Associations

A. Organization. State Associations may be organized in each geographical area listed in Article VIII for the purpose of furthering the objectives of this Association and aiding Local Component Organizations and Member Study Clubs within their boundaries; however, a State Association must be organized where at least one (1) Local Component Organization exists.

B. Name. A State Association shall take its name from the constituent state or territory of the United States of America.

C. Affiliation. Affiliation shall be granted upon approval by this Association.

D. Representation. Each State Association shall be entitled to representation in the ADAA House of Delegates as provided in Article VI.
Section 2. Local Component Organizations

A. Organization. A Local Component Organization may be organized in a town, city, country, or district in the geographical areas listed in Article VIII for the purpose of furthering the objectives of this Association and those of the encompassing State Association.

B. Name. A Local Component Organization may be named for a town, city, county, or district within the geographical area; however, no two (2) Local Component Organizations within that area shall adopt the same name.

C. Affiliation shall be granted upon the following conditions: (1) approval by the encompassing State Association; (2) approval by this Association.

Section 3. Federal Services Section

A. There may be a Federal Services Section of this Association consisting of Federal Services Members, organized for the purpose of furthering the objectives of this Association.

B. The Federal Services Section shall be entitled to representation in the ADAA House of Delegates as provided in Article VI

Section 4. Student Chapters

A. Organization. A Student Chapter may be organized at any post-secondary dental assisting program of at least 700 hours in length to provide support to student members, enhance the interaction of students and schools with ADAA State Associations and further the objectives of this Association.

B. Name. A Student Chapter shall be named for the dental assisting program.

C. Affiliation. Affiliation shall be granted upon approval by this Association.

D. An ADAA Professional or Life member shall be an advisor to the Student Chapter
Article IV - Membership

Section 1. Admission. Membership shall include those individuals who will support and promote the objectives of this Association, regardless of diversity.

Section 2. Active Membership Categories. There shall be the following active membership categories: Professional Membership, Student Membership, Life Membership, Federal Services Membership and International Membership.

A. Professional Membership. Professional membership may be granted to any dental assistant which includes, but is not limited to, the Clinical Dental Assistant, Administrative Dental Assistant, and Dental Assistant Educator, or any individual with a history of experience working in a dental assistant capacity, who will support and promote the objectives of this Association.

1. A professional member shall have the privilege of voting, holding elective office and serving as chairman or member of a council or committee.

2. Professional members shall pay annual national and state dues as determined by the adopted budget of the Association and the designated state.

B. Student Membership. Student membership may be granted to any student enrolled in a dental assisting program, or to a graduate of a dental assisting program enrolled full-time in either a program related to dentistry or in a college degree program, who will support and promote the objectives of this Association. A student member shall have the privilege of serving as a member of a council or committee. Student members shall pay annual dues as determined by the adopted budget of the Association.

C. Life Membership. Life membership shall be granted to a professional member who has maintained continuous professional membership, or who has maintained continuous professional membership interrupted by student membership, for a period of thirty-five (35) years and who will support and promote the objectives of this Association. All life members shall have all of the privileges and benefits of professional membership and shall pay National dues at a twenty-five (25%) reduction.

Proviso 1: This does not affect the members who have achieved life membership before October 23, 1979 and pay no dues or members who have achieved life membership before October 8, 1988 and pay fifty percent (50%) of professional member dues, and members who have achieved special member status and pay fifty percent (50%) of professional member dues or life retired status prior to May 13, 2017 and pay no dues.

1. All Life Members who pay no dues shall be required to update their membership information annually via the ADAA membership renewal process in order to maintain their life-member benefits and remain on the life member roster.

Proviso 2: Members who have previously achieved the status “Active Life Member” after 25 years of continuous membership prior to May 13, 2017 may continue to display their life member pin and certificate and use the designation “ADAA Life Member.” These members shall remain listed in the professional member category on the official roster and pay full dues until they achieve life-member status with thirty-five (35) continuous years of membership. This Proviso shall be removed from the ADAA bylaws on May 13, 2027.
**Article IV Section 2—Active Membership Categories (continued)**

D. Federal Services Membership. Federal Services membership shall be granted to only those dental assistants who obtain membership through one of the United States Federal Services branches having a contractual relationship with the ADAA.

