

# COLORADO DENTAL HYGIENISTS' ASSOCIATION

## BYLAWS

(Amended September 2017)



Colorado

Dental Hygienists' Association

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# **COLORADO DENTAL HYGIENISTS' ASSOCIATION**

## **BYLAWS**

### **ARTICLE I**

#### **NAME**

##### **NAME, CORPORATION, AND OFFICE**

**Section 1. Name.** This organization shall be the Colorado Dental Hygienists' Association (CODHA) hereinafter referred to as the Association, a constituent of the American Dental Hygienists' Association (ADHA).

**Section 2. Corporation.** The Association is of perpetual duration incorporated in the State of Colorado as a not-for-profit association under the IRS Code of the 501-(C)-6 status.

**Section 3. Registered Office.** There shall be an official registered office of the Corporation in Colorado.

### **ARTICLE II**

#### **PURPOSE**

##### **PURPOSES AND MISSION**

**Section 1. The purposes** of this 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 and practice; to represent and protect the interest of the dental hygiene profession; to improve the professional competence of the dental hygienist; to foster research in oral health; and to provide professional communications; all in a manner consistent with the Principles of Ethics of the profession.

**Section 2. The CODHA Mission Statement** is, in agreement with the ADHA: To advance the art and science of dental hygiene and improve the public's total health by increasing access to quality oral health care, amplifying the awareness of cost effective benefits of prevention, promoting the highest standards of dental hygiene education, licensure and practice, and representing and promoting the interest of dental hygiene.

### **ARTICLE III**

#### **MEMBERS**

**Section 1. Classifications of Members.** Members shall meet the following requirements and such other uniform requirements as may be established by the House of Delegates.

## A. Voting Members

The voting membership of the Association shall consist of Professional, Life, Senior Status, and Member with Disability. Membership in ADHA, a constituent and a component, if one exists, shall be required.

1. *Professional Member.* Any dental hygienist who holds a certificate or degree in dental hygiene pursuant to a dental hygiene program which has a minimum of two academic years of curriculum provided in a college or institution of higher education, the program of which is recognized by the United States Department of Education and/or an appropriate national voluntary agency, or who is licensed to practice dental hygiene in the United States under the provision of the "Grandfather clause"; who is licensed to practice dental hygiene in any state, territory or possession of the United States; who has agreed to adhere to the Bylaws and Principles of Ethics of this Association and the ADHA; and who holds membership in the component where a member is licensed, practicing, or residing. Application for Professional membership may be made by the applicant through the component/constituent treasurer or ADHA and must be accompanied by the current year's dues.
2. *Life Member.* Any voting member who has made contributions of national or state importance that impact both the dental hygiene profession and ADHA or CODHA shall be eligible for CODHA Life Membership upon nomination by the CODHA Board of Trustees and election by the CODHA House of Delegates. A President of the American Dental Hygienists' Association who has completed the term of office shall automatically become a Life Member.
3. *Senior Status.* Professional Members who have reached their full retirement age as set by the Social Security Administration and have either been a Professional Member of the Association for an aggregate total of thirty (30) years, or twenty-five (25) consecutive years may apply for Senior status.
4. *Members with Disability.* Professional Members who are unable to work due to a verified disability may apply for Disabled status. All applications must be verified by the American Dental Hygienists' Association, and must be accompanied by proof of eligibility each year.

## B. Non-Voting Members

1. *Supporting Member.* May be granted to any licensed dental hygienist who (1) is not employed in a dental hygiene related career, (2) agrees to maintain membership in a Constituent as well as a component (if such exists where the member is licensed and resides), and (3) applies to the ADHA Executive Director.
2. *Honorary Member.* An individual who is not a dental hygienist who has been elected to Honorary Membership by three-fourths (3/4) affirmative vote of the (CODHA) Board and majority vote of the House for outstanding contributions to the art and science of dental hygiene or dental health for an extended period of time.

