



BYLAWS

Revised September 8, 2026

NEW YORK DENTAL HYGIENISTS' ASSOCIATION

ARTICLE I – NAME

SECTION 1. NAME. The name of this corporation shall be the New York Dental Hygienists' Association, Inc. (hereinafter referred to as "the Association"). The Association is a constituent of the American Dental Hygienists' Association (the "ADHA").

The Association is a Not-For-Profit corporation within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 as amended and the regulations thereunder.

SECTION 2. HEADQUARTERS. The Association shall maintain an office as required by the laws of the State of New York as determined by the Board of Directors (the "Board").

ARTICLE II - PURPOSE

SECTION 1. PURPOSE. In addition to the purposes set forth in the Association's Articles of Incorporation, as may be amended, the purposes of the Association shall be:

- To improve the oral health of the public;
- To advance the art and science of dental hygiene;
- To maintain the highest standards of dental hygiene education and practice;
- To represent and protect the interests of the dental hygiene profession;
- To improve the professional competence of the dental hygienist;
- To foster research in oral health;
- To provide professional communications; and
- To conduct other activities as may be permitted by the State of New York to carry out the purpose of the Association, all in a manner consistent with the Code of Ethics of the ADHA.

ARTICLE III - MEMBERS

SECTION 1. MEMBERSHIP QUALIFICATIONS. Membership may be granted to any individual who: (i) meets the criteria set forth for each category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws, the ADHA and Association Code of Ethics for Dental Hygienists, and such other policies, rules and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the NYDHA House of Delegates may establish, consistent with the membership categories set by the ADHA Board of Directors.

SECTION 2. The ADHA Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the Association. The ADHA Board of Directors, or its designee(s), shall review all applications for membership and determine, based on the criteria set forth in the Bylaws, whether such individual applicants meet the qualifications necessary for membership in the Association. All such qualified applicants shall become members upon notice from the ADHA and payment of dues.

SECTION 3. MEMBERSHIP CATEGORIES. The membership of the Association shall be composed of the following categories.

A. Voting Members.

1. Professional Members. Professional membership may be granted to any individual who (i) has either earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered by an accredited college or institution of higher education, or is licensed to practice dental hygiene in the United States under the provision of a 'grandfather clause'; and (ii) is licensed to practice in any state, territory or possession of the United States if such license is required for the practice of dental hygiene; and (iii) agrees to maintain membership in the Association and ADHA, as well as a Component (if such exists where the member is licensed, practices or resides).
2. Retired Members. Retired membership may be granted to any individual who has reached the age of 62 and (i) held a license to practice dental hygiene within the 5 years prior to the date of joining the Retired Member category and is (a) retired from the dental hygiene profession; or b) working less than 10 hours per week in the dental hygiene profession; and (ii) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed, practices or resides).
3. Life Members. Association life membership may be granted by the Association by a three-fourths (3/4) vote of the Board of Directors ("Board") and by a majority vote of the House of Delegates ("House") to any Professional Member who has made outstanding contributions to both dental hygiene and the Association and meets such other criteria as determined by the Board from time to time.
4. New Professional Members. New Professional membership may be granted to any individual who (i) has either earned a certificate or professional degree in dental hygiene granted pursuant to a dental hygiene program offered by an accredited college or institution of higher education within the past two years; (ii) is licensed to practice in any state, territory or possession of the United States if such license is required for the practice of dental hygiene; and (iii) agrees to maintain membership in the Association and ADHA, as well as a Component (if such exist where the member is licensed, practices or resides).

B. NON-VOTING MEMBERS.

1. **Student Members.** Student membership may be granted to any student (i) currently enrolled in an accredited dental hygiene program or (ii) who has graduated from an accredited dental hygiene program and is currently pursuing a baccalaureate or graduate degree complementary to a career in dental hygiene in an accredited college or institution of higher education.
2. **Allied Members.** Allied membership may be granted to any individual who (i) supports the purposes and mission of the Association and who is not otherwise qualified for any other class of membership.
3. **Corporate Members.** Corporate membership may be granted to any corporation, partnership, institution or organization that supports the Association's mission.

SECTION 4. RIGHTS AND DUTIES

- A. Voting members must be members of both a Constituent and Component (if such exist where the member is licensed, practices or resides).
- B. All members shall be entitled to attend the member meetings and social functions of the Association.
- C. Voting Members shall have the right to vote for the election of delegates to the House, hold office in the Association and its components, be elected a delegate or alternate delegate to the House, be elected to any office, board, council or committee of the Association, and other such privileges as the Board may determine. Non-Voting Members shall have such privileges as the Board shall determine, but shall not have the right to vote or hold office as set forth above.