1. A Federal Services member may be on active military duty or a civilian who is currently employed by a branch of the United States Federal Services as a dental assistant.

2. Federal Services members may have the privilege of serving as a delegate to the ADAA House of Delegates, serving on the Board of Trustees as the appointed Trustee of the Federal Services Membership Classification, and serving as members of councils and committees.

3. Federal Services members shall not be required to pay State dues.

4. Federal Services members shall receive benefits and services as outlined in the contractual relationship with the ADAA.

E. International Membership. International Membership may be granted to any individual who resides outside of the United States and will support and promote the objectives of this Association.

1. International Members shall pay annual dues in United States Dollars as determined by the Board of Trustees.

2. International Members shall receive benefits and services as authorized by the Board of Trustees.

**Section 3. Conferred Memberships.** There shall be the following categories of conferred membership: Honorary and Emeritus.

A. Honorary. Honorary membership may be conferred upon an individual who has contributed substantially to the welfare of the dental assisting profession. To be elected an honorary member, the individual shall be approved through a unanimous vote of the Board of Trustees and a two-thirds (2/3) vote of the House of Delegates. Honorary members shall pay no dues and shall have the privilege of serving as a member of a council or committee.

1. The ADAA shall maintain a list of every ADAA Honorary member for historical purposes.
Article IV Section 3– Conferred Memberships (continued)

B. Emeritus. Emeritus Membership status shall be granted to a professional or life member who has maintained continuous professional membership, or has maintained continuous professional membership interrupted by student membership for a period of at least 25 years and has retired from the field of dentistry/dental assisting at age 60 years or older or has become totally and permanently disabled, and wishes to refrain from the privileges of ADAA Professional Membership on both the National and State levels. Emeritus Members shall pay no dues.

1. The designation of “ADAA Member Emeritus” may be used by the member for the rest of their natural life.

2. Emeritus members shall have the privilege of accessing all digital content published by the ADAA on the ADAA website to include ADAA continuing education courses accessed from the website.
   a. The website privileges of the emeritus member shall be contingent on the emeritus member updating his/her emeritus membership status annually via the ADAA membership renewal process.

3. ADAA Fellows and Masters achieving emeritus status may also maintain their ADAA Fellow or Master designation.

Section 4. Tripartite.

A. A person applying for Professional, Life, or Student Membership in the ADAA shall be required to maintain membership in a State Association of their designation.

1. Members belonging to more than one State Association may only serve one state as a delegate or alternate to ADAA House of Delegates and may only represent one District as a State District Trustee.

2. A person applying for membership in a State Association shall be required to also maintain Professional, Life, or Student membership in the ADAA.

B. State Associations shall allow its members to organize into local component organizations or member study clubs that have been established within the state laws governing the supervising State Association.

1. State Associations shall assist local component organizations in the development of the bylaws or rules to govern local component organizations.
   a. Such bylaws and rules to govern shall not conflict with, or limit, the bylaws of the ADAA.

2. Individuals applying for membership in a local component organization or member study club shall be required to maintain membership in the ADAA and the supervising State Association.

C. A person attaining membership through the International Membership Category, Federal Services Member Category or has been designated an ADAA Honorary member or ADAA Member Emeritus shall not be entitled to membership privileges in a State Association or a local component organization.


**Article V – Dues**

**Section 1. Dues Assessments.**

A. The annual dues rate charged at the beginning of each fiscal year for all ADAA membership classifications shall be recommended by the Council on Finance and determined with the adoption of the annual budget by the House of Delegates.

1. State dues rates are determined by each individual state. Any changes to the state dues rate must be communicated to the ADAA Central Office by September 1 of each year.

   a. Changes to state dues rates noticed to Central Office by September 1 will become effective at the next printing cycle for membership materials.