3. *Allied Member.* Any individual who supports the purposes and mission of the Association and who is not otherwise qualified for any other class of membership shall be eligible for Allied membership upon application/request to the ADHA Executive Director.
4. *Corporate Member.* Any Corporation, institution, or organization, which supports the purposes and mission of this Association, shall be eligible for corporate membership upon application to and approval by the ADHA Executive Director.
5. *Student Member:* 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, and (iii) who is listed as a student member by ADHA.
6. *International Member.* International membership may be granted by ADHA to any individual who (1) resides outside of the United States; and (2) holds a valid license to practice as a dental hygienist.

## **Section 2. Privileges.**

- A. Voting members shall have the right to vote, to attend meetings, to receive the official publication of the Association, and to be elected or appointed, if eligible, to any office, board, council/committee, and/or delegate or alternate delegate to the House of Delegates of this Association or the ADHA, and such other rights as may be determined by the House of Delegates with the exception of student delegates whose voting privileges during the House of Delegates shall be defined in these Bylaws.
- B. Non-Voting members shall be entitled to all of the privileges of this Association except those of making motions, of voting, and of holding office.

## **Section 3. Dues.**

- A. Annual dues for Professional Members will be the amount currently charged by ADHA, the amount established by two-thirds (2/3) vote of this Association's (CODHA) House of Delegates, and the current component dues. Members shall be required to pay assessments as determined by a two-thirds (2/3) vote of the House of Delegates.
- B. Allied and Supporting memberships are tripartite and shall be 50% of Professional Members' dues.
- C. Senior Status and Member with Disability dues shall be 25% of Professional Members' dues.
- D. Life and Honorary members are exempt from dues payments.
- E. Corporate, Student and International memberships are of ADHA only and dues are determined by that entity.

**Section 4. Application for Professional Membership.** May be made by the applicant through the Constituent Membership Chair, or ADHA, and must be accompanied by the current year's dues.

**Section 5 Loss of Membership.** A member who is expelled or permanently suspended from ADHA, this Association, or a component to which the member belongs; or whose dues remain in arrears for more than three (3) months, shall cease to be a member of this Association.

**Section 6. Reinstatement of Membership.** Any member who has forfeited membership for non-payment of dues may be reinstated as a member upon payment of current dues.

## ARTICLE IV

### OFFICERS

**Section 1. Elected Officers** shall be President, President-elect, Immediate Past President, Vice-President, Secretary, Treasurer, Speaker of the House, Secretary of the House and one (1) Trustee from each Component.

- A. Qualifications. All elected officers shall be voting members of the Association. A Component Trustee shall be a member of the Component that the Trustee represents.
- B. Term of office shall begin at the close of the Annual Session immediately following their election.
  - 1. The Vice-President, Secretary and Trustees shall be elected for a term of one (1) year or until their successors are elected, with tenure limited to three (3) consecutive terms.
  - 2. The Treasurer of CODHA shall be elected for a term of three (3) years with a tenure limited to two (2) consecutive terms.
  - 3. The Speaker and the Secretary of the HOD shall be elected to a term of 2 years, with a tenure limited to 3 consecutive terms. The Speaker and Secretary of the HOD shall be elected in alternating years with the Speaker being elected in odd-numbered years and Secretary of the HOD being elected in even-numbered years.
  - 4. The current President-elect and President upon completion of their one (1) year terms of office shall automatically proceed to the offices of President and Immediate Past President once successors have been elected. The current Immediate Past President, upon completion of the one (1) year term of office shall automatically proceed to the position of a Past President of CODHA.
- C. Elections. The Nominating and Elections Committee shall present to the House of Delegates a slate of nominees in writing for all elective offices, including the chairs of the CODHA Standing Councils, except the Component Trustees. Additional nominations may be made from the floor. The officers shall be elected by vote of the House. The voting shall be by ballot. The majority of the votes cast will elect. In the event no candidate receives a majority of the votes cast on the first ballot the two (2) candidates receiving the greatest number of votes shall be balloted upon again. The term of office shall begin at the close of the Annual Session. The Components shall have elected the Trustee prior to the session.

