

Bylaws

ARTICLE I NAME AND PURPOSE

Section 1. Name. The name of this corporation shall be the Southern Nevada Dental Hygienists' Association (hereinafter referred to as "SNDHA"), a Nevada not-for-profit corporation.

Section 2. Purpose. In addition to the purposes set forth in the SNDHA's Articles of Incorporation, as may be amended, the purposes of the SNDHA are to improve the oral health of the public; to advance the art and science of dental hygiene; to maintain the highest standards of dental hygiene education and practice; to represent and protect the interest of the dental hygiene profession; to improve the professional competence of the dental hygienist; to foster research in oral health; to provide professional communications; and to conduct other activities as may be permitted by the State of Nevada to carry out the purposes of the SNDHA.

Section 3. Mission. To improve the public's total health, the mission of the SNDHA is to advance the art and science of dental hygiene by increasing the awareness of and ensuring access to quality oral health care, promoting the highest standards of dental hygiene education, licensure, practice, and research, and representing and promoting the interests of dental hygienists, and to position the dental hygienist as the preventive oral health professional.

Section 4. Offices. The SNDHA shall have and continuously maintain in the State of Nevada 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 Nevada, as the BOT 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 SNDHA; (ii) shares interest in and supports the purposes of the SNDHA; (iii) abides by these bylaws, the American Dental Hygienists' Association's (ADHA) Code of Ethics for Dental Hygienists, and such other policies, rules, and regulations as the SNDHA may adopt; and (iv) meets such additional criteria for each category of membership in the SNDHA as the BOT may establish.

Section 2. Membership Categories. The membership of the SNDHA shall be composed of the following categories:

A. Voting Members

1. Professional 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 SNDHA.

2. Retired/Senior Status. Professional 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 election of a general quorum of SNDHA to any professional member who after twenty (20) cumulative years (i) has made significant contributions to the dental hygiene profession, (ii) submitted an application for Life membership to the BOT; and (iii) is nominated by the BOT. Notwithstanding the foregoing, all of ADHA’s Past Presidents completing a full term in office automatically shall be granted Life membership. The SNDHA component dues shall be waived.

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 election of a general quorum of SNDHA 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 SNDHA BOT.

5. Allied Members. Allied membership may be granted to any individual who supports the purposes and mission of the SNDHA 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 SNDHA’s mission.

Section 3. Rights, Duties, and Privileges.

A. Voting and supporting members must be members of a constituent and SNDHA. All members shall be entitled to attend the member meetings and social functions of the SNDHA.

B. Voting members shall have the right to vote, hold office, be elected a delegate or alternate to the NDHA House of Delegates, be a trustee to the NDHA BOT, be elected or appointed to any office, board, council or committee of SNDHA and other such privileges as SNDHA may determine. All other rights, powers and responsibilities conferred by law upon members of a nonprofit corporation shall be exercised solely by the SNDHA BOT. Each eligible voting member shall have one (1) vote in the election of delegates.

C. No individual member of the SNDHA shall have the right to vote, without limitation, on the amendment of SNDHA Articles of Incorporation, the merger or dissolution of the SNDHA, or the amendment of its bylaws.

- D. Non-voting members shall have such privileges as the SNDHA BOT shall determine, but shall not have the right to vote or hold office.

Section 4. Disciplinary Action/Termination of Membership.

- A. **Grounds for Discipline.** The SNDHA may discipline a member for any of the following reasons:
 1. Failure to comply with these bylaws, the ADHA's Code of Ethics for Dental Hygienists, or any other rules or regulations of the SNDHA;
 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 SNDHA.
- 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 thirty (30) 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 SNDHA. Such disciplinary actions shall be conducted in accordance with procedures established by the BOT.
- 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 ADHA, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the BOT or their designee(s) shall establish, unless such termination is delayed by the BOT.
- D. **Resignation.** A member desiring to resign from the association shall submit such resignation in writing to the SNDHA president, the NDHA executive director, and the ADHA executive director. Dues are non-refundable.

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 ADHA; and (iii) meeting such additional terms and conditions as may be established by the BOT.

Section 6. Transfers. A member of a Component may transfer to another Component by written request addressed to the central office of the ADHA. The central office of the ADHA shall effect the transfer and promptly shall notify the affected Components. Full membership privileges shall be granted to the transferring member in the new Component, and the new Component shall give the transferring member a credit for the full amount of any dues paid to the previous Component to be applied towards dues in the new Component.