B. All deadline dates pertaining to payment of dues, fees, and cancellation of membership shall be determined by the Board of Trustees.

C. The liability insurance premium shall be set by the Board of Trustees.

D. All national dues, state dues, and the liability insurance premium are paid directly to the ADAA Central Office in full by each member by the designated due date.

**Section 2. Refunds.** No dues shall be refunded to any member whose membership terminates early for any reason.

**Section 3. Promotions.** The Board of Trustees may authorize special membership promotions which affect the dues structure. All promotions must specify an expiration date.
Article VI - House of Delegates

Section 1. Composition and Qualifications. The House of Delegates shall be composed of delegates from the State Associations, the Federal Services Sections, and the voting members of the Board of Trustees. Only Professional, Life, and Federal Services members may serve as delegates or alternates.

Section 2. Number and Apportionment of Delegates.

A. Each State Association shall be entitled to appoint or elect one (1) delegate plus one (1) additional delegate for every fifty (50) voting members. States with a membership total less than 150 shall be entitled to four (4) delegates. The record date for determining the number of delegates shall be decided by the Board of Trustees.

1. In the event a previously active State Association becomes non-compliant or officially designated inactive, the ADAA Board of Trustees may appoint up to four (4) qualified members to serve as voting delegates representing that state.

B. Each branch of the Federal Services Section shall be entitled to appoint or elect four (4) voting delegates.

Section 3. Registration. The deadline dates for registration of delegates and alternates in Central Office shall be determined by the Board of Trustees.

Section 4. Meetings.

A. The House of Delegates shall meet at least annually but no more than quarterly in order to transact any business necessary to promote the objectives of the Association. The administration for all meetings shall be provided by the Board of Trustees.

1. House of Delegates meetings may be electronic or face-to-face as designated by the Board of Trustees.

   a. There shall be a minimum of 60 days’ notice for regular electronic meeting of the House of Delegates.

   b. There shall be a minimum of 180 days’ notice for any face-to-face meeting of the House of Delegates.

B. A special electronic meeting of the House of Delegates may be called by a two-thirds (2/3) vote of the voting members of the Board of Trustees. Fifteen (15) days’ notice shall be given.

Section 5. Quorum. One third (1/3) of the members of the House of Delegates, representing at least one third (1/3) of the State Associations, shall constitute a quorum for the transaction of business at any meeting of the House of Delegates. A quorum established at the beginning of the meeting shall be considered a quorum throughout.

Section 6. Duties. The House of Delegates shall be the governing body of this Association.

Section 7. ADAA Member-Employees. Any paid employee who is also a member of the ADAA shall be ineligible to serve as a delegate or alternate and may not have a vote in the House of Delegates. If recognized by the chair, ADAA member employees shall have the privilege of addressing the House of Delegates.
Article VII – Officers

Section 1. Number and Titles. The elected officers shall be four (4) in number: President, President-Elect, Vice President, and Secretary. The President shall be the chief elected officer and official spokesman of the Association.

Section 2. Eligibility.

A. Professional or Life members shall be eligible to serve as an officer.

1. The President and President-Elect, must have served at least:
   a. two (2) years as an ADAA State District Trustee or ADAA elected officer; or
   b. at least three (3) of the past five (5) years as a member of an ADAA Council or Committee and one (1) full term year as president of a State Association.

2. The Vice President and Secretary shall have served as a member of an ADAA committee or council, and as an officer of a State Association.

B. ADAA members who are also employees of the ADAA are not eligible to serve as an officer of the ADAA.

Section 3. Nominations.

A. In accordance with the ADAA Manual of Procedures, the Nominating Subcommittee shall present a slate of one (1) or more qualified candidates for each office to be filled.

1. The report of the subcommittee shall be presented to the House of Delegates during the election meeting of the House of Delegates.

2. Additional nominations may be made from the floor of the House of Delegates. No name may be placed in nomination without the written consent of the Nominee.