SECTION 5. DUES. Dues are payable and shall be paid on an annual or periodic basis according to the ADHA's billing cycle.

- A. Association dues for Professional and Student Members shall be determined by the House. A two-thirds (2/3) vote shall be required for approval of any dues change.
- B. Life Members shall be exempt from payment of dues to the Association.

SECTION 5. LOSS OF MEMBERSHIP. A member who has resigned, or who has been expelled or permanently suspended from the Association, the ADHA or a Component, or whose dues or assessments are in arrears, shall cease to be a member.

SECTION 6. REINSTATEMENT OF MEMBERSHIP. Members who have resigned or have been dropped for non-payment of dues or assessments may be reinstated by (i) making application to the ADHA and enclosing payment of dues and any

assessments; and (ii) meeting such additional terms and conditions as may be set by the Board.

SECTION 7. PROFESSIONAL CONDUCT OF MEMBERS. The Code of Ethics of the ADHA and the Association shall govern the professional conduct of all members.

SECTION 8. DISCIPLINE. The Board shall determine measures and procedures governing conduct subject to discipline.

SECTION 9. SUSPENSION/TERMINATION.

- A. Membership in the Association may be suspended or terminated by its Board for cause. Sufficient cause for such suspension or termination of membership may include, but not be limited to, violation of the Association's Bylaws, the ADHA Code of Ethics, or any lawful rule of practice adopted by the Association or other conduct deemed by the Association Board to be prejudicial to the best interest of the Association, conviction of a felony or crime related to or arising out of the practice of dental hygiene, or suspension, revocation or forfeiture by any state, province or country of the member's right to practice as a dental hygienist.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. The officers of the Association shall be: President, President-Elect, Vice President of Governmental Affairs and Public Policy and Public Policy, Vice President of Membership Development and Engagement, Vice President of Professional Development, Immediate Past President, Secretary, and Treasurer. No two offices, excepting that of the Immediate Past President, may be held simultaneously by the same person. There shall be one (1) vote per person.

SECTION 2. QUALIFICATIONS. Officers shall be Voting Members of the Association at least twelve (12) months immediately prior to the time the election takes place. A candidate for the office of President must have also previously served as a Voting Member of the Board of Directors for a period of not less than one (1) year.

SECTION 3. NOMINATION AND ELECTION OF OFFICERS.

- A. The Nomination Committee shall nominate one or more candidates for each office to be elected by the House at the Annual Session. Additional nominations may be made from the floor. Nominees from the floor shall provide a copy of their resume to each delegate.
- B. Except for the Immediate Past President and President, officers shall be elected by ballot by a majority vote of those Delegates present and voting. In the event no nominee receives a majority of the votes cast on the first ballot, the two nominees receiving the highest number of votes shall be voted upon again by ballot.
- C. In the event of an uncontested election for any office the House may direct the Secretary to cast a single ballot for the office.
- D. No write-in candidates shall be permitted.

SECTION 4. TERMS.

- A. The President shall serve not more than one (1) one-year term.
 - 1. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.
 - 2. The President-Elect shall succeed to the office of President upon expiration of the President's term of office,
- B. The Vice President of Governmental Affairs and Public Policy, Vice President of Membership Development and Engagement, Vice President of Professional Development, and Secretary shall serve not more than four (4) consecutive one (1) year terms in each office.
- C. The Treasurer, elected in odd-numbered years, shall serve not more than two (2) consecutive two (2) year terms.
- D. Officers shall assume their duties on the first day of January immediately following the Annual Session and shall serve their stipulated terms or until their successors are elected.

SECTION 5. DUTIES OF OFFICERS.

- A. Officers shall perform duties prescribed by these Bylaws and the Association House of Delegates Standing Rules, by the designated Parliamentary Authority, the Association's *Procedures and Official Duties Manual*, and such additional duties as may be directed by the Board.
- B. The President and President-Elect shall serve as ex-officio members of all committees of the Board and committees of the corporation except the Nomination Committee.

SECTION 6. VACANCIES.

- A. An officer who has served more than half a term is considered to have served a full term in that office except the President-Elect.
- B. Should the office of the President become vacant for any reason, President-Elect shall assume the office of President, to serve for the unexpired term and the term next following.
- C. Should the office of Immediate Past President become vacant for any reason, the office shall remain vacant and the Board shall assign the duties of that office.
- D. Should there be vacancies in any other office they shall be filled by a majority vote of the Board to serve for the remainder of the unexpired term.