ARTICLE III DUES AND ASSESSMENTS

The initial and annual dues and assessments for all members of the SNDHA shall be determined by the BOT. Under special circumstances, the SNDHA BOT, or its designee(s) may waive or reduce the annual dues and /or assessments for any member.

ARTICLE IV MEETINGS

Section 1. Regular Meetings. Regular meetings shall be held at the time and place determined by the SNDHA BOT.

Section 2. Special Meetings. Special meetings of the voting members of the SNDHA may be called at the request of three-fourths (3/4) of the BOT, or at the written request of two-thirds (2/3) of the SNDHA's voting members. The time and place for holding special meetings shall be determined by the BOT.

Section 3. Notice. Notice of any 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. General Quorum. The lesser of (i) ten percent (10%) of the voting members of the SNDHA; or (ii) one hundred (100) eligible voting members of the SNDHA 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 Nonprofit Corporations chapter of the Nevada Revised Statutes, as may be amended. A mail or electronic vote may be called by the BOT.

ARTICLE V BOARD OF TRUSTEES

Section 1. Authority. The affairs of the SNDHA shall be managed by the Board of Directors (which shall be referred to in these bylaws as the "Board of Trustees" (BOT), which shall have supervision, control and direction of the SNDHA, 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 BOT shall act for and on behalf of the voting members between regular meetings to establish interim policy. The BOT 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 BOT shall report to the SNDHA membership.

Section 2. Composition. The BOT shall be composed of the elected officers of SNDHA (6), President, President-Elect, Secretary, Treasurer, Trustee and the Immediate Past President.

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

Section 4. Qualifications. Only voting members of the SNDHA shall be eligible to serve on the BOT

Section 5. Rights and Duties. The duties of the BOT shall include, but not be limited to:

- A. Assume responsibility for all property, real and personal, owned or held by the SNDHA and cause to be bonded, officers and employees entrusted with such property.
- B. Cause the accounts of the SNDHA to be verified annually.
- C. Assist the Treasurer in preparing an itemized budget proposal for each upcoming fiscal year, to be presented at a general business meeting prior to the start of the fiscal year. The BOT will review and approve amendments to the budget as may be necessary or appropriate.
- D. Report to the general membership, annually, reviewing the activities of the BOT.
- E. Adopt rules and regulations for the conduct of the affairs of the SNDHA.
- F. Determine policies and standard for the investment of the SNDHA funds.
- G. Determine policies and standards for any publication of the SNDHA.
- H. Retain such employees and/or professional services as may be deemed necessary or advisable for the proper conduct of the SNDHA business, to establish their compensation, and to bond such employees if deemed advisable.
- I. Levy assessments against the membership and to terminate the membership of members who do not satisfy such assessments. Any assessment must be approved by two-thirds (2/3) vote of the general membership present at the meeting where the vote is taken.
- J. Perform such other duties as are prescribed or permitted by the laws of the State of Nevada, these bylaws and the policies adopted by the BOT.
- K. Amend and adopt the upcoming fiscal year's budget prior to its introduction at the general business meeting.

Section 6. Terms. The President, President-Elect, Secretary, Treasurer, Trustee and the Immediate Past President shall remain on the BOT for the duration of their term in office.

Section 7. Meetings. Meetings of the BOT shall be at the call of the President or of any two (2) BOT members.

Section 8. Meeting by Conference Call. Any action to be taken at a meeting of the BOT 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 may be delivered a minimum of forty-eight (48) hours prior to the meeting.

Section 9. Quorum. A majority of the BOT shall constitute a quorum for the transaction of business at any duly called meeting of the BOT; provided that when less than a quorum is present at said meeting, a majority of the BOT members present may adjourn the meeting to another time without further notice.

Section 10. 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 BOT, unless the act of a greater number is required by law, the articles of incorporation, or these bylaws.

Section 11. Action by Written Consent. Any action requiring a vote of the BOT may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the members of the BOT entitled to vote with respect to the subject matter thereof.

Section 12. Compensation. No elected officer shall receive compensation for services as an officer; however, the SNDHA BOT may authorize reimbursement of expenses incurred in the performance of their duties for the association and prescribe procedures for approval and payment of such expenses.