- D. Vacancies during the Term of Office. Should the office of President become vacant, a (CODHA) Past President shall be elected by the (CODHA) Board of Trustees to serve as President for the unexpired term. Should the office of President-Elect become vacant, the vacancy shall go unfilled and at the next Annual Session the House of Delegates shall elect a President for the next term. Should the office of Immediate Past President become vacant, the previous Immediate Past President may fill the vacancy; otherwise the vacancy may be filled by a majority vote of the Board. Should the office of Vice-President, Secretary, Treasurer or Secretary of the House of Delegates become vacant, such vacancy shall be filled by a majority vote of the Board. In the event the Speaker of the House becomes vacant, the House shall elect a successor for the unexpired term at the beginning of the next Annual Session. The President shall preside at the House of Delegates until the Speaker vacancy is filled. A vacancy in the position of Council Chair shall be filled by the President with approval of the Board.
- E. Duties. The elective officers shall perform those duties regularly and customarily pertaining to the offices they hold. All officers shall submit a written report to the House of Delegates.

**Section 2. Appointed Officers.** The President shall annually appoint, with the approval of the Board of Trustees, an Association Parliamentarian and Historian, and may appoint a Component Chair and Component Vice Chair for each component. The Board shall determine their duties. Vacancies shall be filled in the same manner as their appointment.

## ARTICLE V

### MEETINGS

**Section 1. Annual Meeting.** The Annual Meeting of the Association shall be known as the Annual Session, and shall be held at a time and place the Board of Trustees shall determine, and at which time the House of Delegates shall meet.

**Section 2. The House of Delegates** shall be the legislative body of the Association, with the authority to determine the policies to govern the Association in all its activities, to adopt the proposed budget of the Association, and, with the exception of the Trustees, elect the officers and the chairs of the Councils of the Association, subject to these Bylaws and the laws of the State of Colorado.

- A. Voting Members of the House of Delegates shall consist of fifty (50) delegates to be allocated among the Components in accordance with the ratio of the Professional Members within the Component to the total number of Professional Members of the Association, determined according to membership figures 60 days prior to the Annual Session. For each delegate allocated to a Component, that Component may have one alternate. Delegates and alternates shall be voting members of the Association and of the Component they are to represent, and shall be appointed by the Component Trustee.
- B. Non-voting Members of the House of Delegates shall be elected and appointed officers of the Association.

- C. One Student Member in good standing, elected by each ADHA Student Chapter in Colorado, may be seated on the floor of the House of Delegates as a Student Delegate with the right to vote, make motions, and debate upon the Standing Rules of the House of Delegates, the CODHA Standing Rules, and the CODHA Bylaws. Student Delegates may also serve as ex officio members of Reference Committees. Student Delegates may not, however, vote for officers of the Association, serve as members of Association Councils/Committees, hold an elective/appointive office in the Association, or vote, make motions, or debate upon Association Policy and the Association proposed annual budget. They shall be counted in the establishment of the quorum.
- D. The CODHA Executive Administrator shall be invited to attend and participate in the House of Delegates as an ex officio member without voting privileges.

**Section 3. Official Call** to the Annual Session giving the time and place of the meetings of the House of Delegates shall be published in the official publication and/or posted on the official website of the Association at least 60 days in advance of the session.

**Section 4. Quorum** shall consist of a majority of the voting members of the House of Delegates registered and attending.

**Section 5. Special Meetings** of the House may be called by the President to consider only such business as shall be stated in the call. A special meeting shall be called by the President upon a three-fourths (3/4) vote of the members of the Board or on the written request of delegates representing two-thirds (2/3) of the officially certified delegates who comprised the preceding House. The time and place of any special meeting shall be determined by the President with the approval of the Board.

