

NEW JERSEY DENTAL HYGIENISTS' ASSOCIATION BYLAWS

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ARTICLE I NAME AND PURPOSES

Section 1. Name. The name of this corporation shall be the New Jersey Dental Hygienists' Association (NJDHA) (hereinafter referred to as the "Association"), a New Jersey not-for-profit corporation.

Section 2. Purpose. In addition to the purposes set forth in the Association's Articles of Incorporation, as may be amended, the purpose of the Association is to pursue those goals established by the NJDHA consistent with the Code of Ethics of the profession of Dental Hygiene and to conduct other activities as may be permitted by the State of New Jersey to carry out the purpose of this association.

Section 3. Mission. The mission of the NJDHA is to advance the art and science of dental hygiene by increasing the awareness of and ensuring access to quality oral health care, improve the public's total health, promote the highest standards of dental hygiene education, licensure and practice and represent and promote the interests of dental hygienists.

Section 4. Offices. The Association shall have and continuously maintain in the State of New Jersey a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of New Jersey, as the Board of Directors may determine.

ARTICLE II MEMBERSHIP

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 Association's 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 American Dental Hygienists' Association (ADHA) may establish.

Section 2. 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) agrees to maintain membership in a Constituent as well as a Component (if such exist where the member is licensed, practices or resides).

2 Retired Members. Professional members who have reached the age of 62 and are either (i) fully retired from the dental hygiene profession; or (ii) working less than 10 hours per week in the dental hygiene profession may apply for Retired Member status.

3 Members with Disabilities. Professional members who are unable to work due to a verified disability may apply for Disabled status. All such applications must be verified by the Association and/or Component, and must be accompanied by proof of eligibility each year.

4 Life Members. Life membership may be granted by the NJDHA General Membership to any Professional member who has made outstanding contributions to dental hygiene and to NJDHA, is nominated by the NJDHA Board of Directors and meets such other criteria as determined by the NJDHA.

b. Non-voting Members

1.International Members. International membership may be granted by the ADHA to any individual who resides outside of the United States; and holds a valid license to practice as a dental hygienist. This is a National Membership only.

2.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. This is a National Membership only.

3.Supporting Members. Supporting membership may be granted to any licensed dental hygienist who (i) is not employed in a dental hygiene-related career; and (ii) agrees to maintain tripartite membership, if such exist where the member is licensed or resides.

4.Honorary Members. Honorary membership may be granted by the NJDHA General Membership to any individual who (i) is not a dental hygienist; (ii) has made outstanding contributions to dental hygiene or dental health; and (iii) has been nominated by the NJDHA Board of Directors.

5.Allied Members. Allied membership may be granted to any individual who supports the purposes and mission of the Association and who is not otherwise qualified for any other class of membership.

6.Corporate Members. Corporate membership may be granted to any corporation, partnership, institution or organization that supports the ADHA's mission., This is a National Membership only.

Section 3. Rights and Duties.

- a.** Voting and supporting members hold a tripartite membership, 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.** Only Voting Members may vote for the election of component or state officers and delegates to the ADHA House of Delegates, hold office in the Association, and components and serve on the Board of Directors. Contrary herein, the voting members' right to vote is specifically limited to elections of officers and delegates to the ADHA House of Delegates, and other component business.
- d.** Members may review databases with 10 days' notice and view accounts with a written request and can review minutes with 5 days' written notice to the executive director.

Section 4. Disciplinary Action/Termination of Membership.

- a. Grounds for Discipline.** The Association may cause a discipline of a member for any of the following reasons:
 - 1.** Failure to comply with these Bylaws, the Association's Code of Ethics for Dental Hygienists, or any other rules or regulations of the Association;
 - 2.** Conviction of a felony or a crime related to, or arising out of, the practice of dental hygiene or involving moral turpitude;
 - 3.** Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice as a dental hygienist; or
 - 4.** Unprofessional conduct considered prejudicial to the best interests of, or consistent with, the purposes of the Association.
- b. Procedures.** The Association will make a report to ADHA with the reasons. Such disciplinary actions shall be conducted in accordance with procedures established by ADHA.
- c. Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than 45 days, ceases to be a member of the Constituent, Component, or other organization required for membership in the

Association, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors.

