

# Manitoba Dental Hygienists Association (MDHA)

## Bylaws

### **Article 1 – PURPOSE OF THE MDHA**

The purpose of the Manitoba Dental Hygienist Association is to:

- a) Cultivate, promote and sustain the art and science of dental hygiene;
- b) Represent, maintain and safeguard the honour and interest of the members of the dental hygiene profession Manitoba; and
- c) Contribute towards the education and improvement of the health of the public.

### **Article 2 – MEMBERSHIP**

#### **2.1 Application for Membership**

The Board of Directors of the MDHA may establish rules regarding application for membership in the MDHA by persons who qualify for membership in accordance with the Section 2.2 of these bylaws.

#### **2.2 Categories of Membership**

There are six (6) categories of MDHA membership:

1. Active membership: may be granted to individuals who hold an active license/registration to practice dental hygiene in the province of Manitoba
2. Support membership: may be granted to:
  - i. A dental hygienist not holding an active license/registration; or
  - ii. An individual who is not a dental hygienist but who meets criteria as set by the Board of Directors from time to time.
3. Student membership: student membership may be granted to a dental hygiene student or graduate who satisfies the criteria set by the Board of Directors from time to time
4. Life membership: may be granted to a dental hygienist who:
  - i. A dental hygienist who has satisfied criteria as set by the Board of Directors from time to time.
5. Honorary membership: may be granted to an individual, association or organization that has substantially contributed to the profession of dental hygiene and has been approved by the Board of Directors.

6. Retired membership: may be granted to individuals who satisfy criteria as set by the Board of Directors from time to time.

### **2.3 Rights, Privileges and Obligations of Members**

All MDHA members shall have equal rights, privileges, and obligations subject to the following:

- a. Only active and life members, in good standing, shall be eligible to vote.
- b. Only active and life members and one representative of the student members, in good standing, shall be eligible to be elected or appointed as a director or officer of the MDHA.
- c. Only active and life members, in good standing, shall be elected or appointed to act as a representative of the MDHA to external organizations.
- d. In the event an individual ceases to be a member of the MDHA, all rights, title and interests of such member in and to the property and assets of the MDHA shall revert to the MDHA.

### **2.4 Professional Conduct**

All Members of the MDHA shall be guided by the Canadian Dental Hygienists Association's Code of Ethics, or any other code established by resolution of the MDHA Board of Directors.

### **2.5 Discipline of Members**

Active and life membership in the MDHA may be terminated by the Board of Directors if the member loses the right to practice dental hygiene for disciplinary reasons in any jurisdiction in Canada.

### **2.6 Resignation from Membership**

A member wishing to withdraw from membership in the MDHA may do so upon notice in writing to the MDHA. Membership fees will not be refunded in whole or in part, nor carried forward.

### **2.7 Termination of Membership**

Failure to remit membership fees is cause for termination of membership in the MDHA. A member so terminated remains liable to the MDHA for all outstanding charges incurred during their membership and these charges are payable at the date membership ceases.

Membership is terminated when the member dies or resigns.

## **2.8 Reinstatement of Membership**

A member who has resigned in good standing, or whose membership lapsed due to non-payment or late payment of membership fees, may be reinstated upon payment of the appropriate MHDA membership fees for the current fiscal year and any outstanding charges.

## **Article 3 – MEETINGS of the MEMBERS**

### **3.1 Annual General Meeting**

The Corporation shall hold an Annual General Meeting once per calendar year within 6 months of the fiscal year end on a day and at a place named by the Board of Directors. The voting members of the Association shall review the audited financial statements for the preceding fiscal year, appoint an auditor or financial review engagement, conduct elections to the Board of Directors, amend the bylaws on the recommendation of the Board of Directors, and conduct any other such business as may come before it.

### **3.2 Special Meeting of the Members**

Special General Assemblies of the Corporation may be called at such time and place as determined by resolution of the Board of Directors or on the written request of at least five (5) Directors or on the written request of twenty-five (25) voting members. The request must state the reason the Special Meeting is requested and the motion(s) intended to be submitted at the Special Meeting.

### **3.3 Notice of Annual or Special Meetings**

The notice of the Annual General Meeting or Special Meeting shall be issued no less than thirty (30) days prior to the event and shall be delivered to every voting member by whatever means is necessary.