**Section 6. Voting.** No member or delegate shall vote in more than one capacity. There shall be no absentee voting or voting by proxy. In accordance with the requirements of the statute under which CODHA is incorporated, adoption of a main motion and any election shall require the affirmative vote of a majority of the delegates or members entitled to vote who are present and voting or a majority of the required quorum, whichever is greater.

**Section 7. Electronic Meetings.** Using acceptable video and audio technology at that time, the members of the House may meet electronically so long as all the members can communicate with each other and subject to rules adopted by the House. These rules may include any reasonable limitations on, and requirements for, delegates' participation. Provisions must be in place so that vote by ballot is available. Electronic meetings of the House shall be called by the Board of Trustees.

**Section 8. Mail Ballot/Electronic Vote.** Voting by mail or electronic means shall be permitted to the full extent allowed by the Colorado Revised Nonprofit Corporation Act. A mail or electronic vote may be called by the Board of Trustees and shall encompass the officially certified delegates who comprised the preceding House. Action taken by a majority of the voting members of the House by mail ballot or electronic means shall be binding and effective as if such action were taken in a regular or special meeting of the House, providing, however, that any voting member of the House may challenge the validity of a mail or electronic ballot on the grounds that insufficient information is available to ensure proper consideration of the question. If the problem is subsequently corrected to the satisfaction of the challenger, the challenge can be withdrawn and vote taken. Otherwise, the question must be postponed until the next meeting of the House.

## ARTICLE VI

### BOARD OF TRUSTEES

**Section 1. Composition.** The Board of Trustees shall consist of the President, President-elect, Immediate Past President, Vice-President, Secretary, Treasurer, the Trustee of each component, and the Chair of each CODHA Council, all of whom shall have the right to vote. No member shall vote in more than one capacity. In the absence of a Trustee or a Council Chair, the Alternate Trustee and a Council Vice Chair respectively, shall have the right to vote on matters of the Board. The Appointive Officers and the Chairman of the Delegates to ADHA shall be ex-officio members without the right to vote. The CODHA Executive Administrator shall be invited to attend and participate, without vote, in all regular and special meetings of the Board and may be included in executive sessions of the Board and meetings of the Executive Committee.

**Section 2. Powers.** The board shall be the administrative body of the Association, vested with full power to conduct all 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 Association affairs, provided that all such policies are presented to the House for ratification at the Annual Session immediately following their enactment.

**Section 3. Duties.** The duties of the Board shall include: being responsible for all property, real and personal, owned by the Association; establishing the fiscal year of this Association; causing the accounts of the Association to be audited annually; preparing and submitting to the House a budget for the ensuing year and a report of the past year's expenditures; submitting an annual report to the House providing an overview of the activities of the Board; reviewing, prior to the 1<sup>st</sup> House of Delegates, the proposed resolutions, proposed Bylaws amendments, and annual reports of officers and committees/councils of the Association, and to make recommendations to the House concerning these items; and performing such other duties as are prescribed by the Bylaws and the mandates of the House. The Board shall be responsible for the management of the unincorporated components of the Association giving direction to the Component Advisory Committee.

**Section 4. Meetings.**

- A. There shall be at least three (3) regular meetings each year. The time and place of these meetings to be determined by the President.
- B. Special meetings of the Board shall be called by the President or upon written request of three (3) or more voting members of the Board.
- C. The call for special meetings shall be issued at least ten (10) days prior to the date set for the meeting and shall state the business to be considered.
- D. Designated by the President, meetings may be held electronically or by Teleconferencing using acceptable technology at that time so long as members can hear and communicate with each other. Electronic meetings shall be subject to all rules adopted by the Board or Society to govern them, which may include any reasonable limitations on, and requirements for, Board members' participation.



- E. If Board meetings are held at a central location, those members not attending in person shall have the right to participate electronically, subject to any limitations established in rules adopted by the Board to govern such participation.

