



Bylaws

Article 1 - NAME AND PURPOSE

- 1.1 Name. This organization, a not-for-profit corporation*, shall be known as the Washington Denturist Association (hereinafter referred to as “WDA”).
- 1.2 Purpose. The purpose of the WDA shall be to organize, educate, and advocate for all Denturists within the state of Washington, as well as to educate the citizens of Washington state about the value of the Denturist profession.

This organization will be formed as a 501(c) (6) not-for-profit corporation under the federal and Washington State tax codes.

Article 2- MEMBERSHIP

- 2.1 Election of Members: A person, firm, or corporation may submit by written application, and favorably passed on by a majority of members at a meeting of the Board of Directors.
- 2.2 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 member: Active members are currently licensed denturists in Washington State, 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 who 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, and CE credits for attendance of educational lectures at meetings. Associate members are not entitled to malpractice insurance, do not have business listing on the website, and do not have voting privileges with the exception of for Directors at the Annual meeting. Associate members may not serve as officers of the Association; however, one (1) Associate Member may serve as a non-voting member of the Board of Directors if elected pursuant to Article 5.
- c). Student member: Must be a current student in 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 member: 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 member: 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 a 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 is to be set by the Board of Directors.

- 2.3 Resignation: Any member may resign from the Association by filing a written resignation. Such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges accrued or unpaid at time of resignation.
- 2.4 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 the 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.
- 2.5 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 3 - DUES

- 3.1 Amount: The Board of Directors may determine from time to time the amount of the initiation fees, if any, and annual dues rates in each class of membership. Voting members shall pay higher dues than other 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 February each year.
- 3.2 Non Payment: When any member shall be in default in the payment of dues for a period of three months, the membership may be suspended or terminated by the Board of Directors in the manner provided by bylaw 2.4.

ARTICLE 4 - MEMBERSHIP MEETINGS & QUORUMS

- 4.1 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 as required by the applicable notice timing.
- 4.2 Special Meetings: Special meetings of the voting members may be called by the president, Board of Directors, or by voting members having at least 5% of the total votes to be cast at such special meeting, and shall be held at such time and place as may be designated by the notice.

4.3 Notice: Written or printed notice stating the place, day and hour of the annual meeting shall be delivered not less than seven days prior to 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 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 their most recent address as it appears on the records of the Association.

4.4 Voting: Each voting member shall have one vote on each matter submitted to a vote. 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.

Each associate member shall be entitled to one vote in the election of all director positions, including the Associate Member Director, at the annual meeting. No associate member shall be entitled to vote on any matter submitted to a vote, only voting for Directors. Each associate member shall be entitled to notice of and to participate in each annual meeting of members.

4.5 Quorum: A majority of the members in good standing and present in person shall constitute a quorum at any meeting. The majority of the votes cast by the members present shall be necessary for the adoption of any matter

ARTICLE 5 - BOARD OF DIRECTORS

5.1 Number and Qualification: The business affairs of the Association shall be managed by a Board of Directors, composed of seven (7) Directors and one (1) Associate Member Director, who shall be a non-voting member of the Board. The Association shall also have up to five (5) Officers as noted in Article 6. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected or appointed. 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.

5.2 Election and Term: At each annual meeting 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 with a limit of two terms (6 years). If a director has not served for at least one year, they may rerun for election. Notwithstanding the foregoing, the Associate Member Director shall be elected at the Annual Meeting for a term of one (1) year and may be reelected for successive terms. In lieu of election at the annual meetings of members, the members may authorize election of Directors by mail or email under such terms and conditions as the members deem appropriate.

5.3 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 meetings.

5.4 Notice: Notice of any special meeting of the Board of Directors shall be given at least 24-hours in advance by telephone or at least 48-hours by written notice delivered personally or sent by e-mail. 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.

5.5 Quorum: A majority of the number of voting Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the Board. The Associate Member Director shall not be counted for purposes of determining a quorum and shall not be entitled to vote on any matter before the Board.

5.6 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 to fill a vacancy shall be elected or appointed for the unexpired term of the predecessor in office. Any vacancy in the position of Associate Member Director may be filled by the Board of Directors for the remainder of the unexpired term.

5.7 Removal: Any Director, including the Associate Member Director, may be removed, with or without cause, at a meeting of the voting members entitled to vote at an election of Directors. Such removal shall expressly be called for that purpose and communicated in advance as required in notification requirements of these By Laws.

5.8 Liability and Payment: Directors and Officers of the Association are not personally liable to the corporation or its members for monetary damages for conduct as a Board member except for acts or omissions that involve intentional misconduct or a knowing violation of law by a Board member for any transaction from which the Board member will personally receive a benefit in money, property, or services to which the director is not legally entitled. No Board of Director member will be compensated for their service, although reimbursement of direct expenses as approved by the Board and duly budgeted will be made.

ARTICLE 6 - OFFICERS

6.1 Officers: The Officers of the corporation shall be a past-president, president, president-elect, secretary and 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. The officers have the authority to outsource any/all functions and duties required to manage the organization by staff, hire, prescribe compensation, outline term of service and duties. Notwithstanding any other provision of these Bylaws, the Associate Member Director shall not be eligible to serve as an Officer of the Association.

6.2 Election and Term of Office: The officers of the Association shall be elected at the annual meeting. The succession of chairs of the President shall be a three-year term with the first year being the office of the President-Elect, the second year being the office of President, and the third year being the office of Past President. The office of secretary and treasurer will serve 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. Each officer shall hold office until a successor is elected or appointed. Any officer may be re-elected but shall serve no more than two (2) successive terms.