Every notice of an Annual or Special General Meeting shall state the nature of the business of the meeting and will include sufficient information to enable members to form reasoned judgments on the decisions to be taken.

### **3.4 Quorum**

Quorum for any Annual General Meeting or Special General Meeting shall consist of twenty (20) members present at the event.

### **3.5 Voting**

Each Ordinary member shall be entitled to one vote at a meeting of the members.

No member shall vote by proxy.

### **3.6 Conduct of General and Special Meetings**

Annual General and Special Meetings shall be chaired in a manner that allows for general consensus to be achieved. Should consensus be elusive, the Assembly will invoke Robert's Rules of Order, and resolutions shall require a simple majority to pass unless otherwise specified in these by-laws.

## **Article 4 – BOARD OF DIRECTORS**

### **4.1 Composition**

The Association shall be governed by a Board of Directors comprised of a minimum of six (6) and a maximum of ten (10) voting members. At least one (1) of the Directors shall be a practicing hygienist in a rural setting and one (1) shall be a third year student member.

The Board may also include one (1) non-voting second year student member. This non-voting position shall not be counted in the minimum or maximum members of the Board.

The Board may also include one (1) representative from the School of Dental Hygiene as an ex-officio member without a vote, which shall not be counted in the minimum or maximum members of the Board.

The Board may also include the provincial Canadian Dental Hygiene Association representative as a liaison, ex-officio member without a vote, which shall not be counted in the minimum or maximum members of the Board.

### **4.2 Qualifications of a Board Member**

Any member of the Association may be appointed or elected as a Board member, provided they are:

- 1) a member in good standing of MDHA
- 2) not in a state of undischarged bankruptcy
- 3) not an employee of the Association
- 4) not related by a primary relationship (spouse, child, parent) to an employee of the Association
- 5) not related by a primary relationship (spouse, child, parent) to another member of the Association

### **4.3 Election of Board Members**

The Board of Directors shall establish a Nominating Committee for the purpose of overseeing the orderly election of members to fill the Board of Directors.

The Nominating Committee shall, prepare a slate of candidates to be considered by the voting members at the Annual General Meeting. Members may also be nominated from the floor of the Annual General Meeting. A nominee from the floor need not be present

at the Annual General Meeting to be elected or appointed but must have given their agreement to stand in writing to the nominator prior to the Meeting.

The election of Board Directors shall be by ordinary resolution of the members in attendance.

#### **4.4 Terms of Office**

The Directors of the Board take office immediately following the annual General Meeting at which they are elected.

The terms of office for Board Directors shall be three (3) years in duration. A Director may serve for two (2) consecutive terms. After serving two (2) consecutive terms, a Director shall stand down for a full year before being reappointed to the Board.

Board Director terms will be staggered so that not all terms expire in the same year.

#### **4.5 Termination, Resignation and Vacancy**

A Board Director may resign his/her position at any time by providing written notice to the Board.

The Board may, by resolution of 2/3 of the Board Directors, remove a Director for cause, including but not limited to, criminal conduct or conduct that is contrary to the best interests of the Association.

A Director position on the Board shall be deemed vacant if:

- (a) A Director ceases to be qualified as a member of the MDHA;
- (b) A Director ceases to be qualified in accordance with Article 4.2; or
- (c) A Director has missed three (3) consecutive Council meetings without notice.

The Board is authorized to appoint a replacement for a Director who has resigned, whose position has been deemed vacant or who has been removed by resolution. The replacement will be a member in good standing. Such an appointment shall be in effect until the next Annual General Meeting. A Director appointed as a replacement shall be eligible to be elected by the members at the next Annual General Meeting for two (2) consecutive, three (3) year terms at the completion of the replacement term.

#### **4.6 Remuneration and Expenses**

With the exception of an honorarium for the board chairperson, Board Directors shall serve without remuneration, but shall be entitled to reimbursement of reasonable expenses incurred in carrying out their duties. The Board of Directors shall develop and adopt a policy regarding reasonable expenses and remuneration of same.