Section 5. Reinstatement. Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon (i) payment of dues and any assessments; (ii) application to the appropriate Constituent or to the Board of Directors; and (iii) meeting such additional terms and conditions as may be established by the NJDHA and ADHA Board of Directors.

ARTICLE III DUES AND ASSESSMENTS

The initial and annual dues for all members of the Association, and the time for paying such dues and other assessments, if any, shall be determined by the ADHA. Under special circumstances, the NJDHA, or its designee(s), may increase, waive or reduce the annual constituent dues and/or assessments for any member with the approval of ADHA. Incorporated components are authorized to do the same for component dues with the approval of NJDHA.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual General Membership Meeting of the voting members of the Association shall be held at such time and place as shall be determined by the NJDHA Board of Directors (BOD)

Section 2. Special Meetings. Special meetings of the voting members of the Association may be called at the request of the President, the NJDHA BOD, or 10% of members entitled to vote. The time, place and purpose for holding special meetings shall be determined by the NJDHA BOD.

Section 3. Notice. Notice of any annual or special meeting of the voting members shall state the time, date, place and purpose of the meeting and shall be delivered not more than sixty (60) and not less than ten (10) days prior to the date of such meeting. If notification is not electronic first class postage must be used.

Section 4. Quorum. Members entitled to cast a majority of votes at a meeting shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice. A quorum is required to open a meeting, but can drop to less than a quorum during a meeting.

Section 5. Manner of Acting. The act of a majority or more of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members.

ARTICLE V BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Association shall be managed by the Board of Directors which shall be the administrative body vested with full power to enact policies and bylaw amendments, have supervision, control and direction of the Association, shall determine its business policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board of Directors shall act for and on behalf of membership. The Board of Directors and members of any committees designated by the board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinary, prudent persons would exercise under similar circumstances in like positions. The Board of Directors may make, amend and repeal bylaws, approve minutes of all meetings, nominate candidates for honorary and life membership, and such rules and regulations for the conduct of Association business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors shall provide reports to the membership.

Section 2. Composition. The number of Directors shall not be less than three (3). The Board of Directors shall be composed of members as follows: The President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and one (1) member elected from each of the Incorporated Components collectively, the “Component Directors”.

Section 3. Invited Participants. The Contracted Staff shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors and may be invited to attend meetings held in Executive Session. Others may be invited to add evidence or as a guest in an executive session.

Section 4. Components The Association’s Components shall be divided with geographic boundaries as determined by the Board of Directors.

Section 5. Qualifications. Only voting members shall be eligible to serve on the Board of Directors. Component Directors must be members of the Component that they have been elected to represent.

Section 6. Election of Component Directors. Pursuant to rules and procedures determined by the Board of Directors, elections shall be held by the Incorporated Components, during a membership business meeting or by mail/ electronic vote.

Section 7. Terms.

a. Component Directors shall serve a one (1) year term, or until such time as their successors are duly elected, qualified, and assume their position, and may not serve more than six (6) consecutive years in the same position. Directors serving more than half of a full term shall be deemed to have served a full term in office for purposes of term limits.

b. The President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President shall remain on the Board of Directors for the duration of their term in office.

c. The term of all Component Directors shall begin at the close of the first annual General Membership Meeting following their election and shall run until the close of the second annual General Membership Meeting following their election.

Section 8. Regular Meetings. The Board of Directors may take action to set the time, date, and place for the holding of regular meetings of the Board of Directors without other notice than such action.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of the President or upon a written request to the Contracted Staff of 40% of the Board of Directors entitled to vote. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered electronically or mailed with first class postage at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of 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 and convened.

Section 10. Meeting by Conference Call. Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of five days prior to the meeting.

Section 11. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice. A quorum is required to open a meeting, but can drop to less than a quorum during a meeting.

Section 12. Manner of Acting. The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors.

Section 13. Action by Written Consent. Any action requiring a vote of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action taken, is received by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 14. Resignation and Removal. Any Component director may resign at any time by giving written notice to the Contracted Staff. In addition, any component director may be removed by a majority vote of the persons entitled to elect such director, whenever, in their judgment, the best interests of the Association would be served by such removal.

Section 15. Vacancies. Vacancies in any Component Director position shall be filled by the President, after consultation with the officers of the Component represented by such Component

Director, without undue delay. A Component Director appointed pursuant to this Section shall hold their position for the remainder of the original term for which she or he was appointed to fill.