B. In the event there are no candidates for office, the office shall be declared vacant. Vacancies shall be filled in accordance with Article VII Section 7 of these bylaws.

Section 4. Election. Election may be by ballot during the House of Delegates Session of the established election year, and a majority of the votes cast by the House of Delegates shall elect.

A. When only one nominee is presented for each office to be elected, the House of Delegates by unanimous consent may authorize the chair to effect the election by declaring each nominee elected by acclamation.

B. If there are more than two candidates for an office and one candidate does not receive a majority on the first ballot, the two (2) names receiving the highest number of votes shall be reported to the ADAA President to be placed on the ballot for election by the House of Delegates. Balloting shall continue until one (1) of the two (2) remaining candidates receives a majority vote.
Article VII – Officers (continued)

Section 5. Term of Office. The term of office for all officers may be one (1) election year.

A. An election year begins once the House of Delegates adjourns after electing the next slate of officers. The duration of the election year shall be determined by the Board of Trustees.

B. The elected officers shall assume their duties upon adjournment of the House of Delegates unless the previous term is extended by a two-thirds (2/3) vote of the House of Delegates. Then the officers shall assume their duties at the date established by the House of Delegates.

Section 6. Duties. Officers shall be voting members of the Board of Trustees and shall perform the duties as may be prescribed by these Bylaws, the ADAA Manual of Procedures, and the parliamentary authority adopted by the Association.

Section 7. Vacancies.

A. In the event the office of President shall become vacant, the President-Elect shall become President for the unexpired portion of the term and shall serve a full term as President during the subsequent election year.

B. In the event the office of President-Elect shall become vacant, it shall remain vacant for the unexpired portion of the term. At the next established election, the office of President shall be filled in the same manner as that provided for the nomination and election of officers.

C. Vacancies in the office of Vice President and Secretary shall be filled by election of the Board of Trustees.

Section 8. Removal for Cause. The Board of Trustees, by a two-thirds (2/3) vote of all its voting members, may remove any officer from office for just cause.
Article VIII - Trustee Districts and Trustees

Section 1. Trustee Districts. The State Associations shall be grouped into twelve state districts numbered and geographically distributed as follows:

First District - Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont
Second District - New Jersey, New York, Pennsylvania
Third District - Delaware, District of Columbia, Maryland, Ohio, Virginia, West Virginia
Fourth District - Kentucky, North Carolina, South Carolina, Tennessee
Fifth District - Alabama, Florida, Georgia, Mississippi, Puerto Rico, Virgin Islands
Sixth District - Illinois, Indiana, Michigan
Seventh District - Minnesota, North Dakota, South Dakota, Wisconsin
Eighth District - Iowa, Kansas, Missouri, Nebraska
Ninth District - Arkansas, Louisiana, Oklahoma, Texas
Tenth District - Alaska, Idaho, Montana, Oregon, Washington
Eleventh District - Arizona, Colorado, New Mexico, Utah, Wyoming
Twelfth District - Hawaii, Nevada, California, Guam

Section 2. Federal District. There shall be a Federal Services District representing all branches of the Federal Services having a contractual relationship with the ADAA.

Section 3. Trustees.

A. Number.

1. There shall be twelve (12) State District Trustees, one (1) from each state district.

2. There may be one (1) Federal Services District Trustee representing all members from all Branches of Federal Service’s membership classification participating with the ADAA.

   a. In the event there are no branches of the Federal Service participating with the ADAA, the position of Federal Services Trustee shall remain vacant.

3. There shall be one (1) Student Trustee.
**Article VIII - Trustee Districts and Trustees, Section 3 (continued)**

B. Eligibility.

1. A State District Trustee shall be a legal resident of a state within the district which he/she represents. A State District Trustee shall be a professional or life member and shall have served as a member of an ADAA committee or council or as an officer of a State Association.

2. The Federal Services District Trustee should be a senior ranking enlisted member of the Federal Services and will represent ADAA members from the United States Federal Services membership classification.

3. The Student Trustee shall be an ADAA member in good standing and has graduated from or who will graduate from a dental assisting program of at least 700 hours within 12 months of the application deadline date.