Section 13. Removal. Any SNDHA BOT member may be removed from office for such cause as (i) revocation of the license to practice dental hygiene, (ii) violation of these bylaws or Code of Ethics or any lawful rule, practice, or procedure adopted by the SNDHA, (iii) or any conduct deemed unprofessional, prejudicial or injurious to the SNDHA, the NDHA, or the ADHA. For any SNDHA BOT member to be removed, it shall be necessary for the voting members of the SNDHA to hold a formal hearing. The BOT member shall have fifteen (15) days notice and the opportunity to present any defense to the charges before the action is taken. A two-thirds (2/3) vote shall be necessary to remove the SNDHA BOT member from office.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the SNDHA shall be a President, President-Elect, Secretary, Treasurer, Immediate Past President, Trustee, Delegates and Alternates, Committee Chairs, Parliamentarian, and Historian (collectively, "Officers"). No two (2) voting BOT offices may be held simultaneously by the same person.

Section 2. President. The President shall be the principal elected officer of the SNDHA and shall have general supervision and direction of all officers and business affairs of the SNDHA. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office. The President shall:

- A. Preside at all meetings and call special meetings when duly directed by the voting members or the BOT of the SNDHA,
- B. Plan and announce all meetings, plans, and programs for the SNDHA, and prepare the meeting agenda.
- C. Serve as a member of the BOT of the NDHA and present such reports of the business conducted in the SNDHA as may be requested by the NDHA BOT,
- D. Represent the SNDHA at the NDHA Board of Trustee meetings,
- E. Represent the SNDHA on the NDHA Legislative Committee,
- F. Appoint a Parliamentarian, Historian, and all standing committees except the Nominating Committee with the approval of the SNDHA BOT,
- G. Appoint special committees as necessary with the approval of the SNDHA BOT,
- H. Serve as an "ex-officio" member of all committees of the SNDHA,
- I. Sign SNDHA checks for approved expenditures, if necessary,
- J. Submit an annual report of the activities of the SNDHA for the current year. This report is to be filed with the Executive Director of the NDHA at least sixty (60) days prior to the annual NDHA House of Delegates meeting, and
- K. Perform such other duties as may be required.

Section 3. President-Elect. The President-Elect shall assist the President and shall substitute for the President when required. 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. The President-Elect shall:

- A. Have the power of and perform the duties of the President during any absence or disability of the President, and any other duties as may be determined by the SNDHA BOT, and
- B. Assist the President in the supervision and direction for all committees and programs.

Section 4. Secretary. The Secretary shall be the principal recording officer of the SNDHA. The Secretary shall:

- A. Record the minutes of the BOT meetings and the regular business meetings, as well as any duly called special meetings of the SNDHA,
- B. Report recommendations and actions of the BOT to the general membership of the SNDHA,
- C. Handle all correspondence for the SNDHA,
- D. File all documents and essential correspondence,
- E. Keep *Bylaws* current for reference, and
- F. Perform such other duties as may be required.

Section 5. Treasurer. The Treasurer shall be the principal financial officer of the SNDHA. The Treasurer shall:

- A. Record all dues and other income collected, and deposit dues and income to the SNDHA account,
- B. Endorse expenditures of the SNDHA, and pay all bills of the SNDHA upon approval of the BOT,
- C. Maintain accurate financial records of the SNDHA,
- D. Serve as chairperson of the Budget and Finance Committee, and as a member of the Membership and Hospitality Committees,
- E. Submit for approval a proposed annual budget to the BOT prior to its introduction at the general business meeting, and
- F. Submit the financial records and the year-end financial statement for audit at the close of the fiscal year, or at the request of the BOT.

Section 6. Immediate Past President. The Immediate Past President shall have such duties as may be assigned by the President or the BOT.

Section 7. Trustee. The Trustee leads the SNDHA delegation at the NDHA House of Delegates, as they represent

- A. Attend the SNDHA BOT meetings,
- B. Represent and report results of the NDHA's Board of Trustee meetings and appropriate Nevada State board of Dental Examiner's (NSBDE) meetings to the SNDHA membership, and
- C. Perform such other duties as may be required.

Section 8. NDHA Delegates and Alternates. The NDHA Delegates represent the SNDHA at the annual NDHA House of Delegates meeting. Alternate Delegates serve in the temporary absence of an NDHA Delegate. The Delegates shall:

- A. Attend the annual NDHA House of Delegates meeting,
- B. Serve for a term of two (2) years, with tenure limited to two (2) consecutive terms. (Alternates shall serve for a term of one (1) year),
- C. Be elected no less than sixty (60) days prior to the annual NDHA House of Delegates
- D. Attend pre-House of Delegates preparatory meetings, and
- E. In the event of a vacancy among the delegates, the vacancy shall be filled by the alternates as designated by their elected order, to serve for the duration of the House of Delegates. If there are no alternates to fill the vacancies, the SNDHA President will appoint delegate(s) or alternate(s) with BOT approval.

