

**RESTATED BYLAWS  
OF  
OREGON DENTAL EXECUTIVES' ASSOCIATION**

**SECTION 1. MISSION**

Oregon Dental Executives' Association is dedicated to excellence in dental management through the development of personal and professional management skills that ensure quality patient care, employer profitability, and personal growth.

**SECTION 2. MEMBERS**

2.1 The Association shall have three classes of members as follows:

**2.1.1 Regular Members.** A regular membership may be held by any individual employed in an administrative position by a dentist or dentists. A regular member shall be entitled to vote on all matters properly submitted to membership vote under the provisions of these Bylaws including the right to hold elective office. All applications for regular membership must be reviewed and approved by the Board of Directors as provided in section 3.1.1 of these bylaws.

**2.1.2 Associate Members.** An Associate membership may be held by any individual who is the representative of a firm or corporation engaged in providing products or services to the dental industry. Associate members shall be entitled to all rights and privileges of membership with the exception they may not attend those meetings designated for Regular members only. Associate members shall exclusively vote for the associate member(s) to serve on the association's board of directors. Associate members may not serve as president, president elect or treasurer of the association. The total associate membership shall not exceed 40% of the association's overall membership. All applications for associate membership must be approved by the Board of Directors as provided in Section 3.1.1.

**2.1.3 Student Members.** A student membership may be held by any individual currently enrolled in an institution of higher education and majoring in dental administration. An individual who is employed full time does not qualify as a student member. A student member shall be entitled to attend all annual and special meetings of the members, but shall have no voting privileges and shall not hold elective office. All applications for membership as a student member must be reviewed and approved by the Board of Directors as provided in section 3.1 of these bylaws.

**2.1.4 Honorary Members.** Any individual who has retired from the dental administrative field, and has a desire to stay involved with the Association may be admitted as a life member upon a majority vote of all members entitled to vote on the matter. Life Members shall not pay dues, shall have no voting privileges, and cannot hold an elective office.

**2.2 Transfers.** Memberships are transferable, subject to the approval of the Board of Directors. The right to transfer a membership shall be exercised by the beneficial owner of the membership. A beneficial owner is that individual or business entity who paid the membership dues.

**2.3 Resignation.** A member may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective immediately upon receipt of the notice. Resignation does not relieve any financial obligations the resigning member may have with the Association. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

**2.4 Termination, Expulsion, or Suspension.** Any member may be expelled or suspended, and membership in the Association may be terminated or suspended, by a majority vote of the Board of Directors if: (a) the member received not less than fifteen (15) days prior written notice of the proposed expulsion, suspension, or termination and the reasons therefore, and (b) not less than five (5) days before the effective date of the expulsion, suspension, or termination, the member had an opportunity to be heard, orally or in writing, by all of the members of the Board of Directors.

**2.5 Annual Meetings.** An annual meeting of members shall be held in conjunction with the Association's fall seminar event. Notice of the date, time, and place of the annual meeting will be sent to the membership within 45 days before the meeting date.

**2.6 Special Meetings.** A special meeting of members shall be held: (a) on the call of the Board of Directors or (b) if the holders of at least fifty percent (50%) of the voting power of the Association sign, date, and deliver to the Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

**2.7 Place of Meetings.** Meetings of the members shall be held at any place in or out of Oregon designated by the Board of Directors. If a meeting place is not designated by the Board of Directors, the meeting shall be held at the Association's principal office.

**2.8 Action by Written Ballot.** Any action that may be taken at a membership meeting may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid if the number of approvals exceeds fifty percent (50%) of the ballots returned, unless otherwise specified in these Bylaws. All solicitations for votes by written ballot shall: (a) state the percentage of approvals necessary to approve each matter, and (b) specify a time by which a ballot must be received by the Association in order to be counted. Once delivered, a written ballot may not be revoked. Voting by proxy shall not be allowed.

**2.9 Notice of Meetings.** The Association shall notify its members of the place, date, and time of each annual and special meeting of members no fewer than seven days before the meeting or, if notice is mailed by other than first-class or registered mail, no fewer than 30 nor more than 60 days before the meeting. Notice shall be sent to each member entitled to vote at the meeting at the member's last address as set forth in the corporate records. Notice of an annual meeting shall describe any matter or matters that must be approved by members. Notice of a special meeting shall describe the purpose or purposes for which the meeting is called.

**2.10 Quorum and Voting.** A quorum of the members shall consist of those votes represented at a meeting of members immediately before the meeting begins. The affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that

the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of members.

