



Bylaws

BYLAWS
OF
ASSOCIATION OF STATE AND TERRITORIAL
DENTAL DIRECTORS, INC.

ARTICLE 1- NAME, PURPOSE, AND OFFICES

Section 1.1 - Name and Offices

The name of the Association shall be the Association of State and Territorial Dental Directors, Inc. (the Association), a non-profit corporation organized under the laws of the state of Missouri. The Officers and Directors of the Association shall function as the Board of Directors of the Corporation. The principal office of the Association shall be in such location in the United States as the Board of Directors may designate from time to time. The Board of Directors shall designate a registered office in accordance with state law and maintain it continuously.

Section 1.2 - Purpose

The ASTDD is a national, non-profit organization representing state and territorial oral health program directors. The Association provides leadership to formulate and promote sound national oral health policy; to increase awareness of oral health issues; and to assist in the development of initiatives for the prevention and control of oral diseases.

ARTICLE 2- MEMBERSHIP

Section 2.1 - Eligibility and Classes of Members.

(a) *Regular Members.* Regular Member(s) shall be the Chief Dental Public Health Officer of the State Health Department, or equivalent public health agency, of the states,

territories, or possessions of the United States.

(b) *Associate Members.* Associate Member(s) are any public agency, voluntary organization, tribal entities and/or health professionals, employed or interested in dental public health. Associate members may serve on and chair Association committees and attend all Association meetings. They may not serve as officers of the Association or vote, with the exception that the Associate Member Director is a voting member of the Board of Directors. An associate member ceases to be an associate member for nonpayment of dues or if the Board of Directors determines that the associate member ceases to support the purpose of the Association and notifies the associate member of the termination.

(c) *Life Members* Life Member(s) are regular members who leave the position of state dental director after having accumulated at least ten years as a regular member of the Association. Life members may serve on Association committees and attend all Association meetings. They may not serve as officers or directors of the Association or vote. They are not subject to annual assessment of dues. Life Membership shall be nominated by the Board of Directors and approved by a majority vote of the membership.

(d) *Honorary Members.* Honorary Member(s) are individuals not members of this Association, who have made outstanding contributions to the art or science of dental public health, or who have rendered important services to the Association. Honorary members may serve on Association committees and attend all Association meetings. They may not serve as officers or directors of the Association or vote. They are not subject to annual assessment of dues. Honorary Membership shall be nominated by the Board of Directors and approved by a majority vote of the membership.

Section 2.2 - Representatives

A regular member may appoint a representative from his or her state, territory, or

possession to represent, vote, or act for the regular member in all affairs of the Association at any meeting of the Association. However, such representative may not serve as a director or an officer of the Association while acting in his or her representative capacity. Any regular member who wishes to appoint a representative to represent, act, or vote for him or her at a meeting of the Association shall so certify in writing to the Secretary of the Association in advance of such meeting. Each regular member may authorize another person to vote for such member either in person, or by proxy. Such authorization shall be in writing and signed by the regular member and shall be filed with the Secretary.

Section 2.3 - Governing body

The membership shall be the governing and legislative body of the Association.

ARTICLE 3- DUES

Section 3.1 - Notice. Member in good standing defined

Upon receipt of notice from the Treasurer, each regular and associate member shall pay dues as determined by the Board of Directors and approved by a majority of the voting membership. Such dues, which need not be uniform, may be based on such factors, standards or classifications, as the Board of Directors shall deem equitable and appropriate. Except for the position of Immediate Past President, in order to hold office and vote at the annual meeting, a member must be a member in good standing. Good standing is defined as appropriate membership category dues paid at the time of the annual meeting. An associate member may be removed for nonpayment of dues or if the Board of Directors determines that the associate member ceases to support the purpose of the Association and notifies the associate member of the termination.

ARTICLE 4- ASSOCIATION MEETINGS

Section 4.1 - Annual Meeting

An Annual Meeting of the members of the Association shall be held at a time and place selected by the Board of Directors with input from the membership, at which time the regular members shall elect the Officers and Directors as appropriate, and all shall hear the reports of the officers, and transact other business as may properly come before the membership.

Section 4.2 - Notice

The Secretary or designee shall notify the membership by mail or e-mail of the time and place of the Annual Meeting at least thirty (30) days prior to such meeting.

Section 4.3 - Quorum and Voting

A majority of the regular membership present shall constitute a quorum for the transaction of business. Only regular members in good standing or their designated representatives are entitled to vote at Annual or Special Meetings of the membership. Associate Members in good standing shall elect the Associate Member Director of the Board of Directors by electronic vote within 30 days after the Annual Meeting. The vote shall be open for 15 days. Each regular member, associate member or designated representative shall have one (1) vote.