**Section 5. Quorum.** A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 6. Mail Ballot/Electronic Vote.** Voting by mail or electronic means shall be initiated by the President or upon written request of three (3) or more voting members of the Board. Action taken by a majority of the voting members of the Board by mail ballot or electronic means shall be binding and effective as if such action were taken in a regular or special meeting of the Board, providing, however, that any voting member of the Board may challenge the validity of a mail or electronic ballot on the grounds that insufficient information is available to ensure proper consideration of the question. If the problem is subsequently corrected to the satisfaction of the challenger, the challenge can be withdrawn and vote taken. Otherwise, the question must be postponed until the next meeting of the Board.

**Section 7. Vote Required.** In accordance with the requirements of the statute under which CODHA is incorporated, adoption of a main motion and any election shall require the affirmative vote of a majority of members of the board of trustees present.

**Section 8. Resignation and Removal.** Any officer may resign at any time by giving written notice to the President. In addition, any officer may be removed by a majority vote of the persons entitled to elect such officer, whenever, in their judgments, 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 9. Vacancies.** A vacancy in the Component Trustee position will be filled by the elected Alternate Component Trustee. The Association President shall appoint, with the approval of the Board of Trustees and without undue delay, the replacement of the Trustee position and Alternate Trustee position if a vacancy occurs during the term of office. A Component Trustee/Alternate Trustee appointed pursuant to this Section shall hold their position for the remainder of the original term for which the appointment was made. The President shall appoint a component member for a pro-tem vacancy of the Component Trustee position. A vacancy in the position of Council Chair shall be filled by the President with the approval of the Board of Trustees.

## ARTICLE VII

### EXECUTIVE ADMINISTRATOR

The Executive Administrator (EA) may be retained by the Board of Trustees as an Independent Contractor to be responsible for the business affairs of the Association. The duties and responsibilities of the EA shall be stated in an approved, signed contract and outlined in the procedures of the Association. The President is responsible for management of the EA, causing an annual review of the EA. Under the direction of the President, the EA may assist the officers and Councils/Committees of the Association and may represent the Association in an official capacity. The EA is invited to attend the meetings of the Board of Trustees and to participate without vote, submitting a report to each meeting of the Board. The EA may be invited to attend the Executive Sessions of the Board and the meetings of the Executive Committee. The EA is invited to attend and participate without vote the Annual Session of the Association, and the Association council/committee meetings. The EA may not hold elective or appointive positions within the Association concurrently with the EA position. The EA shall submit an annual report to the House of Delegates. The EA shall hold a membership in CODHA under the voting membership classification, the supporting membership category, or the Allied member designation. Voting privileges during employment as the CODHA EA shall not exist.

## ARTICLE VIII

### COMPONENTS

**Section 1. Tripartite organization.** The American Dental Hygienists' Association (ADHA) is a tripartite organization. Voting and Supporting members must maintain an active membership in ADHA, CODHA and an Incorporated or Unincorporated Component if one exists.

- A. Incorporated and Unincorporated Components: Voting members who are licensed, practicing or residing within a particular area may organize and submit a completed application form to the CODHA Board of Trustees and the House of Delegates for approval of a charter for establishing a component. The name, geographic boundaries and other requirements of Incorporated or Unincorporated Components shall be subject to approval of the ADHA and said components shall be subject to ADHA and CODHA rules and policies.
- B. Revocation: The charter of a component may be revoked by two-thirds (2/3) vote of the House of Delegates for the failure to comply with the Bylaws of ADHA or this Association and then only after said component is provided a reasonable opportunity to correct the infraction which has placed its charter in jeopardy. Upon revocation, an Incorporated Component shall remit all of its funds and records to the Association Treasurer.
- C. Organization: Each Incorporated Component shall have a Board of Trustees, elected officers and bylaws which have been approved by the CODHA Board of Trustees. Changes to the component bylaws must receive approval by the Association Board. Unincorporated Components shall have an elected Trustee as a voting member of the Association Board of Trustees. Both types of Components shall select delegates to the CODHA House of Delegates.

