



Bylaws of the American Dental Therapy Association

(An Alaska Nonprofit Membership Corporation)

(Established 2014. Revised 5/2018, 11/18/19, 7/21/22, 9/18/23, 12/7/2025, 10/4/2026)

Article I – Name and Office

The name of this organization is the American Dental Therapy Association (ADTA or the “Organization”). The main office is located in Alaska. The Board may change the office location as needed.

Article II – Purpose

1. Advance dental therapy as a profession.
2. Support continuing education, professional development, and career networking for dental therapists.
3. Promote the growth of dental therapy training programs.
4. Expand access to high-quality oral health care, especially in rural, tribal, and underserved communities.
5. Educate the public and providers about oral health best practices to reduce disparities nationwide.
6. The Organization is a nonprofit corporation that is organized and operated to engage in any lawful act for such entity type.
7. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, neither the Board of Directors (“Board”) nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in the Internal Revenue Code (the “Code”) §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

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Article III – Membership

Section 1. Eligibility

Membership is open to anyone who supports the purpose of the organization and pays dues.

Section 2. Categories

- Voting Members: Dental therapists, dental health aide therapists, advanced dental therapists, students, and a limited number of non-dental therapists (as set by the Board).
- Non-voting Members: Dentists, hygienists, assistants, allied members, and others approved by the Board.

Section 3. Dues

Membership dues are set by the Board and renewed annually.

Section 4. Resignation and Removal

- Members may resign at any time with written notice.
- The Board may remove a member for nonpayment of dues or harmful conduct. The Board shall determine what qualifies as harmful conduct, and removals shall be considered on a case-by-case basis. Removal of a member must be initiated by a vote of the Board, and a majority of Board members in office may vote to initiate a removal. Members will receive written notice and a chance to respond. Notice of removal shall be delivered to a member at least ten (10) days before removal is to occur. A member removed for harmful conduct may not be reinstated unless upon approval by the Board of Directors. A member removed for nonpayment of dues may reinstate their membership by paying dues.
- Dues are non-refundable upon resignation or removal.

Article IV – Meetings of Members

Section 1. Annual Meeting

An annual meeting will be held each calendar year (no later than December) to conduct organizational business, including elections of Directors.

Section 2. Special Meetings

Special meetings may be called by the President, the Board, or 20% of \membership..

Section 3. Notice

Members will receive written notice at least 30 days before the annual meeting and at least 14 days before any special meeting. Notice of a special meeting shall state the time, place, and purpose of the meeting.

Section 4. Quorum

At least 10% of voting members that choose to vote must be present for business to be conducted.

Section 5. Voting

Each voting member has one vote. No proxies are allowed. Decisions are made by majority vote unless otherwise required by law or these bylaws.

Section 6. Action Without a Meeting

Members may act without a meeting if 80% of voting members agree in writing.

Article V – Board of Directors

Section 1. Authority

The Board of Directors manages the organization's affairs and sets policy. The Board may engage in any act not prohibited by law, the Articles of Incorporation of the Organization or these Bylaws.

Section 2. Composition and Election of Directors

The Board consists of:

- Four officers: President, Vice President, Secretary, and Treasurer. Each Officer must be a dental therapist, dental health aide therapist or advanced dental therapist
- At least five additional directors; two of which may be non-dental therapists
- Up to two dental therapy student directors (ages 18+)

The Directors shall be elected annually through an electronic vote of the membership. Voting follows the processes as laid out by Article IV for Member voting.

Section 3. Terms

- President and Vice President serve two-year terms. After serving as Vice President, that person becomes President. The President and Vice President do not serve consecutive terms.
- Secretary, Treasurer, and additional directors serve three-year terms and may serve no more than two consecutive terms.
- Student directors serve one-year terms. Student directors may serve consecutive terms.
- Non-dental therapist directors may serve up to two three-year terms. Such terms may be consecutive.

Section 4. Vacancies

Vacancies caused by resignation are filled by the Board until the next annual meeting. The individual filling a vacancy shall be an interim director, whose term expires at the next annual meeting. At that point, the members shall vote on a director to fill the vacant position. Any interim service as a director shall not count against that director's term limits as described in this Article.

Section 5. Removal and Resignation

- Members may remove a director with or without cause at a membership meeting. A director may be removed by majority vote of members at a membership meeting with quorum, provided that written notice of a proposed removal is provided to the directors at least ten (10) days prior to the meeting at which the removal will be proposed or take

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place. If members remove a director, the members may vote on a new director to fill such a vacancy caused by the removal.