Section 4.4 - Special Meeting

The President of the Association shall call a special meeting of the Association upon receipt of a petition signed by the majority of the membership of the Association. The President may call a special meeting of the Association if requested by a majority vote of the Board of Directors. The only business that shall be conducted at such meeting shall be that stated in the purpose of the petition unless the Association in session shall decide by

a two-thirds (2/3) vote to conduct additional business. In no case shall any action at such meeting be in conflict with the Bylaws of the Association, nor shall such meeting take the place of or deal with business normally conducted at the Annual Meeting of the Association.

4.5 - Executive Sessions

The Board of Directors may call such executive sessions of the Association, as it deems necessary at any regular or special meeting of the Association. Only regular members or their designated representatives and life members may attend such executive sessions except that other persons may be invited to attend with the approval of a majority of the Association.

ARTICLE 5- OFFICERS

Section 5.1 - Officers

The elected officers of the Association shall be a President, a President-elect, a Secretary, a Treasurer, and the Immediate Past President. No person may hold more than one office concurrently.

Section 5.2 - Term of Office

Officers shall serve two (2) year terms, except the Treasurer who shall serve three (3) years, or until their successors are appointed and/or elected and qualified.

Section 5.3 - Removal

The Board of Directors may remove any officer of the Association from office for any cause by a two-thirds vote whenever, in its judgment, the best interests of the Association will be served thereby. The Membership may remove any officer of the Association by a two-thirds vote whenever, in its judgment, the best interest of the

Association will be served thereby. The Membership may reinstate an Officer who has been removed by the Board of Directors by a majority vote. All voting on actions to remove or reinstate an Officer shall be by secret ballot.

Section 5.4 - Resignation

Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the President or Secretary.

Section 5.5 - Vacancies

- (a) Should the office of President become vacant, the President-elect shall succeed to the office of President until the next Annual Meeting, when the office will be filled by election.
- (b) Should the office of President-elect become vacant, the President shall appoint a successor to perform the duties of the President-elect until the next Annual Meeting, when the office will be filled by election.
- (c) Should the office of Immediate Past President become vacant, the President shall appoint a former President to perform the duties of Immediate Past President until the next annual meeting, when the office will be filled by election.
- (d) Should the office of Secretary or Treasurer become vacant, the President shall appoint a successor to fill the office until the next Annual Meeting, when the office will be filled by election.

Section 5.6 - The President

The President of the Association shall:

- (a) Serve as the official representative of the Association;
- (b) Advance the purposes, objectives, and policies of the Association;

- (c) Preside at the Annual Meeting of the Association and at all meetings of the Board of Directors;
- (d) Make such appointments as may be necessary under these Bylaws and perform such other duties as may be provided for in the Bylaws or by the actions and resolutions of the Association.

Section 5.7 - President-elect

The President-elect shall be elected from the current or former officers or Directors of the Association. The President-elect shall, in the absence or disability of the President, represent the Association and perform the duties and exercise the powers of the President. The President-elect shall perform such duties and have such powers as the President or the Board of Directors may from time to time prescribe.

Section 5.8 - Immediate Past-President

The Immediate Past-President of the association shall:

- (a) Serve as a member of the Board of Directors of the Association;
- (b) Serve as Chairperson of the Nominating Committee;
- (c) Perform such other duties as may be requested by the President or the Board of Directors.

Section 5.9 - Secretary

The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors. The Secretary shall give, or cause to be given, notice of all regular or special meetings of the Association and the Board of Directors. The Secretary of the Association shall:

- (a) Prepare, distribute, and maintain records of all acts, and proceedings of the Association;
- (b) Submit minutes of all meetings of the Association to the Board of Directors

for approval and circulate such minutes to the membership as prescribed by the Board of Directors;

- (c) Perform such other duties as may be requested by the President or the Board of Directors;

Section 5.10 -Treasurer

The Treasurer shall attend all meetings of the Board of Directors. The Treasurer of the Association shall:

- (a) Oversee the financial affairs of the Association in cooperation with the Executive Director and monitor the Executive Director's actions to ensure appropriate records are kept of all monies received or expended by the Association.
- (b) Assure that a financial report is prepared for the annual meeting, that all IRS reports are filed, that all federal grant financial reporting requirements are met and that an annual financial review is completed unless it is a year when we meet or exceed the federal threshold that requires an audit, in which case the Treasurer will assure that an audit is conducted.
- c) Perform such duties as may be prescribed by the President and the Board of Directors.