**2.11 Dues.** Dues for all classifications of membership are due and payable on the member's individual annual anniversary date. The Board of Directors may drop any member who is 60 days delinquent in payment of dues. No refunds shall be made to members resigning during the year. The amount of dues shall be fixed by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

**2.12 Fiscal Year.** The fiscal year of the association shall be July 1 – June 30.

### **SECTION 3. DIRECTORS**

**3.1 Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the Association managed under the direction of, the Board of Directors. The powers of the Board of Directors shall include, but not be limited to the following:

**3.1.1** Set the terms and conditions of membership, with sole discretion to accept or reject any membership application;

**3.1.2** Authorize the President to appoint such committees as in the Directors' judgment are necessary for proper management and to fulfill the mission of the Association;

**3.1.3** Determine fees and dues, and methods of payment;

**3.1.4** Appoint delegates to various associations and events;

**3.1.5** Designate depositories for the funds of the Association and the person or persons by whom checks shall be signed and authorize the expenditure of Association funds for proper purposes;

**3.1.6** Employ one or more Certified Public Accountants to audit accounts and records of the Association, or agree upon procedures on certain portions of such records, as the Board deems appropriate;

**3.1.7** Make, alter, amend and enforce rules and procedures for its own government, and generally to do and perform every act whatsoever it shall deem necessary, expedient or advisable to carry out the purposes and mission of the Association in accordance with the Articles of Incorporation and these Bylaws.

**3.2 Qualifications.** All Directors must be individuals who are 18 years of age or older. Directors must be Regular members of the Association.

**3.3 Number.** The Board of Directors shall consist of five (5) officers (President, President Elect, Secretary, Treasurer, Immediate Past President) and five (5) directors, including one (1) associate director.

**3.4 Election and Tenure of Office.** The President, President-Elect, Secretary, and Treasurer shall be elected to one-year terms. Two (2) Directors-at-Large shall be elected annually by mail ballot, not later than November 1 of each year. Their terms shall commence on January 1. Each Director shall serve for a term of two (2) years. No Director may serve more than two (2) consecutive full terms in any office or more than seven (7) consecutive years on the Board of Directors. Despite the expiration of a Director's term, the Director shall continue to serve until a successor is elected and qualified.

**3.5 Nomination.** The Board of Directors shall appoint a nominating committee consisting of three (3) or more members of the Association chaired by the Immediate Past-President. The nominating committee shall submit to the membership a recommended slate of officers and Directors of qualified members for each vacant position on the Board of Directors sixty (60) days prior to the annual general membership meeting. Additional nominations may be made by written petition by a minimum of 10 regular members and received by the Board of Directors at least thirty (30) days before ballots are to be mailed to the members. Ballots shall be mailed to the members no later than thirty (30) days prior to the annual general membership meeting. In the case where a single uncontested slate exists, no election will be required.

**3.6 Vacancies.** A vacancy in the Board of Directors shall exist on the death, resignation, or removal of any officer or Director. A vacancy in the Board of Directors shall be filled by appointment by the Board of Directors. Each officer or Director so appointed shall hold office for the balance of the unexpired term of his or her predecessor. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, a successor may be appointed to take office when the resignation becomes effective.

**3.7 Resignation.** A Director may resign at any time by delivering written notice to the President or the Secretary. Once delivered, the notice of resignation is effective immediately, and notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

**3.8 Removal.** A Director may be removed:

**3.8.1** Only for cause by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors; or

**3.8.2** With or without cause by the vote of a majority of the members.

**3.9 Meetings.** A semi-annual meeting of the Board of Directors shall be held in January and June of each year. If the time and place of any other Directors' meetings are regularly scheduled by the Board of Directors, the meeting is a regular Board meeting. Regular Board meetings are open to all members.

**3.10 Telephonic Participation.** The Board of Directors may permit any or all of the Directors to participate in a regular or special meeting by, or to conduct the meeting, by using any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**3.11 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken

by all members of the Board of Directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the Association records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**3.12 Quorum and Voting.** A quorum of the Board of Directors shall consist of a majority of the Board of Directors present. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting. Voting by absentee ballot or proxy shall not be allowed.

**3.13 Committees.** The President, subject to the approval of the Board of Directors, shall annually appoint a nominating committee and a finance committee. These shall be the Association's only standing committees.

The President, with the approval of the Board of Directors may appoint such other committees as the President deems advisable. The President shall be an ex-officio member of all committees, except the nominating committee.