SECTION 7. RESIGNATION. Any officer may resign by submitting that resignation in writing to the President, Secretary and Executive Director.

SECTION 8. REMOVAL. Any officer may be removed for cause.

ARTICLE V – CONTRACT STAFF/MANAGEMENT COMPANY/INDIVIDUALS

SECTION 1. CONTRACT. The Board may contract staff, use a management company or an individual(s) to perform chief executive officer/executive director, administrative, financial, web managing, meeting planner, and lobbyist/legislative coordinator services for the Association. Such management company or individual serving as chief executive officer/executive director shall be directly responsible to the Board, shall oversee other

staff and consultants and shall perform such functions and activities as may be specified and assigned by the Board, or as set forth in the contract between the Association and the individual(s) or management company.

SECTION 2. QUALIFICATIONS. The Board shall determine the qualifications required of the management company or individual serving as chief executive officer and set the salary.

SECTION 3. VACANCIES. The Board shall fill any vacancies by a majority vote.

ARTICLE VI – ELECTION OF COMPONENT DIRECTORS AND ALTERNATE DIRECTORS

SECTION 1. QUALIFICATIONS. A candidate for Component Director or Alternate Director must be a Voting Member of the Association and of the component (if one exists) being represented on the Board.

SECTION 2. ELECTION.

- A. Each Component, as designated under Article XI-Section 3 of the Bylaws, shall elect one (1) Component Director and may also elect one (1) Alternate Director. Voting shall take place: (i) in odd years for the components of New York City, Capital-Adirondack, Rochester/Finger Lakes, and Westchester/Mid-Hudson; and (ii) in even years for the components of Central Region, Buffalo, and Long Island, to include incorporated and unincorporated components.
- B. Component Directors and Alternate Directors shall be elected at a meeting of Components or at the Annual Meeting, by a caucus of the Components comprising each Component holding an election in any given year. The current Component Director shall call the caucus.
- C. If the Component Director fails to call said caucus, the President shall appoint a Delegate from that Component to call said caucus.

SECTION 3. ABSENCE.

- A. In the absence of a Component Director from a meeting of the Board, the Alternate Director may, upon notice to the President, Secretary and Executive Director, attend such meeting and exercise therein the rights, powers and duties of the absent Component Director. Such Alternate Director shall be subject in all respects to the provisions governing Component Directors.

SECTION 4. TERM.

- A. Each Component Director and Alternate Director shall serve not more than two (2) consecutive two (2) year terms or until a successor is elected. The component board shall review terms beyond the two consecutive two-year terms.
- B. Component Directors and Alternate Directors shall assume the duties of their office on the first day of January, immediately following the Annual Session and shall serve their stipulated terms or until their successors are elected.

SECTION 5. VACANCIES. In the event of a vacancy in a directorship elected by a Component, the Component shall fill the unexpired term by appointment of the alternate

director, if one exists, or if not existing or the alternate does not accept the designation, then from the active board membership by a majority vote.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. COMPOSITION. The Board of Directors shall consist of the following members:

- A. President, President-Elect, Vice President of Governmental Affairs and Public Policy, Vice President of Membership Development and Engagement, Vice President of Professional Development, Secretary, Treasurer and the Immediate Past President, all of who shall be Voting Members of the Board.
- B. One (1) Component Director from each Component, who shall be Voting Members of the Board.
- C. The Executive Director who shall be ex-officio members of the Board without a vote.

SECTION 2. OFFICERS.

- A. The President shall serve as Chairperson of the Board and the Secretary shall serve as recording officer.
- B. In the absence of the President, the President-Elect shall serve as Chairperson of the Board. If the President-Elect is not available the Vice President of Governmental Affairs and Public Policy shall serve.
- C. In the absence of the Secretary, the President shall appoint a Board member as Acting Secretary.

SECTION 3. RIGHTS AND DUTIES.

- A. The Board shall be the administrative body of the Association, vested with full power to conduct all affairs and business of the Association. In addition, the Board shall have the power to enact interim policies when the House is not in session and when such policies are necessary to the proper conduct of the Association affairs, provided that all such policies are presented to the House for ratification at the Annual Meeting.
- B. The duties of the Board shall include, but not be limited to:
 - 1. Responsibility for all property, real and personal, owned or held by the Association.
 - 2. Causing all officers and employees trusted with such Association property to be bonded.
 - 3. Establishing the fiscal year of the Association.
 - 4. Preparing and submitting an itemized budget to the House.
 - 5. Submitting an annual report to the House.
 - 6. Reviewing and making recommendations to the House on reports of officers, committees, proposed Bylaw amendments and resolutions to be brought to the House.
 - 7. Performing such other duties as prescribed or permitted by the laws of the State of New York, the ADHA Bylaws, the Association Bylaws, and the mandates of the House.