Section 5.11 - Executive Director

The Executive Director shall manage the programs and activities of the Association under the direction of the President and subject to oversight and control by the Board of Directors. The Executive Director shall maintain, safeguard, and be custodian of the Bylaws, official records, and other properties of the Association. If the Board of Directors so determines, the Executive Director may have signature authority with respect to the

accounts and funds of the Association and may have authority to enter into agreements on behalf of the Association to the extent provided by the Board of Directors. The Executive Director shall attend all meetings of the Board of Directors and such other committees of the Association as the Board of Directors shall determine.

ARTICLE 6 - Board of Directors - Directors

Section 6.1 - Duties and Powers

The business affairs of the Association shall be managed by its Board of Directors, which may exercise all such powers of the Association and do all such lawful acts as are not, by statute, the Articles of Incorporation, or these Bylaws, proscribed. The Board of Directors may create and appoint committees to assist it in the conduct of the Association's affairs.

Section 6.2 - Qualifications of Directors

Only regular members and associate members of the Association in good standing are eligible for election as directors. Directors shall, in so far as feasible, be representative of the geographic distribution of the membership of the Association.

Section 6.3 - Number. Term and Election

The Board of Directors shall consist of the elected officers, and four (4) Directors, three (3) representing the regular members, and one (1) representing the associate members. The regular member directors shall be elected by the regular members at the Annual Meetings of the Association. The Associate Member Director shall be elected by the associate members by electronic vote, to be held within 30 days after the Annual Meeting of the Association. The vote shall be open for 15 days. The terms of the first Board of Directors elected under these Bylaws shall be: one (1) Director three (3) years, one (1) Director two (2) years, and one (1) Director one (1) year. The terms of all directors

subsequently elected shall be three (3) years. The President's vote shall break any ties that may occur in formal votes of the Board of Directors.

Section 6.4 – Nomination

A Nominating Committee, consisting of the Immediate Past-President, who shall serve as Chairperson, and three (3) members of the Association elected by the Board of Directors, shall nominate regular members to serve as Officers or Directors as current terms expire. One member of the Nominating Committee shall be an associate member. A preliminary list of nominees shall be submitted to the Association membership at least 30 days prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

Section 6.5 - Vacancies

Should a vacancy occur among the Directors of the Board of Directors, the President shall appoint an interim Director. The interim Director will serve until the next annual meeting at which time the vacancy will be filled by a majority vote of the membership.

Section 6.6 - Resignation

Any director may resign at any time by giving written notice to the President or the Secretary of the Association. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the President or the Secretary.

Section 6.7 - Compensation

No salary shall be paid to Directors for their services. By resolution of the Board of Directors, a fixed sum and expenses of attendance may be allowed for any director for

attendance at each meeting of the Board of Directors.

Article 7 - MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 - Annual Meeting

The Annual Meeting of the Board of Directors shall be held in conjunction with, the Annual Meeting of the Association, and shall function as the Annual Meeting of the Corporation.

7.2- Executive Sessions

The Board of Directors may call such executive sessions of the Association, as it deems necessary at any regular or special meeting of the Association. Only regular members or their designated representatives and life members may attend such executive sessions except that other persons may be invited to attend with the approval of a majority of the Association.

Section 7.3- Regular and Special Meetings

Regular meetings of the Board of Directors may be held upon notice, and at such time and at such place as shall from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President, provided that sufficient notice is given to each director, either personally, by mail or by electronic means.

Section 7.4- Quorum and Action

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum exists, the affirmative vote of a majority of the officers and directors present shall be the act of the Board of Directors on any question, except where the vote of a greater number is required

by these Bylaws, the Articles of Incorporation, or statute.

Section 7.5 - Meetings

The Board of Directors and all committees of the Association may conduct meetings by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. Committee and Board of Directors actions may be conducted by e-mail so long as a record of such action is created and maintained.

Section 7.6 — Parliamentary Procedure

The rules contained in “Robert’s Rules of Order Revised” shall govern all proceedings of the Association in which they are applicable and not inconsistent with these by-laws.

ARTICLE 8-STANDING COMMITTEES

Section 8.1 - Establishment

The Board of Directors may establish such standing committees as it deems appropriate. The chairman, subject to the approval of the President, may prescribe rules and regulations for the call and conduct of meetings, and other matters relating to its procedure.

Section 8.2 - Appointments

The chairperson of each standing committee shall be nominated by the President and approved by the Board of Directors. The chairperson of each standing committee may appoint such committee members, which may include members, associate members and non-members as he/she deems appropriate. The chairperson of a standing committee

may appoint subcommittees, which may include members, associate members, and non-members, for the purpose of considering specific subjects and reporting thereon to the committee. The chairperson shall notify the President of the appointment of committee members and subcommittees and subcommittee members.