6.3 Removal of Officers: Any Officer may be removed, with or without cause, at a meeting of the voting members entitled to vote at an election of Directors. Such removal shall expressly be called for that purpose and communicated in advance as required in notification requirements of these By Laws.

6.4 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.

6.5 President: The president shall be the principal executive officer of the Association and shall supervise the business affairs of the Association. The president shall preside at all meetings of the members and the Board of Directors. The president may sign, with the secretary and any other proper officer or agent of the Association authorized by the Board of Directors, any contracts or documents

which the Board of Directors has authorized to be executive 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.

6.6 President-Elect: The President-Elect shall perform the duties of the President in his/her absence. The President-Elect proceeds to the office of President automatically without vote on the expiration of the term of the current President. Other duties include: appointing Committee Chairs for the next year, coordinating the orientation of incoming and outgoing Committee Chairs to facilitate the transfer of records and information; purchase an appropriate gift to commemorate the outgoing President's year of service which will be presented on behalf of the membership at the Annual Conference; performing such other duties and responsibilities as the President or Executive Board may prescribe.

6.7 Past-President: In the absence of the president or president-elect, or in the event of an inability or refusal to act, the past-president 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 past-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.

6.8 Secretary/Treasurer: The Secretary and /or Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, and disbursements. Accounts and books shall, at all reasonable times, be open for inspection by any member. Supervise and prepare in conjunction with the COO, a semi-annual budget and submit same to the Board Of Directors at its last regular meeting of each year. Shall oversee all delinquent accounts, with full reporting of the same to the Board Of Directors on a monthly basis; is authorized to sign checks for the disbursements approved by the Board Of Directors. In the absence of the President, President-Elect, and Past-President, the Secretary/Treasurer shall have all the powers and perform all the duties vested in the President. All tasks may be assigned to staff as noted in Article 6.1.

ARTICLE 7 - PEER REVIEW PROCESS

7.1 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, 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.

7.2 The Peer Review Committee shall consist of three 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 a period of no less than five years.

7.3 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.

7.4 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 8 - COMMITTEES

8.1 Establishment and Composition. Committees may be established by resolution of the Board adopted at any duly called and constituted meeting. The size, purposes and powers of such committees shall be as provided in such resolution. The President shall, in consultation with the Board, appoint the chair and

the members of each such committee. All committees other than Standing Committees established hereby are ad hoc committees.

All Standing Committee appointments must have the approval of the Board. The term of service of any committee member may be terminated by the President and the Board, whenever, in the judgment of the President and the Board, the best interests of the organization shall be served by such termination.

8.2 Term of Office. The Board shall determine the term of office for the members of all committees, with the exception of the Executive and Nominating Committees. Committee Members must attend at least one meeting of the committee each year or at least 50% of that committee's meetings to retain appointment.

8.3 Chair. The President shall appoint a Chair of each committee, with exception of the Executive Committee and the Budget and Finance Committee.

8.4 Vacancies. Vacancies in the membership of any committee shall be filled by appointments made by the President in consultation with the committee chair. Replacements for vacancies on standing committees shall require the approval of the Board. The individual so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

8.5 Reporting. All Chapter committees shall submit an annual, written report to the Board of Directors.

8.6 Standing Committees and Purposes. Standing Committees include:

- a). Executive Committee: The Officers
- b). Peer Review: see Article 7
- c). Budget & Finance Committee: chaired by the Treasurer
- d). Insurance Committee:
- e). Legislative:
- f). By Law & Website Update:
- g). Higher Education Committee:
- h). Membership Committee:

ARTICLE 9 - MISCELLANEOUS

9.1 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 a 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 believe, 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.

9.5 Fiscal Year. The fiscal year of the Association shall be January 1 through December 31.

9.6 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.

9.7 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.

9.8 Indemnification: To the full extent permitted by law, the WDA may indemnify any and all of its officers, directors, committee members and staff for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Chapter. The Chapter may purchase and maintain insurance on behalf of any or all officers, Council members, committee members and Chapter staff against any liability asserted against any such person, and incurred in any such capacity, whether or not the Chapter would have the power to indemnify them against such liability under the provisions of this article.

9.9 Ethics: Members of the WDA are expected to exhibit high ethical and moral standards. These Bylaws Provide a mechanism for addressing matters related to the ethical conduct of all members of the organization.

ARTICLE 10 - DISSOLUTION, TERMS OF EXISTENCE AND PROPERTY

10.1 This organization shall remain in existence until such a time as 2/3 of its active members in good standing shall vote to disband it.

10.2 No member shall have any right, title, or interest in the assets of the organization until such time as same shall disband, as provided in Sec. 1 of this Article.

10.3 In case of disbanding, as provided in Sec. 1 of this Article, active members in good standing may participate in the remain assets on a pro-rate basis, and only after all obligations of the organization have been met.

ARTICLE 11 - BY LAWS, HOW AMENDED

11.1 Proposed amendments to these By Laws as recommended by the By Laws Committee and approved by the Board Of Directors shall be submitted in writing or via email at any regular meeting or normal course of business. The membership shall fix a time to vote to adopt the same. The proposed amendment shall be e-mailed at least 4 days before the time of the fixed hearing - at such hearing the proposed amendment substituted or amended proposed By Law shall be voted upon. A 2/3 vote of the membership present at a physical meeting, or an email vote shall be required to adopt the same.

11.2 Roberts Rules of Order shall be a parliamentary guide to the Association.

ARTICLE 12 - INTERCHANGEABLE WORDS

Interchangeable words as used under these By Laws the plural shall be singular and vice-versa. Neuter words, if any, shall be used interchangeably.

DATES OF BY LAW AMENDMENTS

November 2021 - entirety
Approved on 06.14.2022
Approved on 05.29.2026