Section 9. Committee Chairs. Committee Chairs shall:

- A. Select and appoint, upon the approval of the BOT, committee members as necessary,
- B. Submit a proposed committee budget within sixty (60) days after assuming office, and
- C. Submit an annual report of the activities of the committee for the current year to the SNDHA President by March 15th of each year.

Section 10. Parliamentarian. The Parliamentarian shall:

- A. Furnish parliamentary procedure information to the members and the President on request,
- B. Conduct and supervise drills in parliamentary procedure,
- C. Attend Board of Trustee meetings if requested, and
- D. Assist the Secretary in keeping Bylaws current for reference.

Section 11. Historian. The Historian shall:

- A. Compile an official record of the SNDHA history and pictorial review, and
- B. Update previous records as needed.

Section 12. Qualifications for Office. Only voting members are eligible to hold office.

Section 13. Term.

- A. The President, President-Elect, Secretary 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 and Trustee shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office.
- C. The Secretary may not serve more than three (3) consecutive terms. Other 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 14. Election.

- A. The President-Elect and Secretary shall be elected annually by the voting members of the SNDHA at the regular meeting of the general membership in April.
- B. The Treasurer and the Trustee shall be elected every other year by the voting members of the SNDHA at the regular meeting of the general membership in April.
- 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 immediately following the installation ceremony held at the regular meeting of the general membership in May.
- E. The President shall appoint chairpersons and members of the councils and committees, according to council chairs' recommendations for committee chairs. The appointees are subject to approval by the BOT. Chairpersons and members of special committees shall serve terms coinciding with that of the President making the appointment.

Section 15. Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the BOT. 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 SNDHA would be served by such removal. Sufficient cause for such removal may be: a violation of these bylaws, the Code of Ethics, or any lawful rule, practice or procedure adopted by the SNDHA; loss of the license to practice dental hygiene; or other conduct deemed by the BOT to be prejudicial to the best interest of the SNDHA. For removal of an elected officer for cause, it shall be necessary for the body which elects that officer to hold a formal hearing. A statement of the charges shall be sent by registered mail to the last recorded address of the officer. The notice shall state the time and place of the meeting at which the charges are to be considered. At least thirty (30) days notice shall be given, and the officer shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before action is taken. The body holding the hearing shall adopt such rules as may be necessary to assure due process to the officer. 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 16. 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 regular meeting of the general voting membership. In the event the President- Elect position is vacant at such time as there becomes a vacancy in the office of President, the BOT immediately shall fill the office of President and such appointee shall hold office until the next regular meeting of the general voting membership. 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 COMMITTEES

Section 1. Standing Committees. The standing committees of the SNDHA shall be:

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| A. Student Member Relations | G. Legislative |
| B. Audit | H. Membership |
| C. Budget and Finance | I. Newsletter |
| D. Community | J. Public Relations and Publicity |
| E. Educational Programs | K. Ways and Means |
| F. Hospitality | L. Website, Batch Fax, Evite |

- A. Student Member Relations.** The Student Member Relations Committee shall be responsible for maintaining an open and nurturing line of communication with the College of Southern Nevada dental hygiene school. The Student Member Liaison shall chair the Student Member Relations Committee. The committee shall:
1. Inform the SNDHA BbT of activities at the CSN dental hygiene school,
 2. Inform the CSN dental hygiene students of activities of the SNDHA, and
 3. Coordinate mentoring of the students by licensed dental hygienists.
- B. Audit.** The Audit Committee shall be responsible for the annual audit of the Treasurer's records. The Audit Committee shall be composed of three (3) voting members of the SNDHA. The committee shall:
1. Examine and verify (audit) the accounts of the SNDHA annually, or at the request of the BOT, and
 2. Submit a written report and year-end financial statement to the BOT when an audit is completed, for approval and adoption by the general membership of the SNDHA.
- C. Budget and Finance.** The Budget and Finance Committee shall be responsible for the preparation of the annual SNDHA budget. The Treasurer shall be the chair of the Budget and Finance Committee. The committee shall:
1. Prepare the budget for the ensuing fiscal year, and
 2. Submit the prepared budget to the BOT and the SNDHA general membership for approval within sixty (60) days of installation of officers in May.
- D. Community.** The Community Committee shall be the liaison between the Association and the Southern Nevada community. The "Tooth Fairy" shall be the chair of the Community Committee. The committee shall:
1. Coordinate the use of the toothbrush fund, and
 2. Coordinate dental hygiene community programs.
- E. Educational Programs.** The Educational Programs Committee shall be responsible for continuing education events sponsored by the SNDHA. The President-Elect shall be the chair of the Educational Programs Committee. The committee shall:
1. Recruit speakers and organize all continuing education events,
 2. Announce upcoming programs according to established SNDHA procedure,
 3. Announce program changes and corrections,
 4. Communicate/consult with the BOT regarding educational program events, and

