

## **Bylaws of Washington Denturist Association**

### Article 1 – Membership

1.1 Election of Members: A person, firm, or corporation may be elected upon being proposed for membership by a member, by written application to the president or secretary, and favorably passed on by a majority of members present at a meeting of the Association or at a meeting of the Board of Directors or the executive committee.

1.2 Classification and Qualification: The Association shall have six classes of members: The cost of each class of membership is to be set by the Board of Directors.

a) Active members: Active members are currently licensed denturists, with voting rights and access to all membership benefits and privileges of the association.

b) Associate member: Associate members may include sales reps, spouses, and other persons whom do not fall into any other classification of membership. Associate members are entitled to an associate member certificate, newsletter subscription, members-only rates for meetings, CE credits for attendance of educational lectures at meetings. Associate members are not entitled to malpractice insurance, may not be a board member or officer, do not have business listing on the website, and do not have voting privileges.

c) Student membership: Must be a current student of a denturist college recognized for licensure by the State of Washington. Student members may attend Spring and Fall meetings and CE courses at these meetings, although no CE credits will be issued. Student members may not be licensed in Washington, or in any other state or country. Student members are non-voting, are not entitled to a membership certificate or newsletter, and do not have access to the malpractice insurance available to active members. There is no cost for current students for the student membership.

d) Honorary membership: An honorary membership may be bestowed upon an individual, who is a current or past member, by a majority vote of the board of directors, on a case-by-case basis. Nominees for honorary membership must be proposed to the board by a current member. This classification is reserved for truly exceptional circumstances. Honorary members are entitled to all active member benefits, and there will be no fee attached to this membership.

e) Retired members: Individuals who are retired from the practice of denturism, and are not engaged in any significant financial endeavor allied to denturism. Retired members must have been an active, dues-paying member for at least 10 years. Retired members shall receive a newsletter, be able to attend meetings at active member rates, CE credits for attended courses, and will receive membership certificate. Retired members may not hold any board or officer position, may not vote, and will not receive a business listing in the association directory. The cost of membership in the retired member category is to be set by the Board of Directors, pursuant to Section 1.4.

f) Vendor/ Corporate member: Vendor/ corporate members shall receive a newsletter, and other sponsorship opportunities as might be offered and available, as set forth by the Board of Directors. The cost of a vendor/ corporate sponsorship The cost of membership in the retired member category is to be set by the Board of Directors.

Election of Members: A person, firm, or corporation may be accepted upon being proposed for membership by a current member in good standing, by written application to the president, Board of Directors, or Executive Director, and favorably passed on by a majority of members present at a meeting of the Association or at a meeting of the Board of Directors or the executive committee.

1.3 Resignation: Any member may resign from the Association by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued or unpaid.

1.4 Suspension: A member may be suspended for a period or expelled for cause such as violation of any of the bylaws, nonpayment of dues, or for conduct prejudicial to the best interest of the Association. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors, provided that a statement shall have been mailed by registered mail to the member of the charges to his last recorded address at least fourteen days before said action is taken; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action. The member shall be given an opportunity to appear at the time and place mentioned in such notice.

1.5 Membership Certificates. The Association may issue certificates evidencing membership in the Association. Certificates may be issued to any member who has been a member in good standing for a continuous period of not less than three months. Membership is not transferable or assignable. In the event such certificate is issued, it shall contain a notation that the membership is not transferable or assignable.

## ARTICLE 2 – DUES

2.1 Amount of Dues: The Board of Directors may determine from time to time the amount of the initiation fees, if any, and monthly dues payable to the Association by members. Voting members shall pay higher monthly dues than associate members, with the amount of that difference to be determined by the Board of Directors. Dues shall be payable in advance on the first day of each month.

2.2 Default: When any member shall be in default in the payment of dues for a period of three months, his membership may be suspended or terminated by the Board of Directors in the manner provided by bylaw 1.4.

## ARTICLE 3 – MEMBERSHIP MEETINGS

3.1 Annual Meeting: At least one annual meeting of members (voting and associate) shall be held, with time and place designated and selected by the Board of Directors. Notice shall fix the time of the meeting at the earliest date permissible under the applicable notice requirements.

3.2 Special Meetings: Special meetings of the voting members may be called by the president, by the Board of Directors, or by voting members having 1/20<sup>th</sup> (sic) of the votes to be cast at such special meeting, and shall be held at such time and place as may be designated by the notice.