**Section 2. Transfer.** A member shall be recorded on the membership rolls of only one (1) component. A member of a component who seeks to transfer membership to another component may do so on or before March 1 or September 1 of any year by written request to ADHA who shall

affect the change and notify the effected components. A credit for the full amount of any dues paid to the previous Incorporated or Unincorporated Component shall be applied to the dues in the new Incorporated or Unincorporated Component.

**Section 3. Unincorporated Components.** Boundaries and Names: The zip codes defining the boundaries of the Unincorporated Components shall be listed in the charters of each component and in the Standing Rules of CODHA.

- A. Names. The CODHA Unincorporated Components shall be:  
Colorado Dental Hygienists' Association – Metropolitan Denver Component  
Colorado Dental Hygienists' Association – Boulder County Component  
Colorado Dental Hygienists' Association – Colorado Springs Component  
Colorado Dental Hygienists' Association – Northern Colorado Component  
Colorado Dental Hygienists' Association – Southern Colorado Component  
Colorado Dental Hygienists' Association – Western Slope Component
- B. Elections of representatives. No less than 60 days prior to the CODHA Annual Session, CODHA shall annually ballot the members of each Unincorporated Component to elect the Component Trustee and Alternate Trustee. Such election may be held electronically and shall occur after the CODHA Nominating and Elections Committee presents the slate of candidates on the official Association website two (2) weeks prior to the voting. Component Delegates and Alternate Delegates to the CODHA House of Delegates may be appointed by the Component Trustee with the approval of the CODHA Secretary of the House.
- C. Component Trustees. The Component Trustees shall hold the position of voting member of the CODHA Board of Trustees and shall be eligible to be a member of the CODHA Standing Committee referred to as the Component Advisory Committee. These positions shall be for one term but may be extended by elections for 3 consecutive terms.
- D. Vacancy. A vacancy in the position of Component Trustee shall be filled by the elected Alternate Trustee. A vacancy in the position of Alternate Trustee shall be filled by Presidential appointment upon approval of the Board.
- E. Chair and Vice Chair of the Component. The President may appoint with approval of the Board of Trustees component chairs and vice chairs for the term of one year to run concurrently with the term of the appointing President. The duties will be determined by the Board of Trustees and the chairs will report regularly to the Board and annually to the House of Delegates. The Chairs of the Components shall be Appointed Officers of the Association with nonvoting memberships on the Board and in the House of Delegates. Vacancies are filled by the President with Board approval.
- F. Reports. The Unincorporated Component shall report regularly to the CODHA Board of Trustees and annually to the CODHA House of Delegates through the Component Trustee.
- G. Meetings. Meetings may be held electronically. Using acceptable video and audio technology at that time, the members of the component may meet electronically so long as all the members can communicate with each other and subject to rules adopted by the component. These rules may include any reasonable limitations on, and requirements for, member's participation. Provisions must be in place so that vote by ballot is available. Meetings, electronic or otherwise, of the component may be called by the Component Trustee, the CODHA Executive Committee, or the Component Advisory Committee.

- H. Unincorporated Components exist without a separate bylaws document, bank account, logo, contract signing capabilities and component elected officers other than the Component Trustee and Alternate Trustee who are elected according to these bylaws. The Unincorporated Component is required to report regularly to the Board of Trustees in accordance to the requirements of the Board. With guidance from and in coordination with CODHA, these Components shall work to foster educational opportunities, increase membership and according to these bylaws send selected delegates to the Annual Session of the Association. The Component members shall make up the membership of the Association Councils and Committees collectively contributing to the goals of CODHA and ADHA.