Section 16. Mail/Electronic Vote. Voting by mail or electronic means shall be permitted to the full extent allowed by the state of New Jersey and Not for Profit Corporation Application Act, as may be amended. A mail or electronic vote may be called by the NJDHA BOD. Unanimous written consent must be obtained for a mail or electronic vote with a 10-day notice and recorded in minutes.

ARTICLE VI OFFICERS/ADHA DELEGATES

Section 1. Officers. The officers of the Association shall be a President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President. Two (2) offices may be held simultaneously by the same person but may only act in one office.

Section 2. President. The President shall be the principal elected officer of the Association and shall, in general, supervise all of the business affairs of the Association, subject to the direction and control of the Board of Directors, by communicating with the Contracted Staff and Board of Directors as necessary regarding the business of the Association. The President shall be a member, without vote, of all councils, committees and task forces except as otherwise provided by these Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

Section 3. President-Elect. The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be a member, without vote, of all councils, committees and task forces except as otherwise provided by these Bylaws. The President-Elect shall, in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board of Directors. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.

Section 4. Vice President. The Vice President shall have such duties as may be assigned by the President or the Board of Directors.

Section 5. Secretary. The Secretary shall have such duties as may be assigned by the President or the Board of Directors. The secretary will record and distribute minutes of all meetings to Minutes Review Committee and any other persons designated by the BOD and perform such other duties as may be appropriate to this office as listed in Bylaws and Operations Manual.

Section 6. Treasurer. The Treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the Contracted Staff, or his or her designee(s).

Section 7. Immediate Past President. The Immediate Past President shall have such duties as may be assigned by the President or the Board of Directors, including presiding at annual meeting candidates' forum.

Section 8. Qualifications for Office. Only voting members are eligible to hold office.

Section 9. Term.

a. The President, President-Elect, Vice President, Secretary and Immediate Past President shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office.

b. The Treasurer shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office.

c. Officers may not serve more than two (2) consecutive terms in office. Officers serving more than half of a full term shall be deemed to have served a full term in office.

Section 10. Election.

a. The President-Elect, Vice President and Secretary shall be elected annually at the General Membership Meeting. The Treasurer shall be elected at the General Membership Meeting in odd-numbered years.

b. In the event that no candidate receives a majority of the votes cast, the vote shall be conducted again with only the two candidates receiving the highest number of votes eligible for election.

c. Officers shall take office following the close of the General Membership Meeting at which they are elected.

d. Nominees for office may be on ballot in one of three ways:

- 1.** Selection by Nominating Committee
- 2.** Nomination from the floor during the election process at the Annual in-person meeting
- 3.** Write in votes on the ballot are allowed.

e. In the event that the GMM is conducted virtually, the following are in place:

- 1.** Slate is presented by Nominating Committee
- 2.** No nominations will be added after deadline date
- 3.** Voting will be done electronically
- 4.** There is no option for write-in votes

Section 11. Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the Contracted Staff. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgment, the best interests of the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an officer or agent shall not of itself create any contract rights.

Section 12. Officer Vacancies. Vacancies in any office shall be filled by the President without undue delay, however, the President-Elect automatically shall succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next General Membership Meeting. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Directors immediately shall fill the office of President. The order of succession in the absence of the president and president-elect shall be vice-president and immediate past president. Such appointee shall hold office until the next General Membership Meeting. Except as otherwise set forth herein, an officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

Section 13. ADHA Delegates. ADHA Delegates are elected by the membership at the General Membership Meeting. The number is determined by ADHA. The elected delegates are obligated by the terms and responsibilities outlined in the Operations Manual. Any reimbursement for delegates' registration and/or expenses is determined by the BOD and approval of budget.

ARTICLE VII CONTRACTED STAFF

The administrative and day-to-day operation of the Association shall be the responsibility of a contracted staff head or firm employed or appointed by, and responsible to, the Board of Directors. The Contracted Staff shall have the authority to execute contracts on behalf of the Association and as approved by the Board of Directors. The Contracted Staff shall perform the duties normally expected of the secretary of a New Jersey not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; being custodian of the corporate records; keeping minutes of the meetings of the Board of Directors; and keeping a record of the mailing address of each member of the Association. The Contracted Staff may carry out such other duties as may be specified by the Board of Directors. The Contracted Staff shall be invited to attend and participate, without vote, in all meetings of the Association's Board of Directors, General Membership Meeting, committees, councils, and task forces except as otherwise provided by these Bylaws. The Contracted Staff may be invited to attend meetings held in Executive Session.