4. ADAA members who are also employees of the ADAA are not eligible to serve as a Trustee for any district.

C. Nomination.

1. State District Trustee. In accordance with the ADAA Manual of Procedures, the Nominating Subcommittee shall present a slate of one (1) or more qualified candidates for each State District Trustee position to be filled. The report of the subcommittee shall be presented to the House of Delegates during the House of Delegates Meeting in which elections will take place. Additional nominations may be made from the floor of the House of Delegates. No name may be placed in nomination without the written consent of the Nominee.

2. Federal District Trustee. In accordance with the ADAA Manual of Procedures, this position shall be appointed by the appropriate branch of the Federal Services.

3. The Student Trustee will be selected in accordance with the ADAA Manual of Procedures.
Article VIII - Trustee Districts and Trustees, Section 3 Trustees (continued)

D. Election of State District Trustees. Election may be by ballot during the election meeting of the House of Delegates, and a majority vote of the trustee’s district shall elect.

1. When only one nominee is presented to be elected for the office of State District Trustee, the voting members of the district, by unanimous consent, may authorize the chair to effect the election by declaring the nominee elected by acclamation.

2. If there is more than one candidate for an office and one candidate does not receive a majority on the first ballot, the two (2) names receiving the highest number of votes shall be reported to the ADAA President to be placed on the second ballot for election by the district.

3. If no candidate can be duly elected with a majority vote after the second ballot, or there were no nominees to the trustee position, then the office shall be declared vacant and a trustee shall be appointed by the President after consultation with the Executive Committee and the State Presidents of that district. The appointment shall be made within thirty (30) days of the declared vacancy. The appointed trustee shall assume his/her duties immediately upon accepting the appointment.

E. Term of Office.

1. The term of office for a State District Trustee may be three (3) election years.
   a. Elected Trustees shall assume their duties on the same date as the elected officers.

2. No State District Trustee shall be elected to serve more than two (2) consecutive three- (3) year terms. Trustee terms shall rotate so that no more than four (4) state district trustees shall be elected in any election year.
   a. The rotation schedule shall be maintained in the ADAA Manual of Procedures.

3. The Federal Services Trustee may serve a term of one election year or until a successor assumes the position.
   a. Each election year, the appointment of the Federal Services Trustee may be a rotated among the branches of the Federal Services having a contractual relationship with the ADAA. The rotation schedule shall be maintained in the ADAA Manual of Procedures.
   b. The Federal District Trustee shall assume his/her duties on the same date as the elected officers.

4. The term of office for a Student Trustee may be one (1) year or until a successor assumes office.
   a. The Student Trustee shall assume his or her duties on the same date as the elected officers.
   b. No Student Trustee shall serve more than two (2) terms.
Article VIII - Trustee Districts and Trustees, Section 3 Trustees (continued)

F. Duties.

1. The State District Trustee shall serve as a voting member of the Board of Trustees and act as advisor and liaison to the State Associations within the district. State District Trustees shall perform the duties as may be prescribed by these Bylaws, the ADAA Manual of Procedures, and the parliamentary authority adopted by the Association.

2. The Federal Services District Trustee shall serve as a voting member of the Board of Trustees and act as advisor and liaison to all branches of the Federal Services. The Federal Services District Trustee shall perform the duties as prescribed by these Bylaws, the ADAA Manual of Procedures, and the parliamentary authority adopted by the Association.

3. The Student Trustee shall serve as a voting member of the Board of Trustees and act as advisor and liaison to the ADAA Student Chapters. The Student Trustee shall perform the duties as may be prescribed by these Bylaws, the ADAA Manual of Procedures, and the parliamentary authority adopted by the Association.