**Section 4. Incorporated Components.** Incorporated Components shall be in compliance with the state of Colorado requirements, with ADHA and CODHA Bylaws and directives; shall establish bylaws and cause elections of officers of the Component: a Trustee and Alternate Trustee and Delegates and Alternate Delegates, to the CODHA House of Delegates. The components shall report regularly to the Board of Trustees of the Association and annually to the House of Delegates.

## ARTICLE IX

### COUNCILS/COMMITTEES

**Section 1. Councils/Committees and Special Committees.** Councils/Committees of this Association shall be established by the House of Delegates and shall continue to exist until the House of Delegates acts to terminate them. Special Committees shall be established by the House of Delegates or the Board of Trustees and shall automatically terminate upon completion of the task for which they were established. The Chair and Vice Chair, if indicated, of each Committee shall be appointed by the Association President with the approval of the Board of Trustees. The Chair of each Council shall be elected by the Association for a term of one year or until her/his successor is elected. A Vice Chair of a Council, if indicated, may be appointed by the Chair of the Council with Board approval. The membership of the Councils/Committees shall be appointed by the Chair of each Council/Committee with Board approval. With the exception of the Nominating and Elections Committee, the Executive Committee, and the Component Advisory Committee, the Councils and Committees will have no less than three (3) members and include an elected officer appointed by the President as a non-voting advisor. The Executive Administrator shall be invited to the meetings of the Councils/Committees and may participate without vote. In the event of a vacancy in the Council/Committee Chair or Vice Chair position, the President shall appoint a successor for the unexpired term with the approval of the Board. In the event of a vacancy in a Council/Committee member position, the Council/Committee Chair shall appoint a successor for the unexpired term with the approval of the Board.

- A. Nominating and Elections Committee: The Nominating and Elections Committee composed of three (3) members shall be elected by plurality vote during the Annual Session by the House of Delegates. No member may serve more than one consecutive term on the committee. The chairman shall be elected by the members of the committee at a meeting held during the Annual Session. A vacancy in the membership of the committee shall be filled by the Executive Committee. It shall be the duty of this committee to nominate candidates for CODHA offices and Council Chair positions to be filled at the Annual Session and to cause the nominations and elections of the Unincorporated Component Trustees and Alternate Component Trustees.
- B. Executive Committee: There shall exist an Executive Committee comprised of the President, Immediate Past President, President-elect, Vice-President, Secretary and Treasurer whose

purpose shall be to research and implement actions which require more attention than the Board of Trustees is able to devote at regular meetings. Meetings of the Executive Committee will be convened and chaired by the President upon the referral of any matter of the House of Delegates or Board of Trustees.

- C. **Component Advisory Committee:** The Component Advisory Committee shall consist of 5 members who shall include the Immediate Past President, Treasurer, Speaker of the House, and two (2) Trustees. The Trustees shall be appointed by the President with Board approval. The CODHA Parliamentarian shall serve as an ex-officio member without vote. Members of the committee shall serve for a term of one year to run concurrently with the term of the CODHA Board of Trustees. Eligibility shall extend for three (3) consecutive terms. The Chair, Vice Chair and Secretary of the committee shall be determined by the members of the committee at the beginning of each term. A midterm vacancy shall be filled by the President, with Board approval, and shall be consistent with the structure of the committee if possible. Under the direction of the Board of Trustees, it shall be the duty of the Component Advisory Committee to assist and guide the components with ongoing restructuring and charter agreement processes; and to ensure that component activities are consistent with CODHA and ADHA bylaws and charter agreements, and that components have resources needed to engage in those activities. The Committee shall report to the Board at each Board meeting and submit an annual report to the HOD.

**Section 2. Electronic/Teleconference Meetings.** Designated by the Chair, any Council and/or Committee meetings may be held electronically or by teleconferencing using acceptable technology at the time. These meetings shall be subject to all rules adopted by the Board or the Association to govern them, which may include any reasonable limitations on, and requirements for, Council/Committee members' participation. Voting may be electronic or by mail ballot according to rules adopted by the Association or the Board.