#### **4.7 Powers and Responsibility of the Board**

The Board of Directors may exercise all the powers of the Association, including the authorization of expenditures, the borrowing of money, and the execution of legal documents. In exercising these powers, Directors and Officers of the MDHA shall act honestly and in good faith with a view to the best interests of the Association, and will exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board of Directors will adopt a conflict of interest policy and a confidentiality policy and Directors will conduct themselves in accordance with the policies. In addition, the Board will adopt a Board Director expectations document which Directors will sign on appointment or election to the Board.

#### **4.8 Limitation of Liability and Indemnification**

No Board Director or Officer of the MDHA shall be liable for the acts or omissions of any other Director or Officer or employee of the Association, or for any loss, damage or expense suffered by the Association however caused, unless the same shall happen through his or her own willful neglect or default.

Every Board Director, Officer, their heirs, executors and administrators, and estate and effects respectively, shall by this by-law from time to time and at all times, be indemnified and saved harmless by the MDHA from and against all costs, charges, and expenses that a Director or Officer sustains or incurs regarding any action, suit, or proceeding that is brought against him or her in respect of any act, deed, or omission pursuant to the execution of their duties, except such costs, charges and expenses that are occasioned by his or her own willful neglect or default.

### **Article 5 – MEETINGS of the BOARD of DIRECTORS**

#### **5.1 Frequency and Location of Meetings**

The Board of Directors shall meet no less than six (6) times per year, at a time, date, and location determined by the Board Directors.

#### **5.2 Notice of Meetings**

A meeting of the Board may be called by the Chairperson or by a majority of the sitting Directors. Notice of Board meetings shall be sent to all Directors no less than seven (7) days prior to the meeting.

#### **5.3 Quorum**

Quorum for meetings of the Board shall be a simple majority of the number of sitting Directors. Quorum is only constituted by voting Directors on the Board.

## **5.4 Voting Rights and Procedures**

Each voting Board Director is entitled to one (1) vote and voting by proxy is not permitted.

The Board of Directors will adopt a policy and protocol for conducting Board meetings by electronic means.

## **Article 6 – OFFICERS and COMMITTEES**

### **6.1 Officers of the Board of Directors**

There shall be at three (3) Officers of the MDHA. The Officers shall be a President, Secretary and Treasurer. The Board may also elect a Vice-president as required. The Officers will be chosen from amongst the Board Directors at the first Board meeting subsequent to the Annual General Meeting.

The Officers shall serve one (1) year terms which are renewable annually.

### **6.2 Duties of the Officers**

The Council shall maintain terms of reference for each of the Officer positions in the Board Policy Manual.

The Officers of MDHA may from time to time be authorized by the Board to make time sensitive decisions between Board meetings. Such decisions will be approved by the Board at the next meeting.

### **6.3 Removal of Officers**

Any of the Officers may be removed by a resolution of the Board which attains two thirds (2/3) majority support.

### **6.4 Committees**

From time to time as it sees fit, the Board of Directors may establish such committees or working groups as may be required by the MDHA. Composition of such committees and terms of reference to inform the committee's work will be established by the Board of Directors.

## **Articles 7 –GENERAL PROVISIONS**

### **7.1 Fiscal Year**

The fiscal year of the Corporation shall be April 1 to March 31.

### **7.2 Registered Office**

The registered office of the Corporation shall be at such place in Winnipeg as the Board of Directors may decide.

### **7.3 Books and Records**

The books and records of the MDHA shall be stored at the registered office and shall be open to inspection by members at reasonable times and upon reasonable notice. On vacating a position on the Board for whatever reason, a Board Director will return any books, papers, vouchers, money and other property of any kind to the Board.

### **7.4 Provisions for Amending By-Laws**

These by-laws may be amended, added to, altered or repealed at any Annual General Meeting or Special General Meeting of the Members by a resolution passed by a two-thirds (2/3) majority of the voting members, provided that the notice for this meeting also gave notice of the intent to change the by-laws.

### **7.5 Disposition of Assets upon Dissolution**

In the event that the MDHA shall cease operations or be dissolved, the Board after retiring any and all debts or liabilities shall ensure the remaining proceeds of the net assets are transferred to a Corporation or Corporations having similar aims and objectives to MDHA.

Adopted this 4th day of June, 2016 at Winnipeg, Manitoba.