5. Coordinate, obtain, and assure the return of all audio/visual equipment, venues, and SNDHA properties necessary for all SNDHA sponsored educational events.
- F. Hospitality.** The Hospitality Committee shall be the welcoming branch of the SNDHA. The committee shall:
1. Welcome members and guests at SNDHA meetings,
 2. Maintain a record of participation for permanent file,
 3. Deliver continuing education certificates, and
 4. Coordinate with Ways and Means to promote fund raising activities.
- G. Legislative.** The Legislative Committee shall be responsible for representing and protecting the interest of the dental hygiene profession in legislative matters. The committee shall:
1. Promote the representation of dental hygiene in related statewide activities,
 2. Develop legislative activity,
 3. Advocate for the equal opportunity for dental hygienists in education, employment, and advancement, and
 4. Assist in making long range goals.
- H. Membership.** The Membership Committee shall be responsible for promoting membership in our professional Association. The committee shall:
1. Maintain accurate records of the SNDHA membership status,
 2. Encourage and invite all dental hygienists to attend meetings,
 3. Endeavor to recruit non-members, and
 4. Accept membership applications and forward them to the ADHA for processing.
- I. Newsletter.** The Newsletter Committee shall be responsible for the production of all SNDHA newsletters. The committee shall:
1. Edit and publish newsletters, approved by the BOT, in August to all registered dental hygienists living in the southern portion of the state, and in January and April to SNDHA members only,
 2. Inform all officers of deadline dates,
 3. Request articles and features for the newsletter as needed,
 4. Solicit advertising to offset publishing and printing costs,
 5. Set advertising prices with the approval of the BOT, and
 6. Perform such other duties as may be required.
- J. Public Relations and Publicity.** The Public Relations and Publicity Committee shall be responsible for promoting the recognition and appreciation of the dental hygienists in the SNDHA. The committee shall:
1. Encourage the SNDHA participation in community service,
 2. Formulate plans for special event such as National Dental Hygiene Week and Children's Dental Health Month in February,
 3. Supply information about the SNDHA activities to the local media, and
 4. Choose a spokesperson and arrange press conferences as needed.
- K. Ways and Means.** The Ways and Means Committee shall be responsible for fund raising events for the SNDHA. The committee shall:
1. Develop new ways to supplement the SNDHA treasury, and
 2. Organize and coordinate accepted ways and means projects.
- L. Web site, Batch Fax, and Evite.** The Website, Batch Fax and Evite Committee shall be the information dissemination branch of the SNDHA. The committee shall:
1. Maintain and update all aspects of the website,
 2. Send monthly meeting information and updates by means of a batch fax as directed by the BOT, and
 3. Send Evite invitations via e-mail for monthly meetings.

- A. All chairpersons shall prepare a written annual report of the activities of their respective committees for the fiscal year (July 1- June 30).
- B. Permanent records of each committee shall be transferred to successors at the end of the term.

ARTICLE VIII ELECTRONIC MEETINGS

Any action to be taken at a BOT, voting member, or committee 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 IX USE OF ELECTRONIC COMMUNICATION

Section 1. Action Without a Meeting. 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.

Section 2. Procedures. A report of any action taken by mail, facsimile transmission (fax) or electronically, shall be verified and made a part of the minutes of the next meeting of that body.

ARTICLE X FINANCE

Section 1. Contracts. The BOT may authorize any officer or officers, agent or agents of the SNDHA, 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 SNDHA, 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 NDHA shall be signed by such officer or officers, agent or agents of the NDHA and in accordance with procedures established by a two-thirds (2/3) vote of the NDHA House of Delegates. In the absence of such determination by the BOT, such instruments shall be signed by the Treasurer.