3.3. Notice: Written or printed notice stating the place, day and hour of the annual meeting shall be delivered not less than seven nor more than ninety days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the persons calling the meeting to each voting and associate member entitled to vote at such meeting in accordance with the foregoing sentence. Associate members shall not be entitled to notice of special meetings. If notice is mailed, it shall be deemed to be delivered when deposited in the United States mail, with postage fully prepaid thereon, addressed to the member at his most recent address as it appears on the records of the Association.

3.4 Voting: Each voting member shall have one vote on each matter submitted to a vote of the voting members. Each associate member shall be entitled to one vote in the election of each director at the annual meeting. Except as so provided, no associate member shall be entitled to vote on any matter submitted to a vote of the voting members. Each associate member shall be entitled to notice of and to participate in each annual meeting of members. Any member which is a firm or corporation may be represented at any meeting by an employee, officer, or other agent so designated by the firm or corporation, but each firm or corporation shall be entitled to only one vote.

3.5 Quorum: The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members, unless a greater portion is required by laws of by these bylaws. Those voting members present at any annual or special meeting of members, constitute a quorum at the meeting.

#### ARTICLE 4 – BOARD OF DIRECTORS

4.1 Number and Qualification: The business affairs of the Association shall be managed by a Board of Directors, composed of seven (7) Directors. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. Directors shall be voting members of the Association and must be voting members in good standing for a period of at least one year prior to appointment or election. An employee, officer or other agent of a member which is a firm or corporation shall be eligible for appointment or election is a voting member in good standing, as provided in the preceding sentence, and further providing that such employee, officer or agent is engaged in the practice of Denturism.

4.2 Election and Term: At the first meeting of the members held after the adoption of these bylaws, there shall be an election of Directors, one-third of whom shall be elected for a term of one year, one-third of whom shall be elected for a term of two years, and one-third for three years. At each annual meeting thereafter, a number of Directors equal to those whose terms have expired shall be elected for the term of three years. At the expiration of any term of three years, any director may be re-elected. In lieu of election at the annual meetings of members, the members may authorize election of Directors by mail under such terms and conditions as the members deem appropriate.

4.3 Meetings: Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may determine, either without notice other than the resolution fixing the time and place of the regular meetings, or upon such notice as the Board of Directors determines. Special meetings of the Board of Directors shall be held whenever called by or at the request of the president, any three Directors, or the executive committee. The meetings shall be held at such time and place as shall be designated in the call of the meeting.

4.4 Notice: Notice of any special meeting of the Board of Directors shall be given at least 24-hours previously thereto by telephone or at least 48-hours previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown on the records of the Association. Attendance of a director at any meeting shall constitute a waiver of the notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by law or by these bylaws.

4.5 Quorum: A majority of the number of Directors fixed by bylaw 4.1 shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the laws of by these bylaws.

4.6 Vacancies: Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of the majority of the remaining Directors through less than a quorum of the Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.

4.7 Removal: All of (sic) any number of Directors may be removed, with or without cause, at a meeting of the members of the members expressly called for that purpose by a vote of the majority of the members entitled to vote at an election of Directors.

## ARTICLE 5 – OFFICERS

5.1 Enumeration: The officers of the corporation shall be a president, one or more vice-presidents (as determined by the Board of Directors), a secretary and a treasurer. The Board of Directors may appoint such other officers as it shall deem desirable, such officers to have the authority to perform duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

5.2 Election and Term of Office: The officers of the Association shall be elected at the annual meeting, for a term of two years each. Names for nomination shall be submitted to the Board of Directors and voted upon by the full membership. If the election of officers shall not be held at such meetings, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been elected and qualified. Any officer may be re-elected, but shall serve no more than two (2) successive terms.

5.3 Removal of Officers: Removal of Directors and officers must be decided by a vote of the membership provided that a quorum is present.

5.4 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5.5 President: The president shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed; and in general he shall perform all duties incidental to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

5.6 Vice-President: In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

5.7 Secretary/ Treasurer: The secretary shall keep the minutes of the meetings of the members and of the Board of Directors; oversee all functions and duties of the executive director, and shall be responsible for hiring, firing, oversight of all executive director functions and duties, as directed by the board and president, and, in general, shall perform all duties incidental to the office of secretary/ treasurer and such other duties as from time to time may be assigned to him by the president or the Board of Directors.