Committees shall have such duties as their titles indicate, as included in their statement of organization and purpose, and as may be assigned to them by the President from time to time.

Committees shall consist of no less than three members and shall have a chairman. Committee chairmen may recommend individuals for membership on their committee for the President's consideration.

A majority of the members of each committee shall constitute a quorum for the conduct of business.

## **SECTION 4. OFFICERS**

**4.1 Designation.** The officers of the Association shall be a President, a President-Elect, a Secretary, a Treasurer, and Immediate Past-President. The officers shall be elected by the membership. The same person may not simultaneously hold more than one office. An officer must be a Regular member in good standing.

### **4.2 Compensation and Term of Office.**

**4.2.1** The term of office of each officer of the Association shall be one (1) year.

**4.2.2** Any officer may be removed, with or without cause, at any time by affirmative vote of the majority of the members of the Board of Directors.

**4.2.3** An officer may resign at any time by delivering notice to the Board of Directors, the President, or the Secretary. A resignation is effective immediately upon receipt of the written notice. If a resignation is made effective at a later date and the Association accepts the later effective date, the Board

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of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless the Board of Directors permits revocation.

**4.2.4** No salary or other compensation shall be paid to any officer of the Association, except when specifically approved by action of the Board of Directors. Reimbursement for travel and expenses incurred on behalf of the Association is allowed as long as the Board of Directors approves the reimbursement.

**4.2.5** No Director or uncompensated officer of the Association shall be personally liable to the Association or its members for monetary damages for conduct as a Director or uncompensated officer provided that this section shall not eliminate liability which may not be eliminated under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act for which elimination of liability is permitted shall affect the liability of a Director or uncompensated officer for any act or omission that occurs prior to the effective date of such amendment. The provisions of this section are intended to be in addition to and not in limitation of any other provision of these bylaws or any agreement of the Association of any law that eliminates or limits the liability of Directors, officers, and others acting on behalf of the Association.

**4.3 President.** The President shall be the Executive Officer of the Association, shall preside at all meetings, appoint necessary committees including auditor and supervise the functions of the Association. He/she shall serve as an ex-officio member of all committees, except the Nominating Committee.

**4.4 President-Elect.** The President-Elect shall assist the President and shall assume the duties of the President in his/her absence. There will be an automatic ascension to the office of President in the event the office of the President should become vacant during the current term. The President-Elect shall automatically assume the office of President.

**4.5 Secretary.** The Secretary shall maintain necessary records of the Association, make notification of official meetings, serve as custodian of all records, assist the President in other clerical duties of the Association, and serve as Corresponding Secretary for the Association.

**4.6 Treasurer.** The Treasurer shall collect, or cause to collect prescribed dues, other revenues, pay all expenses incurred by the Association and maintain records of all financial transactions. The Treasurer shall be the chair of the Finance Committee and establish an annual budget to submit to the Board of Directors for approval. The Treasurer shall insure that funds be disbursed and records prepared for an annual audit. The budget and records for audit shall be completed by the July board meeting. In the event the Board of Directors requests an audit, the auditor shall be appointed by the incoming President.

**4.7 Immediate Past President.** The Immediate Past- President shall act as Parliamentarian and shall serve as chairperson of the Nominating Committee.

## **SECTION 5. GENERAL PROVISIONS**

### **5.1 Amendment of Bylaws.**

5.1.1 These Bylaws may be amended:

5.1.1.1 At any meeting of the members by affirmative vote of two-thirds (2/3) of those present; or

5.1.1.2 By mail in ballot by affirmative vote of two-thirds (2/3) of the ballots returned providing that notice of the proposed amendments shall have been mailed to all members at least thirty (30) days prior to the voting date.

5.1.2 Whenever an amendment or a new Bylaw is adopted, it shall be copied in the minute book with the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

5.2 **Inspection of Books and Records.** All books, records, and accounts of the Association shall be open to inspection by the Directors, members, and public in the manner and to the extent required by law.

5.3 **Execution of Documents.** The Board of Directors may, except as otherwise provided in these Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Association. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

5.4 **Insurance.** The Association may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the Association, or who, while a director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Association, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the Association may not purchase or maintain such insurance to indemnify any director, officer, or agent of the Association in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

5.5 **Severability.** A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

## SECTION 6. PARLIAMENTARY AUTHORITY

6.1 Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the Association.

The foregoing Restated Bylaws were duly adopted by the members of Oregon Dental Executives' Association on \_\_\_\_\_, 2005.

/s/  
[Secretary's name]  
Secretary