- A director missing two consecutive unexcused meetings may be removed automatically.
- A director may resign at any time with written notice.

Section 6. Compensation

Directors are not paid but may be reimbursed for expenses pending existing organization financial health.

Section 7. Meetings

- The Board will meet at least once a year at a time and place to be determined by the Board.
- Meetings may be held in person or electronically.
- Special meetings may be called by the President or three directors with five days' written notice to each director.
- A majority of directors constitutes a quorum. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles, or these Bylaws.

Section 8. Action Without a Meeting

The Board may act without a meeting if all directors agree in writing or electronically.

Article VI – Officers

Section 1. Officers

The officers are President, Vice President, Secretary, and Treasurer. Officers are appointed at the Organization's annual meeting.

Section 2. Duties

- President: Presides over meetings, represents the organization, appoints committees, and ensures Board decisions are carried out.
- Vice President: Acts in the absence of the President; succeeds to President after two years.
- Secretary: Keeps minutes and organizational records; manages official notices.
- Treasurer: Oversees finances, prepares the budget, and reports to the Board and members.

Section 3. Terms

Officer terms are as described in Article V, Section 3.

Section 4. Removal and Resignation

The Board may remove an officer with or without cause, by majority vote of the Board at any regular or special meeting of the Board. Written notice of removal must be provided to the officer at least ten (10) days prior to the meeting at which the removal will be proposed. Officers may resign at any time with written notice.

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Article VII – Committees

The Board may create standing or temporary committees as needed. Each committee reports to the Board and follows Board direction. There shall be at least one Director on each committee.

Committees shall not: (1) Authorize distributions; (2) Approve or recommend to members action required to be approved by members, if applicable; (3) Fill vacancies on the board of directors or on a committee; (4) Adopt, amend, or repeal articles of incorporation or bylaws; (5) Approve a plan of conversion or plan of merger not requiring member approval; or (6) Approve a sale, lease, exchange, or other disposition of all, or substantially all, of its property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members.

Article VIII – Finances

Section 1. Fiscal Year

The fiscal year begins January 1 and ends December 31.

Section 2. Accounts

The Treasurer ensures accurate records are maintained.

Section 3. Deposits and Spending Authority

Funds are deposited in accounts chosen by the Board. The Board authorizes who may sign checks and contracts.

Section 4. Loans

The organization may not borrow money without Board approval.

Section 5. Conflict of Interest

Directors and Officers shall abide by the Conflict of Interest Policy adopted by the Board. The Conflict of Interest Policy shall provide that Directors, Officers and employees shall carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. Directors will not be compensated for their service on the Board. Some Directors may be employed by the Organization to work on projects of the Organization for which they will be compensated. Any Director receiving compensation as an employee or independent contractor of the Organization must abstain from voting on matters directly related to that compensation

Section 6. Indemnification

The Organization shall indemnify each current and former Director of the Board and each of the Organization's Officers and former Officers for the defense of civil and criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws to the contrary, in a manner and to the full extent permitted by applicable law as may from time to time be in effect.

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The Organization shall indemnify each current and former Director of the Board and Officers and former Officers from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal thereof, imposed upon or asserted against him or her by reason of being or having been such a Director or Officer and acting within the scope of his or her official duties, except where such Officer or Director is adjudged, in a final non-appealable order, decision or holding, to be liable for negligence or misconduct in the performance of a duty which directly gave rise to the action or proceeding.

This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above as incurred whenever arising and the right of indemnification in these Bylaws shall be in addition to any and all rights to which any current or former Director or Officer of the Organization might otherwise be entitled and these provisions shall neither impair nor adversely affect these rights.

Article IX – Notice

All notices sent by the Organization, the Board, individual Directors, Members, if any, or any combination thereof shall be sent pursuant to the procedures detailed herein.

Oral notice shall include communications via phone call, voicemail, in-person, webcam, or any other similar means of communication.

Oral notice shall be effective when communicated.

Written notice shall include communications via mail or other similar delivery method, electronic mail, fax, or other electronic means capable of verification.

Written notice shall be effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Organization; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) on the date sent by electronic mail, text, fax, or other similar means if sent using the correct information listed in the most current records of the Organization and such did not bounce as undeliverable or fail to send.

Article IX – Amendments

These bylaws may be amended by either:

- A two-thirds vote of the Board after at least 14 days' written notice, or
- A majority vote of the members at a properly noticed meeting. If an amendment to these Bylaws affects the rights of members to vote or otherwise participate in the affairs of the Organization, the members must approve Bylaw amendments.

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