G. Vacancies.

1. In the event of a vacancy in the office of State District Trustee, the President, after consultation with the Executive Committee and the State Presidents of the district shall appoint a qualified member within the district to serve as a trustee for the unexpired portion of the three (3) year term. The appointment shall be made within thirty (30) days of the declared vacancy.

   a. In the event no legal resident of the district comes forward to fill a vacancy in the office of State District Trustee, the Board of Trustees can appoint a qualified member from another district to serve as “Trustee Pro-tem” until that State District Trustee can be appointed/elected.

   b. A Trustee Pro-tem has the same responsibilities and board member voting privileges as the State District Trustee.

   c. A Trustee Pro-tem shall be re-appointed if necessary each election year until the State District Trustee can be appointed/elected.

2. In the event of a vacancy in the office of Federal District Trustee, the position will remain vacant for the remainder of the one-year term.

3. In the event of a vacancy in the office of Student Trustee, the President, after consultation with the Executive Committee, shall appoint a qualified member to serve the unexpired portion of the term. The appointment shall be made within thirty (30) days of the declared vacancy.

H. Removal for Cause. The Board of Trustees, by a two-thirds (2/3) vote of all its voting members, may remove any District Trustee from office for just cause. A District Trustee may also be removed for just cause by a two-thirds (2/3) vote of the delegates from his/her district.
**Article IX Board of Trustees**

**Section 1. Composition.**

A. Voting members of the Board of Trustees shall be composed of the four (4) elected officers, the thirteen (13) District Trustees, the Student Trustee, and the Immediate Past President.

B. The ex-officio non-voting member of the Board of Trustees shall be the Executive Director.

**Section 2. Meetings.**

A. Meetings of the Board of Trustees may be face-to-face or electronic. The number and format of the meetings shall be determined by the Board of Trustees.

1. The Board of Trustees shall hold a meeting within ten (10) days prior to convening any meeting of the House of Delegates.

2. The Board of Trustees shall hold a meeting within ten (10) days after the newly elected officers and trustees assume their positions.

B. Special meetings of the Board of Trustees may be called at any time by the President or upon written request of five (5) voting members of the Board. Notice shall be given ten (10) days prior to the meeting. Special meetings of the Board of Trustees shall be electronic.

**Section 3. Quorum.** Two thirds (2/3) of those currently serving on the Board of Trustees shall constitute a quorum at any meeting.

A. If urgent business requires a vote when the Board of Trustees is not in session, an emergency electronic ballot authorized by the President or by nine (9) voting members may be taken.

1. For an emergency electronic ballot to be valid, all voting of the members of the Board of Trustees must participate in the balloting.

2. A unanimous vote is required to pass an emergency electronic ballot. Such action shall be ratified at the next meeting of the Board of Trustees.

**Section 4. Duties.**

A. The Board of Trustees shall be the governing body of this Association when the House of Delegates is not in session, subject to the ADAA Bylaws and any policies established by the House of Delegates.

B. The Board of Trustees by two-thirds (2/3) vote shall have the authority to amend the ADAA Manual of Procedures as necessary to effectively administer the business of this Association.
**Article X - Executive Committee**

**Section 1. Composition.** The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Immediate Past President, and two State District Trustees selected by plurality ballot of the Board of Trustees during the post-election Board of Trustees Meeting. The Executive Director shall be an ex-officio member of the Executive Committee without vote.

**Section 2. Authority.** The Executive Committee shall execute business between the meetings of the Board of Trustees as required for the proper administration of the affairs of the Association. All decisions shall be reported to and ratified by the Board of Trustees.

**Section 3. Meetings.** The Executive Committee shall meet at the request of the President or any three (3) members of the Executive Committee. The Executive Committee Meetings may be electronic.

**Section 4. Quorum.** A majority of the voting members of the Executive Committee shall constitute a quorum at any meeting.

**Article XI - Councils**

**Section 1. Councils.** There shall be the following Councils appointed by the President and approved by the Board of Trustees: Membership, Education and Professional Development, Governance, and Finance.

**Section 2. Statement of Purpose, Composition and Term of Office.**

A. Council on Membership. It shall be the purpose of this Council to promote membership and review and enhance all aspects of the services provided to the membership on a continual basis. This council shall also be the liaison to all students and student chapters of the ADAA. This Council shall be composed of no fewer than ten (10) members, each to serve a rotating three (3) year term.

