

Bylaws of The Minnesota Dental Therapy Association

Article I **Name**

The name of this organization shall be The Minnesota Dental Therapy Association (the Association).

Article II **Purpose and Mission**

Section 1. Purpose. The Association will be dedicated to the improvement of business conditions for dental therapists. Without limiting the foregoing, the purpose of the corporation is to advance the art and science of dental therapy; to maintain the highest standards of practice; to represent and protect the interests of the dental therapy profession; to improve the professional competence of the dental therapist; to raise awareness of the profession of dental therapy and to be an official channel of communication with the public on behalf of the Association's members.

Section 2. Mission. The mission of the Association is to respond to the needs and concerns of its members, to support the expansion of dental therapists in providing oral health care, and to improve the public's health by improving access to quality oral health care.

Article III **Membership**

Section 1. Membership Categories. The membership of the Association shall be composed of the following categories:

a. Voting Members. Voting membership may be granted to any individual who is licensed to practice dental therapy in Minnesota.

b. Non-voting Members:

1. **National/International Members.** National/International Membership may be granted to any individual who resides outside of the Minnesota; and holds a valid license/certificate to practice as a dental therapist.
2. **Student Members.** Student Membership may be granted to any student currently enrolled in a recognized dental therapy education program.
3. **Supporting Members.** Supporting Membership may be granted to individuals and organizations who support the purposes and mission of the Association but are not qualified for another class of membership. The categories of Allied Member shall include:
 - a. any previously licensed dental therapist not currently practicing in the dental therapy field; or any individual who receives a professional degree but did not become licensed.
 - b. other oral health professionals, including dentists, dental hygienists, dental assistants, and dental health aides.

Section 2. Membership Qualifications and Restrictions. Membership may be granted to any individual who meets the criteria set forth for each category of membership in these Bylaws, and who

abides by such other policies, rules, and regulations as the Board may adopt. There is no restriction on the minimum or maximum number of members. Memberships may not be transferred or assigned. No member, by virtue of membership, shall have any right, title or interest in the property of the Association.

Section 3. Application. Applications for membership shall be made to the Treasurer of the Association, using forms and procedures adopted by the Board. All such qualified applicants shall become members upon a majority vote of those present at a Board of Directors meeting, and upon payment of dues.

Section 4. Rights and Privileges of Membership. All members shall be entitled to attend the member meetings and social functions of the Association. Voting and office holding are privileges of Voting Members only, unless otherwise expressly authorized by these Bylaws. Each eligible Voting Member shall have one vote, and voting by proxy is not allowed.

Section 5. Expulsion and Reinstatement. The Board of Directors may censure, suspend or expel any member for cause after giving such member an opportunity for a hearing, following such procedures as the Board may adopt from time to time. A hearing is not required in the case of suspension or expulsion for non-payment of dues. Any member suspended or expelled may be reinstated by the Board of Directors.

ARTICLE IV **Dues**

Section 1. Establishment of Dues. The Board shall determine the amount of the annual dues payable, by member category, to the Association. All member dues payments shall be due and payable by the date or dates established by the Board. Dues shall not be refundable. Members shall pay dues for a full calendar year; dues will not be prorated, regardless of when a member is admitted.

Section 2. Non-Payment of Dues; Reinstatement. If dues are not paid within 60 days of the date on which they become due and payable, the Association shall notify the member that the member is in arrears. If the member does not pay the dues within 30 days thereafter, the member ceases to be a member of the Association unless such termination is delayed by the Board. Members whose membership has been terminated for non-payment of dues may be reinstated upon approval of the Board of Directors and payment of dues.

ARTICLE V **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. Officers and members of the Board of Directors will be elected. Annual reports of operations and budget shall be presented. Other business properly brought before the voting membership shall be transacted.

Section 2. Special Meetings. Special meetings of the voting members of the Association may be called at the request of the Board or by the President upon the request of at least 10% of the voting members sign, date, and deliver to the President or the Treasurer one or more written demands for the meeting describing the purpose for which it is to be held. The time and place for holding special meetings shall be determined by the Board.

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 less than five (5) days prior to the date of such meeting.

Section 4. Quorum. One-Third (1/3) of the voting membership 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.

Section 6. Member meetings held solely by means of remote communication. As determined by the board, an annual or special meeting of members may be held solely by one or more means of remote communication, if notice of the meeting is given to every member entitled to vote, and if the number of voting members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a member by that means constitutes presence at the meeting in person.

Section 7. Participation in member meetings by means of remote communication. As determined by the board, a member not physically present in person at an annual or special meeting of members may, by means of remote communication, participate in a meeting of members held at a designated place. Participation by a member by that means constitutes presence at the meeting in person.