**Section 3. An Annual Report** shall be submitted to the House in writing by each council/committee.

## ARTICLE X

### ADHA REPRESENTATION

**Section 1. District Trustee.** This Association together with such other designated Constituents named by ADHA shall compose the designated District of ADHA. The qualifications, nominations, election, installation, vacancies and duties of the District Trustee shall be those determined by the ADHA Bylaws.

**Section 2. House of Delegates.** This Association shall be represented by Delegates and Alternate Delegates as provided in the ADHA Bylaws.

- A. **Qualifications.** Delegates and Alternate Delegates shall be voting members of the Association in good standing; shall have served at least one (1) year as an officer of this Association or as an Association Council member, and shall have served as an Alternate Delegate prior to election as a Delegate. If an Incorporated Component exists, the elected officers of that component are eligible to serve as an ADHA Delegate or Alternate Delegate.
- B. **Term of Office.** A Delegate shall serve a term of two (2) years, with tenure limited to two (2) consecutive terms. An Alternate Delegate shall serve for a term of one (1) year.

- C. Nominations. The Nominating and Elections Committee shall present, in writing, the names of nominees for Delegates and Alternate Delegates. Additional nominations may be made from the floor.
- D. Elections. The Delegates and Alternate Delegates shall be elected by the House. Voting shall be by ballot.
- E. In the event of a vacancy in the position of Delegate, the Board shall appoint an Alternate Delegate in compliance with these bylaws, to serve until the next Annual Session of the House where the unexpired term shall be filled by election. In the event of a vacancy in the position of Alternate Delegate, the Board may appoint a fully qualified member of this Association to serve as Alternate Delegate for the unexpired term.
- F. Power. A Delegate shall have the power to represent this Association in the ADHA House of Delegates.
- G. Duties. The ADHA Delegates and Alternate Delegates shall: Attend all meetings of the House of Delegates and general sessions of the ADHA; submit proposed resolutions and/or bylaws amendments from CODHA to ADHA according to current ADHA procedures; consult with the CODHA Board on issues to be considered by the ADHA House of Delegates; report to the membership of this Association as soon as possible after the ADHA Annual Session by means of the official publication; Delegate Chair submit an annual report to CODHA House of Delegates.

## **ARTICLE XI**

### **INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by Title 7, Article 22-101 (n) of the nonprofit Corporation Act of the State of Colorado as the same may be amended and supplemented from time to time, indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to on or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or any agreement, or vote of disinterested trustees or otherwise, both as to action undertaken in his or her official capacity and as to action in another capacity for another corporation or other entity which is as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. To the extent permitted by applicable law, the indemnification provided shall be contingent upon the indemnitee's giving of prompt notice of any claims for which indemnification is or may be sought and the indemnitee's agreement that the corporation, its designee or its insurance carrier shall be empowered to control, should it so elect, and the manner, nature and extent of the defense of the attorneys to be resolving any and all such claims for which indemnification is or may be sought.

The indemnification provided by this Chapter shall be limited to the assets of this corporation, and no one shall be personally or individually liable therefore to any extent.

The corporation may purchase and maintain insurance on the behalf of any person who is or was a trustee, officer, employee, agent or delegate of the corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such or arising out of his or her capacity with another corporation or another entity which is undertaken at the behest of the corporation would have the power to indemnify him or her against such liability under the provision of this chapter.

## **ARTICLE XII**

### **DISSOLUTION**

In the event of the dissolution of the Association, the CODHA 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 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 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 CODHA Board of Trustees 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 for such purposes as said court shall determine.

## **ARTICLE XIII**

### **PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order Newly Revised shall govern the Association in cases to which it is applicable, when not inconsistent with these Bylaws.

## **ARTICLE XIV**

### **AMENDMENT OF BYLAWS**

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

## **ARTICLE XV**

### **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.