B. Council on Education and Professional Development. It shall be the purpose of this Council to enhance the education and professional development of Dental Assistants and to oversee and administer all aspects of the ADAA Fellowship and Mastership Programs. This Council shall be composed of no fewer than ten (10) members, each to serve a rotating three (3) year term.

C. Council on Governance. It shall be the purpose of this Council to review, revise, and establish policies and procedures of this Association; oversee delegate credentialing; solicit and receive nominations for officers and trustees; oversee elections of officers and trustees; and to monitor and assist states in their legislative efforts affecting the dental assisting profession. This Council shall be composed of no fewer than ten (10) members, each to serve a rotating three (3) year term.
Article XI – Councils Section 2. Statement of Purpose, Composition and Term of Office (continued)

D. Council on Finance. It shall be the purpose of this Council to oversee and monitor all areas pertaining to the financial implications of this Association. This Council shall be composed of no fewer than ten (10) members including the President-Elect, Vice-President, Secretary, and two (2) District Trustees selected by plurality ballot of the Board of Trustees during the post-election Board of Trustees Meeting. The five (5) remaining Committee members should be volunteers from ADAA membership interested in serving on this Council. The President and the Executive Director shall be ex-officio members. The chair shall be appointed by the President. Each member of the Council shall serve a term of one year.

Section 3. Other Committees. The Board of Trustees may create such other special committees, subcommittees, task forces, or ad-hoc committees as shall be deemed necessary and which shall not be in conflict with other provisions of these Bylaws. The duties of any such bodies shall be prescribed by the Board of Trustees upon their creation.

Article XII - Contractual Employee

The Board of Trustees shall employ an Executive Director whose conditions of employment shall be specified by the Board of Trustees.

Article XIII - Finance

Section 1. Fiscal Year. The fiscal year of this Association shall be a calendar year.

Section 2. Bonding Trust of surety bonds for officers, trustees, and employees of the Association shall be secured by the Board of Trustees, and the cost shall be paid by the Association.

Section 3. With recommendations of the Council on Finance and Board of Trustees, the House of Delegates shall have the authority to adopt an annual operating budget covering all activities of the Association for each fiscal year.

Section 4. Audit. The Board of Trustees shall have all accounts of the Association audited no less than annually by an independent Certified Public Accountant. Upon completion of the audit, a financial report for the year just completed shall be made available to the membership.
Article XIV - Indemnification of Officers, Directors, Employees and Agents

The Association shall indemnify to the full extent provided and permitted by the law, any person who was, or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is, or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to, or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Article XV – Dissolution

Section 1. ADAA. If at any time this Association shall be dissolved, any funds remaining shall be distributed as determined by a two-thirds (2/3) vote of a Special Meeting of the Board of Trustees.

A. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of this Association.

B. The Association shall distribute any remaining funds to a 501(c)(3) or 501(c)(6) organization providing activities or services that benefit the dental assisting profession or dental patients.

Section 2. State Associations

A. Vacated State Offices.

1. By two-thirds (2/3) vote by ballot, the Board of Trustees of the ADAA may declare all offices and committees of a State Association vacant when:

   a. The State Association or State District Trustee notifies the ADAA of the resignation of all state officers; or

   b. The State Association fails within a two (2) year period to file the annual State Association Officer and Information Form; or

   c. Upon recommendation of the State’s District Trustee.

2. In accordance with the ADAA Manual of Procedures, the Board of Trustees shall provide thirty (30) days written notice to all members of a State Association in which the offices have been declared vacant.
Article XV – Dissolution Section 2 State Associations (continued)

3. In the event the Board of Trustees declares the offices vacant within the State, the Board of Trustees shall appoint an interim State President and other required state officers.
   
a. Any state funds being held by previous state officers shall immediately be surrendered to the newly appointed interim officer(s).
   
b. If interim officers cannot be appointed at the time the Board of Trustees has declared all state offices vacant, the Board of Trustees shall take custody of any state funds being held by previous state officers. These funds shall remain in escrow with the ADAA until such time that interim officers are appointed.
   
c. Any subsequent state dues collected shall remain with the ADAA and shall not be rebated to the State Association until the State Association again becomes active and compliant.