Section 8. Unanimous Action Without a Meeting. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by all of the members entitled to vote on that action. The written action is effective when it has been signed, or consented to by authenticated electronic communication, by all of those members, unless a different effective time is provided in the written action.

ARTICLE VI

Board of Directors

Section 1. Authority and Responsibility. The affairs of the Association shall be managed by a Board of Directors (the Board). The Board shall have the power to do and perform all acts and functions consistent with the Articles of Incorporation, these Bylaws, and applicable law.

Section 2. Composition. The Board of Directors shall consist of the Officers of the Association, as defined in Article VII. Upon formation of the Association, the initial Board shall be composed of four (4) members as follows: the President, President-Elect, Treasurer, and Secretary. At such time as the Association has an Immediate Past President, the Board shall be composed of five (5) members, as follows: the President, President-Elect, Immediate Past President, Treasurer, and Secretary.

Section 3. Qualifications and Election. Only Voting Members shall be eligible to serve on the Board. At each annual meeting, Association Voting Members, by a majority of those present and voting, shall elect the Board.

Section 4. Terms; Vacancies. The terms of the Board positions shall correspond with the terms of the Officers, as set forth in Article VII. If one of the Board positions becomes vacant, the position shall be filled by the individual who fills the vacant office, in accordance with Article VII.

Section 5. Meetings. The Board shall meet at least four (4) times per year.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting; provided that when less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting to another time without further notice.

Section 7. Meetings solely by means of remote communication. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 8. Participation in meetings by means of remote communication. A director may participate in a board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 9. Action without a meeting. An action requiring member approval that is required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed, or consented to by authenticated electronic communication, by all directors. An action not requiring member approval that is required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed, or consented to by authenticated electronic communication, by a majority of all directors. When such written action is permitted to be taken by less than all directors, all directors must be notified immediately of its text and effective date, and the written action shall be effective when signed by the required number of the directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action.

ARTICLE VII

Officers

Section 1. Officers. The Officers of the Association shall be the President, President-Elect, Immediate Past President, Treasurer, and Secretary. No two (2) offices may be held simultaneously by the same person.

Section 2. President. The President shall preside at all meetings of the Board of Directors and members. The President shall be responsible for leadership of the Association in discharging its powers and duties and shall, in general, supervise all of the business and affairs of the Association subject to the direction of the Board, and perform such duties as are assigned by the Board of Directors from time to time. The President may sign contracts and other instruments on the Association's behalf.

Section 3. President-Elect. The President-Elect shall assist the President and shall substitute for the President when required, including presiding over meetings when the President is absent, and shall perform such duties as are assigned by the Board of Directors from time to time.

Section 4. Immediate Past President. The office of Immediate Past President shall be filled by the person who has most recently served as President and who is still active in the Association. The Immediate Past President shall perform such duties as are assigned by the Board of Directors from time to time.

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 access to records of all receipts, disbursements, assets, and liabilities of the Association and shall make a financial report to the voting membership on the financial condition of the Association at least annually, and to the Board of Directors upon request.

Section 6. Secretary. The Secretary will keep minutes of the meetings of the Board of Directors and members of the Association, and will process membership applications. In addition the Secretary will perform such duties as are assigned by the Board of Directors from time to time.

Section 7. Qualifications for Office; Nominations; and Election. Only voting members are eligible to hold office. The President shall succeed to the office of President upon expiration of the President's term of office. The President-Elect shall succeed to the office of President upon expiration of the President's term of office. The Board shall nominate individuals for election to the office of President-Elect, Treasurer and Secretary. The President-Elect, Treasurer, and Secretary shall be elected by the Voting Members at each annual membership meeting. 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.

Section 8. Terms. Treasurer and Secretary will serve 2 year terms. All other Officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office.

Section 9. Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice to the other officers. In addition, any officer may be removed by a majority vote of the remaining officers. Officers are expected to attend all meetings of the Board of Directors and members. To maintain his or her position, an officer cannot miss more than 2 meetings per year.

Section 10. Officer Vacancies. Vacancies in any office shall be filled on a temporary basis by the Board of Directors 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.

ARTICLE VIII **Committees**

The Board may create and appoint the members of committees, as it deems necessary or expedient. All committees will work at the direction of the Board and report, either in writing or in person, to the Board. With approval of the Board, any committee may make a report to the Board or the membership. The Board reserves the right to guide and/or dissolve any committees at any time and for any reason.

Article IX **Parliamentary Authority**

The rules contained in the current edition of Roberts Rules of Order Newly Revised, shall govern all meetings of the Board and voting membership meetings, in all cases to which they are applicable and any special rules of order the Association may adopt.

Article X **Amendments**

The Board of Directors may propose an amendment to these bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a duly-called meeting of the members. The proposed amendment shall be adopted when it receives the affirmative vote of a majority of the members voting.