Section 3. Deposits. The SNDHA shall be self-sustaining. Funds shall consist of monies received by SNDHA from all sources. Funds shall be deposited to the credit of the SNDHA in such banks, trust companies, or other depositories as the BOT shall select.

Section 4. Bonding. The BOT shall provide for the bonding of such officers and employees of the SNDHA as it may determine is necessary and/or appropriate.

Section 5. Gifts. The BOT may accept on behalf of the SNDHA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the SNDHA.

Section 6. Books and Records. The SNDHA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the BOT, and any committees having the authority of the BOT.

Section 7. Annual Audit. The BOT shall cause the accounts of the SNDHA to be verified annually by the Audit Committee. A report of the financial condition of the SNDHA shall be made to the membership of the SNDHA when audits are completed.

Section 8. Fiscal Year. The fiscal year of the SNDHA shall begin July 1st of each calendar year and end June 30th of the succeeding year.

Section 9. Transfers. Any member transferring to another Component from the SNDHA shall be given a credit for the full amount of any dues paid to the SNDHA and shall be paid directly to the new Component and applied towards dues in the new Component.

ARTICLE XI INDEMNIFICATION

The SNDHA shall, to the fullest extent permitted by the Nonprofit Corporations chapter of the Nevada Revised Statutes, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said statutes from and against any and all of the expenses, liabilities or other matters referred to on or covered by said statutes, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation of the SNDHA or any agreement, or vote of disinterested trustees or otherwise, BOT as to action undertaken in his or her official capacity and as to action in another capacity for another corporation or other entity which is undertaken at the behest of the SNDHA, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. To the extent permitted by applicable law, the indemnification provided shall be contingent upon the indemnitees' giving of proper notice of any claims for which indemnification is or may be sought and the indemnitees' agreement that the SNDHA, its designee or its insurance carrier shall be empowered to control, should it so elect, the manner, nature and extent of the defense, the attorneys to be retained to handle the defense, and the terms of settling or resolving any and all such claims for which indemnification is or may be sought.

The indemnification provided by this article shall be limited to the assets of the SNDHA, and no one shall be personally or individually liable therefore to any extent.

The SNDHA may purchase and maintain insurance on the behalf of any person, who is or was a trustee, officer, employee, agent or delegate of the SNDHA against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such or arising out of his or her capacity with another corporation or another entity which is undertaken at the behest of the SNDHA, whether or not the SNDHA would have the power to indemnify him or her against such liability under the provision of this Article.

ARTICLE XII 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 XIII AMENDMENTS

Section 1. Proposed Amendments. The BOT may propose amendments, in whole or in part, to these bylaws.

Section 2. Approval of Amendments. These Bylaws may be amended at any regular business meeting of the SNDHA by two-thirds (2/3) vote of the voting members present, provided the amendment has been submitted in writing or read at the previous regular business meeting. If a revision of Bylaws has been authorized, notice that the revision committee will report at the next meeting shall be deemed sufficient notice.

Section 2. Distribution. A current copy of these Bylaws shall be on file with the SNDHA, the NDHA Executive Director, and the Secretary of State.

ARTICLE XIV DISSOLUTION

In the event of the dissolution of the SNDHA, the BOT shall, after paying or making provision for the payment of all of the liabilities of the SNDHA, distribute all of the remaining assets of the SNDHA (except any assets held by the SNDHA 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 NDHA, or, if the NDHA is no longer in existence, exclusively for the purposes of the SNDHA 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 BOT 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 SNDHA 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 XV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the SNDHA in all cases to which they are applicable and in which they are not inconsistent with Nevada Revised Statutes, these bylaws, and any special rules of order the SNDHA may adopt.

ARTICLE XVI SUPREMACY CLAUSE

The Bylaws of the SNDHA shall not be in conflict with the Bylaws of the NDHA or the 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 the NDHA.

ARTICLE XVII PUBLICATIONS

Section 1. Website. The official publication of the SNDHA shall be the SNDHA-designated portion of the NDHA website www.nvdha.org.

Section 2. Additional Publications. The BOT may authorize additional means of communication.

Section 3. Appointments and Reports. The manager of the SNDHA website shall be appointed by the SNDHA President and approved by the BOT, and shall submit a typed annual report to the BOT.