SECTION 4. MEETINGS.

- A. Regular Meetings. There shall be a minimum of four (4) regularly scheduled meetings of the Board each year; one before and/or one immediately after the close of the Annual Session; and three (3) other meetings as determined by the Board.
- B. Special Meetings. Special meetings of the Board shall be held at any time and shall be called by the President or by the President upon written request of five (5) or more Voting Members of the Board. Ten (10) days' written notice shall be given.

SECTION 5. QUORUM. A majority of the entire Board shall constitute a quorum for all meetings. A majority is one more than half.

SECTION 6. PERSONAL ATTENDANCE BY CONFERENCE COMMUNICATION EQUIPMENT. The Board, or any committee thereof, is authorized to meet by telephone conference or through other electronic communications media so long as all of the members may simultaneously hear each other and participate during the meeting. Participation by such means shall constitute presence in person at the meeting.

SECTION 7. CONDUCTING BUSINESS BY MAIL, EMAIL, OR FAX. The Board may vote by mail, email, or fax when necessary. Mail/Email/Fax vote for election of officers or contracting with employees of the Association shall be by secret ballot and sent to the recording Secretary from the mailing/emailing/electronic address from the Officer and /or Director that is on file with the Headquarters Office. In order to be counted, votes must be received from at least a majority of the entire Board within the time limitations specified in the announcement of the mail/email/fax referendum. If one-third (1/3) of the Board members challenge the mail/email/fax referendum on the grounds that insufficient information was available for proper consideration, the question shall be postponed to the next meeting of the Board. Action taken shall be ratified at the next meeting of the Board.

ARTICLE VIII - EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION. The Executive Committee shall consist of the officers of the Board, the Immediate Past President, Executive Director and one Representative of the Board of Directors to be elected at the first meeting of the Board of Directors. The Representative shall serve for one (1) year and shall not serve two (2) terms in succession.

SECTION 2. RIGHTS AND DUTIES. The Executive Committee shall have and may exercise between meetings of the Board all the powers of the Board in the management of the business and affairs of the Association and shall have those powers conferred upon it by the Board, except that the Executive Committee shall *not* have the power to:

- A. Fill vacancies in the Board.
- B. Fix compensation of Directors for services on the Board or any committee thereof.
- C. Repeal, amend or adopt Bylaws.
- D. Amend or repeal any Board resolution.
- E. Remove or fix the reimbursement of those elected to the Board.

- F. Make rules for the conduct of its business, which are inconsistent with these Bylaws.

SECTION 3. MEETINGS.

- A. Meetings of the Executive Committee shall be at the call of the President or at the request of three (3) members of the committee.
- B. Business may be conducted by telephone conference call or other electronic communications media, mail, email, or fax when necessary. A report of said business shall be made by the Representative of the Board to the Executive Committee at the next Board meeting.
- C. Actions taken by telephone conference call, mail, email or fax shall be ratified at the next Board meeting.

SECTION 4. QUORUM. A majority of the members of the Executive Committee shall constitute a quorum.

SECTION 5. REPORTING. The Executive Committee shall report to the Board of Directors at each meeting thereof on any action taken by it since the previous meeting of the Board. Such actions shall be subject to confirmation by majority vote of the Board.

ARTICLE IX – HOUSE OF DELEGATES

SECTION 1. DEFINITION

- A. The House of Delegates (the “House”) is the legislative and governing body of the Association. The House consists of certified Delegates and Alternate Delegates from each component and also a student delegate who is a member of the Association and selected following submission of an essay in a manner designated by the Board of Directors. The officers of the Association shall be ex-officio members of the House without vote.

SECTION 2. RULES AND DUTIES

- A. See the Procedure and Standing Rules Manual for the House of Delegates

ARTICLE X –COMPONENTS

SECTION 1. DEFINITION. Component societies of the Association (“Component(s)”) are those city, county, district dental hygiene societies or associations contained within the territory of New York State and (a) incorporated and chartered by the Association or (b) unincorporated and chartered by the Association. A Component of the Association shall consist of all Voting Members of the Association who are either licensed, or residing in New York State and those Non-Voting in the Supporting and Allied member categories.