ARTICLE VIII GENERAL MEMBERSHIP MEETING

Section 1. Authority and Responsibility. The General Membership has the authority and responsibility to:

- a. Solicit, process, and communicate membership needs to the Board of Directors.
- b. Participate in the Association's strategic planning;

- c. Elect officers of the Association.
- d. Elect delegates to ADHA HOD
- e. Elect Life and Honorary members
- f. Elect directors of NJDHA Political Action Committee as designated in PAC bylaws.

Section 2. Composition.

a. Voting Members.

- 1. Those members present at the General Membership Meeting as defined in Article II.
- 2. One Student voter from each accredited dental hygiene program in New Jersey shall have the right to vote.

Section 3. Quorum. Members entitled to cast a majority of votes at a meeting shall constitute a quorum for the transaction of business at the General Membership Meeting.

Section 4. Manner of Acting. The act of a majority of members present at a duly called annual General Membership Meeting shall be the act of the Assembly, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE IX COMMITTEES/COUNCILS/TASK FORCES

Section 1. Establishment. Committees, Councils and Task Forces shall be established by the NJDHA BOD and the President. They shall have such duties as designated by the BOD and shall include the preparation and filing of reports. The Board of Directors may establish such councils and other standing committees as deemed necessary or prudent in the exercise of their authority and responsibility as set forth in these Bylaws.

a. Composition. All committees, councils and task forces shall be comprised of voting members of NJDHA. A chair may be appointed by the President with the approval of the BOD. In the event that a cooperative effort with other associations or other organizations make the appointment of one or more non-members desirable, such appointments shall be made only with the approval of the BOD.

b. Term. Members of all Committees, Councils and Task Forces shall serve at the discretion of the president.

c. Policies and Procedures. The Board of Directors shall develop and approve policies and procedures for the operation of all committees, councils and task forces. All committees, councils and task forces shall report to the Board of Directors, unless otherwise set forth in the resolution establishing such.

d. Authority/Composition/Qualifications. The action establishing a council or standing committees shall set forth the council or committee's purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, the President shall appoint the Chair and members of all committees, councils and task forces, subject to the approval of the Board of Directors. Any committee having the authority of the Board of Directors shall have members of the Board of Directors as a majority of its members.

e. Quorum and Manner of Acting. At all meetings of any committee, council or task force, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such council, committee or task force. A majority vote by committee, council or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

f. Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a council, committee or task force shall be filled by the President.

g. Policies and Procedures. The Board of Directors shall develop and approve policies and procedures for the operation of all committees, councils and task forces. All committees, councils and task forces shall report to the Board of Directors, unless otherwise set forth in the resolution establishing such council/committee.

Section 2. Advisory/Ad Hoc Committees. The Board of Directors may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of their authority and responsibility as set forth in these Bylaws. An ad hoc committee shall terminate at the completion of its task or three (3) years from the date of its creation, unless renewed by the Board of Directors.

ARTICLE X COMPONENTS

Section 1. Tripartite. The American Dental Hygienists' Association (ADHA) is a tripartite organization. Voting and Supporting members must maintain an active membership in ADHA, a Constituent and an Incorporated or Unincorporated Component (if such exist where the member is licensed, practices or resides).

a. Components. Voting members of the Association who are licensed, practicing or residing within a particular state, commonwealth, federal district, territory or possession of the United States may be organized as an Incorporated or Unincorporated Component of the Association. The NJDHA may authorize the establishment of Incorporated or Unincorporated Components which shall be organized and operated in accordance with these Bylaws, and such additional rules and policies as may be adopted by the NJDHA and fulfill criteria for affiliation as may be established by the NJDHA. Components enter into Incorporated or Unincorporated Component

agreements with the Association; and are issued a charter. The name, geographic boundaries and other requirements for Incorporated or Unincorporated Components shall be subject to approval of the ADHA and such rules and policies as may be adopted by the ADHA and the Constituent Board.