Section 8.3 - Terms

Each committee chairperson shall be appointed for a term of two (2) year and may be re-appointed. Members of any standing committee shall not receive any salary for their services, but by resolution of the Board of Directors a fixed reasonable sum for expenses or attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee.

Section 8.4 - Duties

A standing committee may submit reports and resolutions to the Association and shall consider reports and resolutions referred to it by the President and shall submit reports and recommendations thereon to the Association.

ARTICLE 9-SPECIAL COMMITTEES

Section 9.1 – Chairperson - Membership

The Board of Directors may establish such special committees (*i.e.*, ad hoc, task force) as are deemed necessary to consider subjects as may be assigned. The chairperson of each such committee shall be nominated by the President and approved by the Board of Directors. The chairperson of each special committee may appoint such committee members, which may include members, associate members or non-members as he/she deems appropriate. The chairperson of a special committee may appoint subcommittees which may include members, associate members or non-members for the

purpose of considering specific subjects and reporting thereon to the committee. The chairperson shall notify the President of the appointment of committee members and subcommittees and subcommittee members.

ARTICLE 10- RESOLUTIONS. POLICIES AND RULES

Section 10.1- Policies

Policies may be submitted for consideration and action by the Association's Regular Members, Associate Members, the chairperson or vice-chairperson of a standing committee, associated dental health programs, and federal dental health programs. Policies shall be submitted to the ASTDD Central Office at least sixty (60) days prior to the business session of the Annual Meeting. Emergency policies may be submitted at the business session, but to be accepted for consideration, a two-thirds (2/3) vote is required.

ARTICLE 11- FISCAL ACCOUNTABILITY

Section 11.1 - Dates

The fiscal year of the Association shall commence on January 1 of each year and shall end on December 31 of each year.

Section 11.2 - Conflict of Interest

Members of the Board of Directors are obliged to disclose any substantial financial interest in any entity with which the Association contemplates a contract. No contract shall be entered into with any entity in which a member of the Board of Directors of Directors has a substantial financial interest.

Section 11.3 - Annual Audit

A financial review of the Association by an independent, certified public accountant shall be completed annually, and shall be presented to the membership at the next

annual meeting unless it is a year when we meet or exceed the federal threshold that requires an audit, in which case the Executive Director will assure that an audit is conducted and presented to the membership at the next annual meeting.

ARTICLE 12- DISSOLUTION OF THE ASSOCIATION

Section 12.1 - Dissolution of the Association

The Association may be dissolved by a majority vote of the members in good standing.

Section 12.2 - Prohibition Against Sharing Association Revenues

No director, officer, or employee of, or member of a committee, or any person connected with the Association or any other private individual shall receive at any time any of the net revenues from the operations of the Association; provided, however, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association and affecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association.

Section 12.3 - Distribution of Assets

Upon such dissolution of the Association, whether voluntary or involuntary, after paying or making provision for payment of all liabilities of the Association, any remaining assets shall be distributed to one or more organizations which qualify as tax-exempt and are similar to the Association in mission and purpose. The distribution shall be approved by the membership and implemented by the Board of Directors.

ARTICLE 13-INDEMNIFICATION AND BONDING

Section 13.1 - Indemnification

The Association shall indemnify present or former officers, directors, and staff members against all expenses, costs, or liabilities incurred in connection with the defense of any action, suit or proceeding by reason of being an officer, director, or staff member of the Association; except that such indemnification shall not apply to any matter as to which such officer, director, or staff member shall be judged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to any matter as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 13.2 - Fidelity Bond

Employees of the Association and others as deemed appropriate by the Board of Directors shall furnish, at the expense of the Association, a fidelity bond in such a sum as the Board of Directors shall prescribe.

ARTICLE 14 - AMENDMENTS

Section 14 .1 - Approval by membership

The Board of Directors shall have the authority to make, alter, amend and repeal the Bylaws of the Association by affirmative vote of a majority of the Board of Directors, provided, however, that such action is approved by a two-thirds (2/3) vote of Association at a subsequent regular meeting. Until such approval, the actions of the Board of Directors taken under this Article will be in effect.

ARTICLE 15- EXEMPT ACTIVITIES

Section 15.1 - Limitations

Notwithstanding any other provision in these Bylaws, no director, officer, or employee or representative of this Association shall take any action or carry on any activities by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code or any corresponding provisions of any federal tax laws or by an organization, contributions to which are deductible under the Internal Revenue Code or any federal tax law.