SECTION 2. MEMBERSHIP. Members of the Association have the right to join one Incorporated or Unincorporated Component of their choice. A member may transfer to another Component by written request addressed to the central office of ADHA, which shall effect the transfer and promptly shall notify the effected components. Full membership privileges shall be granted to the transferring member in the new

component, and a credit for the full amount of any dues paid to the previous component shall be applied to the dues in new component.

SECTION 3. RIGHTS AND DUTIES OF INCORPORATED COMPONENTS. The rights and duties of each Incorporated and Chartered Component shall include but not be limited to:

- A. Maintaining a Board of Directors and adopting Component Bylaws, which shall not be in conflict with the Bylaws of the ADHA or the Association. Components must maintain voting membership categories and criteria that are identical to the Association's (with the exception of Life membership). Changes to an Incorporated Component's bylaws must receive the written approval of the Association's Board of Directors.
- B. Adopting and maintaining a Code of Ethics, which shall not be in conflict with the Code of Ethics of the ADHA.
- C. Holding a business session at least once each calendar year.
- D. Electing Delegates and Alternate Delegates.
- E. Electing a Director and Alternate Director.
- F. Providing an annual report, submitted to the Association Executive Director by a date established by the Board from year to year.
- G. Submitting proposed Bylaw amendments and/or resolutions for Association House of Delegates' consideration forty-five (45) days prior to the Annual Meeting after receiving the current Bylaws and Policy Manual at least two (2) weeks prior thereto.
- H. Setting Component dues.
- I. Electing from their Voting Members one (1) Director and one (1) Alternate Director who shall represent the members of the Component Territory on the Board and report to their Component.

SECTION 4. CHARTER. A component may be organized and chartered within a particular area of New York State, subject to the approval of the Board and a majority vote of the House.

SECTION 5. APPLICATION FOR CHARTER. Voting Members of the Association who wish to organize a component may make application for a charter, which shall include a description of proposed territory, proposed name of the component, list of chartering members and proposed bylaws. The Association Board shall review and determine, based on criteria in accordance with these bylaws and such other guidelines as the Board may set, if the application meets the qualifications necessary for recognition as an incorporated or unincorporated component.

SECTION 6. ORGANIZATIONS. Components of the Association shall be as follows:

COMPONENT	COUNTIES
New York City	Bronx, Kings (Brooklyn), Manhattan, and Richmond (SI)
Westchester / Mid-Hudson	Dutchess, Greene, Orange, Putnam, Rockland, Sullivan, Ulster and Westchester
Capital -Adirondack	Albany, Clinton, Columbia, Essex, Franklin, Fulton, Hamilton, Montgomery, Rensselaer, St. Lawrence, Saratoga, Schenectady, Schoharie, Warren, and

	Washington
Central Region	Broome, Cayuga, Chenango, Cortland, Delaware, Herkimer, Jefferson, Lewis, Madison, Oneida, Onondaga, Oswego, Otsego, Tioga, and Tompkins
Rochester / Finger Lakes	Chemung, Livingston, Monroe, Ontario, Schuyler, Seneca, Steuben, Wayne, and Yates
Buffalo	Allegheny, Cattaraugus, Chautauqua, Erie, Genesee, Niagara, Orleans, and Wyoming
Long Island	Nassau, Queens and Suffolk

SECTION 7. REVOCATION OF CHARTER. After such investigation as the Board may deem necessary, the charter of a component may be revoked by a two-thirds (2/3) vote of the House for failure to comply with the Bylaws of the Association or the ADHA. The component shall be provided a reasonable opportunity to correct the infraction, which has placed its charter in jeopardy. Upon revocation, the incorporated component shall immediately remit all its funds and records to the Association's headquarters.

SECTION 8. Use of Name. No Incorporated or Unincorporated Component or other entity shall use the name of the ADHA or the Association in any manner whatsoever unless duly authorized to do so by ADHA or the Association (as applicable) pursuant to the terms of a written agreement.

SECTION 9. Unincorporated Components shall have representation on the Association Board and House of Delegates consistent with representation afforded to components as indicated in these Bylaws.

ARTICLE XI - COMMITTEES

SECTION 1. COMMITTEES OF THE BOARD AND OF THE CORPORATION.

- A. Committees of the Board. Committees of the Board are as follows: Executive and Finance.
- B. Committees of the Corporation. Committees of the Corporation shall include, but not be limited to, the following: Infrastructure, Nominating, Governmental Affairs and Public Policy, Education, Professional Practice, Public Relations, Membership Development and Engagement, Board of Directors' Actions, House of Delegates Actions, Way & Means, Awards, and Leadership Development.