B. Dissolution of State Associations

1. State Associations shall only be dissolved at the recommendation of the State District Trustee and upon two-thirds (2/3) vote by ballot of the ADAA Board of Trustees. Dissolution shall only occur when:
   
a. The State Association remains without ADAA recognized state officers for a period of seven (7) years; or
   
b. There are no members within the state.
   
2. The ADAA Board of Trustees shall give each member of the State Association ninety (90) days written notice prior to dissolution.

Section 3. Local Organizations. Local organizations shall be dissolved in accordance with protocols set forth in the ADAA Manual of Procedures.

Article XVI - Parliamentary Authority

Robert’s Rules of Order Newly Revised (Current Edition) shall be the parliamentary authority for this Association and shall be applicable in all cases where it does not conflict with Bylaws, the ADAA Manual of Procedures and the standing rules of this Association.
Article XVII - Amendments

Section 1. Amendments. These Bylaws may be amended by the House of Delegates as follows:

A. By a two-thirds (2/3) vote, provided the proposed amendment has been previously:
   1. Reviewed by the appropriate subcommittees of the Council on Governance for any possible conflicts in governance and policy,
   2. Published in its final format on the ADAA Website thirty (30) days prior to the House of Delegates Session at which action is to be taken, and
   3. Considered by a reference committee convened during a recess of the House of Delegates Meeting in which the action is being taken. The reference committee shall report the recommended action to be taken by the House of Delegates.

B. By unanimous vote, provided the proposed amendment has been recommended for action by the House of Delegates and the proposed amendment was considered by a reference committee during a recess of the House of Delegates prior to action being taken. The reference committee shall report the recommended action to be taken by the House of Delegates.

Section 2. Revision. These Bylaws may be revised only upon authorization by the House of Delegates.

A. The House of Delegates shall authorize the appointment of a special committee for revision.

B. The proposed revision shall be submitted to the membership on the ADAA Website thirty (30) days prior to the House of Delegates Session at which action is to be taken.

Article XVIII Discipline

Section 1. Complaints. Complaints alleging a violation of the ADAA Principles of Ethics and Code of Professional Conduct by a member of the ADAA shall be administered by the Board of Trustees during an Executive Session, in accordance with the Parliamentary Authority of this Association and the ADAA Manual of Procedures.

A. The Board of Trustees shall have the authority to appoint a special committee to review the charges of the alleged violation and render an opinion as to the disciplinary action required.

B. The Board of Trustees shall have the final authority to impose any recommended discipline against a member.

C. All official records and minutes pertaining to any disciplinary procedure shall remain sealed and confidential regardless of the outcome.
**Article XVIII Discipline (continued)**

**Section 2. Appeals.** A member has the right to file a formal appeal to any disciplinary decision within thirty (30) days of the final determination.

A. The written appeal shall be delivered in writing by certified mail to the President, President Elect and the Executive Director of the American Dental Assistants Association.

B. Hearings on appeals shall be conducted during a regular meeting of the Board of Trustees during an Executive Session.

C. The rules established in the ADAA Manual of Procedures shall govern these appellate hearings.

D. All official records and minutes pertaining to any appeals process shall remain sealed and confidential regardless of the outcome.

**Section 3. Final Report.** A final report of any disciplinary action taken against a member shall be made during a regular meeting of the House of Delegates and recorded in the official minutes.

A. No report shall be offered to the House of Delegates until a disciplined member has had the official opportunity to complete an appeals process.

B. The report of disciplinary action to the House of Delegates shall consist of only:

1. The name of the member disciplined,

2. The disciplinary action taken, and

3. The official reason for discipline recorded in the minutes of the House of Delegates shall be “just cause.”