

BYLAWS
OREGON STATE DENTURIST ASSOCIATION

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ARTICLE 1 – MEMBERSHIP

1.1 **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 members:** 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, and CE credits for attendance at educational lectures at meetings. They do not have voting privileges.
- c) **Student membership:** Must be a current student of a denturist college recognized for licensure by the State of Oregon. Student members may attend Spring and Fall meetings and CE courses at these meetings, although no CE credits will be issued. Student members not are licensed in Oregon 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 any benefits of the association. 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. This will be bestowed 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 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 my not hold any Board or officer position and may not vote. The cost of membership in the retired member category is to be set by the Board of Directors.

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. 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.

1.2 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.

1.3 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, 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. A statement shall have been mailed by registered mail to the member of the charges to their last recorded address at least fourteen days before said action is taken. This notice shall be accompanied by a statement of the time 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 in good standing for a continuous period of not less than three months. Membership is not transferable or assignable. In the event such a 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 annual dues than associate members, with the amount of that difference to be determined by the Board of Directors.

- 2.2 Default.** When any member shall be in default in the payment of dues for a period of three months, their membership and benefits 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. The time and place will be 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 1/20th (sic) of the votes to be cast at such special meeting, and shall be held at such time 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 fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each voting member entitled to vote at such meeting. Associate members will also receive a notice. In case of a special meeting, written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered to each voting member entitled to vote at such meeting in accordance with 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 U.S. mail, with postage fully prepaid thereon, addressed to the member at their most recent address as it appears on the records of the corporation.
- 3.4 Voting.** Each voting member shall have one vote on each matter submitted. Each voting member shall be entitled to one vote in the election of each director at the annual meeting.
- 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 upon by the members, unless a greater proportion is required by law or by these bylaws. Those voting members present at any annual or special meeting of members shall 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 no more than twelve (12) 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 who is a firm or corporation shall be eligible for appointment or election as a director, providing that such firm or corporation 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 annual meeting of members held after the adoption of these bylaws, there shall be an election of directors, one-third (1/3rd) of whom shall be elected for a term of one year, one-third (1/3rd) for two years, and one-third (1/3rd) for three years. At the expiration of any term of three years, any director may be re-elected. In lieu of election at the annual meeting, 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 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 determines. Special meetings of the Board shall be held whenever called 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 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 twenty-four hours prior thereto by telephone or at least forty-eight hours prior thereto by written notice delivered personally or sent by U.S. mail or E-Mail to each director at their address as shown on the records of the corporation. 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, 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 law or 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 a majority of the remaining directors though 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 their predecessor in office.

- 4.7 Removal.** All or any number of directors may be removed, with or without cause, at a meeting 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.
- 4.8 Resignation.** Any Board member wishing to resign must submit a letter of resignation to the President of the Board indicating date resignation is effective.
- 4.9 Attendance.** If any Director does not duly attend convened meetings of the Directors for three consecutive meetings without special leave of absence from the Directors, they may be disqualified with a majority vote of the directors and will be removed from their position as both an officer as well as a board member. The vacated office will be filled by a majority vote of the Board of Directors until the next General Meeting of the Membership.
- 4.10 Pro-Tem Membership.** The Membership shall elect up to 4 (four) Pro-Tem Members who will participate as board members in all aspects of Board business, but will not have a vote in Board business. They will assume Board Member positions after serving at least one full year with the fulfillment of a board members' commitment of their duty related to the length of term of their position. The order of this fulfillment will be based on the number of votes of the membership or a vote of the board.

ARTICLE 5 – OFFICERS

- 5.1 Enumeration.** The officers of the corporation shall be president, vice-president, president-elect, past-president, and secretary/treasurer. The Board of Directors may appoint such other officers as it shall deem desirable; such officers to have the authority to perform the 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 office of president.
- 5.2 Election and Term of Office.** The officers of the association shall be elected bi-annually at the annual spring meeting. 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 meeting, 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 their successor shall have been elected and qualified. Any officer may be re-elected, but shall serve no more than two (2) consecutive terms.
- 5.3 Removal of Officers.** Removal of directors and officers must be decided by a vote of the membership provided 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 Remuneration.** No board member shall receive any monies for their service on the Board of Directors.
- 5.6 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/she shall preside at all meetings of the members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the association any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed; and general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.
- 5.7 President-Elect.** In the absence of the president or in the event of his inability or refusal to act, the president-elect 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. The president-elect shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.
- 5.8 Vice-President.** In the absence of the president and the president-elect or in the event of their inability or refusal to act, the vice-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.
- 5.9 Secretary/Treasurer.** The secretary/treasurer shall keep or see to the keeping of the minutes of the meetings of the members and of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records and of the seal of the association, shall keep a register of the current addresses of each member. The secretary/treasurer shall have charge and custody of and be responsible for all funds, securities and books of account of the association and in general shall perform all the duties incident to the office of secretary/treasurer and such other duties as from time to time may be assigned by the president and Board of Directors.
- 5.10 Immediate Past President.** The out-going OSDA President shall assume the position of Immediate Past President and shall continue to serve on the Board of Directors for no less than two (2) years.

ARTICLE 6 – MISCELLANEOUS

- 6.1 Executive Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, which 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 any officer of the association; amending the Articles of 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 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 by law.
- 6.2 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. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association and the president of the Association shall appoint the members thereof. Any member thereof may be removed by the President when in their judgment the best interests of the Association shall be served by such removal.
- 6.3 Executive Director.** The Board of Directors has the ability to contract for the services of an executive director whose duties will be determined by the Board.
- 6.4 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 day of the twelfth month thereafter. Fiscal year shall be from January 1 to December 31.
- 6.5 Books and Records.** The association/corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors
- 6.6 Seal.** The corporate seal of the Association is that seal, an impression of which appears on the margin thereof.
- 6.7 Amendments.** These bylaws may be amended or repealed, or anew 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.