The President, House of Delegates of Directors or the Board may establish other Committees of the Corporation.

SECTION 2. COMPOSITION.

- A. Committees of the Board shall be comprised of members of the Board.
 - i. Executive Committee. The Executive Committee shall be as set forth in Article IX, Section 1.
 - ii. Finance Committee. The Finance Committee shall be comprised of the Treasurer, who shall serve as Chair, the President, the President-Elect, and one (1) additional member of the Board designated by the Chair with the President's approval.

- B. Committees of the Corporation shall be comprised of Voting Members of the Association and in accordance with the Procedural and Official Duties Manual for those specified committees. Individuals who do not qualify for active membership may be appointed to Committees of the Corporation with the approval of the Board.

SECTION 3. APPOINTMENTS. Members of committees shall be appointed by the Officer who oversees the committee with the approval of the President, with the exception of those Committees of the Board whose composition is set by these Bylaws.

SECTION 4. DUTIES. The duties of committees shall be to:

- A. Perform the duties as listed in the *Procedures and Official Duties Manual*, conferred by the Board, or prescribed by the House.
- B. Submit an annual written report to the House, to be received by the Executive Director no less than forty-five (45) days prior to the Annual Meeting.
- C. Such other duties as may be set forth in the stated purpose establishing particular committees.

SECTION 5. VACANCIES. In the event of a vacancy in a committee, the Officer who oversees the committee shall appoint a successor for the unexpired term, with the approval of the President, with the exception of those Committees of the Board whose composition is set by these Bylaws.

SECTION 6. EXPENSES. Expenses that occur in the operation of each committee shall be paid as budgeted in the Annual Budget. Additional expenses may be paid as approved by the Board, if there are sufficient funds.

ARTICLE XII - PUBLICATIONS

SECTION 1. OFFICIAL PUBLICATION. The Association may publish, or cause to be published, an official publication.

SECTION 2. ADDITIONAL PUBLICATIONS. The Board may authorize such additional publications, as it shall deem to be in the best interest of the Association.

SECTION 3. OBJECTIVE. The objective of all publications of the Association shall be to report, chronicle, and evaluate significant activities and developments of scientific and professional interest to the profession.

SECTION 4. FREQUENCY OF ISSUE AND SUBSCRIPTION RATES. The Board shall determine the frequency of issue and subscription rates for all publications, including the official publication.

SECTION 5. OFFICIAL TRANSACTIONS AND REPORTS. The official actions of the House, the Board and the reports of officers and committees shall be published under the direction of the President.

SECTION 6. EDITOR. All publications of the Association, including the official publication, shall be under the editorial supervision of the Editor.

ARTICLE XIII - INDEMNIFICATION

The Association shall indemnify:

- A. Any person made or threatened to be made a party to any action or proceeding by reason of the fact that such person, or such person's testator or intestate, is or was an Officer or Component Director of the Association; and
- B. Any Officer or Component Director of the Association who served any other company in any capacity, at the request of the Association, in the manner and to the maximum extent permitted by the New York Not-for-Profit Corporation Law.
- C. The Association, at the discretion of the Board, may indemnify all other the Association personnel to the extent permitted by law.

ARTICLE XIV - NON-INUREMENT

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, component directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its Not-for-Profit purposes.

ARTICLE XV – DISSOLUTION

In the event of the dissolution of the Association, the Association shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) to the ADHA, or, if the ADHA is no longer in existence, exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised*, shall govern the proceedings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Association's Certificate of Incorporation, Bylaws and any other rules of order the Association may adopt.

ARTICLE XVII - AMENDMENTS

These Bylaws may be amended at any meeting of the House by a two-thirds (2/3) vote, provided that a copy of the proposed amendment has been sent to all Delegates at least thirty (30) days prior to that meeting.

These Bylaws may also be amended, without notice, at any meeting of the House held during the Annual Session by a three-fourths (3/4) vote of the Delegates.

The *Procedures and Official Duties Manual* may be amended by a majority vote of the Board.

The *Procedures and Standing Rules for the House of Delegates* may be amended by a majority vote of the Delegates at the Annual Session.

ARTICLE XVIII SUPREMACY CLAUSE

The Constitution and Bylaws of this Association shall not be in conflict with the Constitution and Bylaws of ADHA, which shall be the supreme law of the Association. A current copy of these Bylaws shall be on file with the Executive Director of ADHA.