b. Application for Recognition as a Component. The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as an Incorporated or Unincorporated Component of the Association. All applicants must complete the application form and submit the application, along with the designated fee, if any, to the administrative office of the Association. The Board of Directors or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Board of Directors may prescribe, if applicants meet the qualifications necessary for recognition as an Incorporated or Unincorporated Component.

c. Revocation. Charters for the operation of Incorporated or Unincorporated Components may be revoked by the NJDHA at any time and in such manner and after such investigation as the NJDHA may deem necessary. Upon revocation of an Incorporated Component's charter, the Incorporated Component immediately shall remit all of its funds and records to the Association's Treasurer. Due notice of 10 days by first class postage shall be given by the NJDHA to the Incorporated or Unincorporated Component in question, and reasonable opportunity shall be allowed for the Incorporated or Unincorporated Component to meet the requirements or correct infractions before final action is taken to revoke the charter.

Section 2 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 pursuant to the terms of a written agreement.

Section 3 Organization. Each Incorporated Component shall have a Board of Directors, officers and bylaws in such form as shall be approved by the Association's Board of Directors. Incorporated 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.

a. Meetings. Each Incorporated or Unincorporated Component may hold such meetings as it deems appropriate.

b. Choice of Incorporated or Unincorporated Component. Members may belong to only one Incorporated or Unincorporated Component, and may join the one of their choice based on where they reside, practice or hold a license.

c. Transfers. A member of an Incorporated or Unincorporated Component may transfer to another Incorporated or Unincorporated Component by written request addressed to the central office of ADHA. The central office of ADHA shall affect the

transfer and promptly shall notify the effected Incorporated or Unincorporated Components. Full membership privileges shall be granted to the transferring member in the new Incorporated or Unincorporated Component, and a credit for the full amount of any dues paid to the previous Incorporated or Unincorporated Component shall be applied to the dues in new Incorporated or Unincorporated Component.

Section 4. Representation. An Incorporated Component shall elect from its Voting Members one director who will represent the members of the Incorporated Component on the NJDHA BOD, who will report to the Incorporated Component Membership.

ARTICLE XI ELECTRONIC MEETINGS

Any action to be taken at a Board of Directors, council committee or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, notice of an electronic meeting must be delivered at least forty-eight (48) hours prior to the meeting.

ARTICLE XII USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means. General Membership Meeting Elections are conducted in person only, except electronically if GMM is virtual.

ARTICLE XIII FINANCE

Section 1. Contracts. The NJDHA may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by action of the NJDHA. In the absence of such determination by the NJDHA, such instruments shall be signed by the Treasurer and countersigned by the President or Contracted Staff.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the NJDHA may select.

Section 4. Bonding. The NJDHA shall provide for the bonding of such officers and employees of the Association as it may determine is necessary and/or appropriate.

Section 5. Gifts. The NJDHA may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

Section 6. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, General Membership Meetings and any council, committee or task force having the authority of the Board of Directors.

Section 7. Financial Review. The NJDHA shall provide for an internal financial review of the financial records of the Association. The frequency of the review is determined by the BOD. A report of the financial condition of the Association shall be made to the membership of the Association Annually.

Section 8. Fiscal Year. The fiscal year of the Association shall be determined by the NJDHA.

ARTICLE XIV INDEMNIFICATION

The Association shall indemnify all past and present officers, directors, employees, committee, council, and task force members, and all other volunteers of the Association to the full extent permitted by the state of New Jersey as may be amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the NJDHA.

ARTICLE XV WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI AMENDMENTS

Section 1. Proposed Amendments. The Board of Directors is the authority for bylaw amendments and may amend when deemed necessary. The Board of Directors, Components or any voting member of the Association may propose amendments in whole or in part to these Bylaws by petition to the Board of Directors.

Section 2. Notice. Notice of bylaw changes will be announced to membership upon approval of minutes of meeting wherein bylaws were amended.

ARTICLE XVII DISSOLUTION

New Jersey nonprofit corporation law, section 15A: 12-1 describes the methods of dissolution. In the event of the dissolution of the Association, the NJDHA 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 NJDHA 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 XVIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised, shall govern all meetings in all cases to which they are applicable and in which they are not inconsistent with the laws of the State of New Jersey, these bylaws and any special rules of order the Association may adopt.

ARTICLE XIX SUPREMACY CLAUSE

The Bylaws of this Association shall not be in conflict with the 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.