5.8 Executive Director/ Bookkeeper: The Executive Director/ Bookkeeper shall have charge and custody of, and be responsible for, all funds, securities, assets, and books of account of the association, maintaining a current membership roster, setting up Spring and Fall meeting venues and arrangements as directed by the Board of Directors, membership mailings, keeping the corporate seal, maintaining an archive of meeting minutes, notes and WDA records, and routine business duties of the association. This position will also be responsible for answering the WDA telephone and email, and redirecting or referring communications or correspondence as appropriate, and shall perform all duties incidental to the office of Executive Director/ Bookkeeper, and other such duties as from time to time may be assigned to him/ her by the President or Board of Directors. This paid post is to be filled by an application process, with oversight from the Secretary/ Treasurer and ultimate approval of the Board of Directors. The salary of the executive director shall be determined by majority or by two-thirds vote of the board of directors, or by majority approval of the members present at the annual meeting

## ARTICLE 6 – PEER REVIEW PROCESS

When the association receives a patient complaint about a member dentist, the member Dentist shall have access to the benefit of a peer review process. The members of the association will be encouraged to take advantage of this process, in order to provide satisfactory resolution for disputes. The goal of the peer review shall be to resolve the disputes in the most amicable way for all parties involved.

The Peer Review Committee shall consist of three committee members and a chairman. The committee members and chairman shall be members of good standing in the association, and be appointed by the Board of Directors. The term for a Peer Review Committee member or chairman shall be three years. Members of this committee shall have been members of the association for period of no less than of five years.

The Peer Review Committee shall either nominate or select a willing member of the association to review the facts and merit of the patient's complaint. Efforts shall be made to prevent the reviewer from identifying the Dentist whose case he/ she is reviewing. The reviewer will then present their findings to the Peer Review Committee members. The committee will then render a decision and write a letter of recommendation, which shall be signed by the committee members and the chairman, and to the complaining patient and the Dentist by the committee chairman.

If a member has ignored the Peer Review Committee's recommendations on more than one occasion, the member may be brought up for suspension or expulsion proceedings.

## ARTICLE 7 – MISCELLANEOUS

7.1 Committees: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of

Directors in the management of the Association; provided, however, that no committees shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; or appointing or removing any member of any committee or any director or officer of the Association; amending the articles or incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking the proceedings therefore, adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

7.2 Executive Committee: The Board of Directors, by action of a majority of all Directors then and in office, shall annually appoint an Executive Committee from among members of the Board, to serve at the Board's pleasure, and shall include in its membership the President, Vice-President, Secretary and Treasurer and the chairpersons of any standing committees. Its purpose shall be to counsel with and to provide guidance to the Board, make recommendations to the Board, and on behalf of the Board of Directors to exercise the authority of the Board by acting upon any business in the interim between meetings of the Board. The Executive Committee shall have the authority and responsibility to hire, supervise, and discharge all staff members and to assign their duties except as provided herein.

7.3 Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by resolution of the Board of Directors. Any member thereof may be removed by the president whenever, in his judgment, the best interests of the Association shall be served by such removal.

7.4 WDA Conflict of Interest Policy:

a. The purpose of the conflict of interest policy is to protect the interest of the WDA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the WDA. This policy is not intended to replace any applicable state or federal laws governing conflict of interest.

b. 1) Interested person. An officer, director or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. 2) Financial interest. A person has a financial interest if a person has, directly or indirectly, through business, investment, or family, an ownership or investment in an entity with which the WDA has a transaction or arrangement, or a compensation arrangement with the WDA, or with any entity or individual with which the WDA has a transaction or arrangement, or a potential ownership or investment interest in, or compensation agreement with, any entity or individual with which the

WDA is negotiating a transaction or arrangement. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest if the board or committee decides that a conflict of interest exists.

c. Procedures: 1) Duty to disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose an existence of his or her financial interest, and must be given an opportunity to disclose all material facts to the board of directors or committee. The board of directors or committee shall decide if a conflict of interest exists. 2) Procedures for addressing the conflict of interest: An interested person may make a presentation to the board of directors or committee, but after such presentation, he/ she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement that results in the conflict of interest. The president, or chairperson of the committee, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board of directors or committee shall determine whether the WDA can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity which would not give rise to a conflict of interest. The board of directors or committee will determine by a majority vote whether a transaction or arrangement is in the WDA's best interest. 3) Violations of the conflict of interest policy: If the board or committee has reason to believe that an interested person failed to disclose a conflict of interest, it should inform the interested person of the basis for such belief, and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the interested person, the board determines that the interested person has in fact failed to disclose a conflict of interest, the board of directors or committee shall take appropriate disciplinary action.

7.5 Fiscal Year. The fiscal year of the Association shall be set each year on the first day of such month as the Board of Directors shall determine and shall end on the last of the 12<sup>th</sup> month thereafter.

7.6 Books and Records: The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors.

7.7 Amendments: These bylaws may be amended or repealed, or new bylaws may be adopted, by a majority vote of the members present at any meeting, provided that notice of such proposal is given in written notice of the meeting.

Adopted: \_\_\_\_\_

Corporate Seal:

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