

ASSOCIATION OF ALBERTA DENTAL ASSISTANTS

BY-LAWS

April 2020

BY-LAW ONE INTERPRETATION

Article 1 IN THESE BY-LAWS:

"**A.A.D.A.**" means the Association of Alberta Dental Assistants.

"**Board**" means Board of Directors.

"**Past Chairman**" means the immediate Past Chairman.

"**R.D.A.**" means Registered Dental Assistant.

"**Special Resolution**" means:

a) A resolution passed:

- i) at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and
- ii) by vote of not less than 75% (3/4) of those members present who if entitled to do so vote.

Article 2

Words importing the feminine gender include all genders.

BY-LAW TWO NAME OF SOCIETY AND AREA

Article 1 NAME

The name of the Society will be **ASSOCIATION OF ALBERTA DENTAL ASSISTANTS**.

Article 2

The **A.A.D.A.** area will consist of that recognized as the geographical Province of Alberta.

BY-LAW THREE SOCIETY MEMBERSHIP

Article 1 REQUIREMENTS

A recognized Local Dental Assisting Association holding Society status in Alberta and having signed the A.A.D.A. Societies Affiliation Agreement, will be granted membership and partnership in **A.A.D.A.**.

All Registered Dental Assistants holding a valid current license with the Alberta Regulatory body are considered to be beneficiaries of the advocacy conducted by the A.A.D.A..

Article 2 VOTING STATUS

Upon payment of dues such as are applicable to be a member in good standing of a recognized Local Dental Assisting Association holding Society status in Alberta and have signed the A.A.D.A. Societies Affiliation Agreement, the individual R.D.A. will be granted voting status in **A.A.D.A.**.

R.D.A.s with voting status are eligible to hold office, participate in association business, vote at Annual General meetings and access all benefits, services and support offered by the A.A.D.A..

Article 3 NON-VOTING STATUS

Any R.D.A. who has chosen not to become a member in good standing of a recognized Local Dental Assisting Association holding Society status in Alberta that has signed the A.A.D.A. Societies Affiliation Agreement may attend and participate in A.A.D.A. consultation sessions such as the annual Tea and Talk. They will not have the right to vote, to serve on A.A.D.A. committees, to hold office or to access any benefits, services and support offered by the A.A.D.A..

Article 5 FUNDING

The Society will receive funds or the equivalent value in services to operate, from the recognized Local Dental Assistant Associations in Alberta who hold Society status and have signed the A.A.D.A. Societies Affiliation Agreement. The annual payments will be collected by December 30th for the following year. The amount of the per member funding will be determined by the Board of Directors annually and prior to June 1st for the following membership year.

Article 6 TERMINATION OF SOCIETY MEMBERSHIP OR VOTING STATUS

a) A Society partner may formally resign from **A.A.D.A.** as outlined in the A.A.D.A. Societies Affiliation Agreement.

b) By a Special Resolution any member of a partner Society may be expelled from voting status in the A.A.D.A. for any conduct injurious to **A.A.D.A.** or its purposes.

c) Voting status is automatically terminated when the individual fails to pay their Local Association dues or license fees to the appropriate organizations by the required deadlines. Reinstatement will occur when the individual has paid the required dues, fees and penalties as assessed by those organizations.

BY-LAW FOUR MEETINGS AND QUORUM

Article 1 BOARD OF DIRECTORS MEETINGS

a) The Board of Directors will meet no less than bi-annually during their term of office to conduct business of the Society. Meetings may be in person or by Conference call or other means of communication that allow all Board members to participate in discussions. No Board meetings will be conducted by written format as this does not substitute for full discussion.

b) Additional Board meetings may be held at the discretion of the Board of Directors.

Article 2 GENERAL MEETINGS

a) General Meetings of the Society will be held no less than once per calendar year.

b) R.D.A.s with Voting status will be notified of General and Annual Meetings with no less than 7 days notice through the **A.A.D.A.** in written form by mail or electronic mail and sent to the last member contact available on A.A.D.A. partner Society member files.

Article 3 ANNUAL MEETING

- a) An Annual Meeting of the Society will be held with written notice given to R.D.A.s with Voting status at least 21 days prior to the meeting, each year.
- b) A tentative agenda will be made available to R.D.A.s with Voting status with the notice of meeting.
- c) Election and introduction of new officers will take place at the Annual Meeting.
- d) An audited financial statement will be presented at the Annual Meeting of **A.A.D.A.**

Article 4 SPECIAL MEETING

- a) A special meeting of the Society may be called by the Chairman with the approval of the Board of Directors.
- b) A special meeting of the Society will be called by the Chairman upon receipt of the written request of 100 R.D.A.s with Voting status of the Society.
- c) Written notification posted two weeks prior to date of meeting will be sent to all R.D.A.s with Voting status; time, date and duration should be at the discretion of the Board of Directors in consultation with those R.D.A.s with Voting status who have petitioned a special meeting.

Article 5 QUORUM

- a) At any Board Meeting of the Society at the time of voting, 51% of the voting representatives present constitute a quorum.
- b) At any General, Annual or Special Meeting of the Association at the time of voting, 10 R.D.A.s with Voting status present and eligible to vote constitute a quorum.

BY-LAW FIVE BOARD OF DIRECTORS

Article 1 POWERS and AUTHORITY GOVERNING the SOCIETY

- a) The Board of Directors will manage and conduct the business and affairs of **A.A.D.A.** and exercise the rights, powers and privileges of **A.A.D.A.** in the name of and on behalf of the Society.
- b) The Board of Directors will establish and revise policies and carry out the activities and affairs of **A.A.D.A.** within the financial boundaries defined by the Annual Budget as approved by the general membership at each Annual Meeting of **A.A.D.A.**
- c) The Board of Directors will cause Minutes to be kept of all Society meetings and proceedings.

Article 2

A.A.D.A. will be administered by a Board of Directors. The following officers constitute the Board and hold voting positions:

- a) Chairman
- b) Past Chairman
- c) Vice Chairman
- d) Secretary-Treasurer
- e) 6 elected Directors with portfolios as defined in Special Rules

The **A.A.D.A.** membership may add or delete any non-voting positions as needs are determined. This will be done by a simple majority vote at any Annual Meeting where proper notice of motion in this regard has been given.

Article 3 MANNER OF SELECTION

- a) The position of Chairman is assumed by the Vice Chairman of the previous term. If the Vice Chairman cannot continue to the next term as Chairman, an election will be held to fill the position of Chairman.
- b) The position of Past Chairman is assumed by the Chairman of the previous term.
- c) The following officers are elected:
 - i) Vice Chairman
 - ii) Secretary-Treasurer
 - iii) 6 Directors with portfolio
- d) All non-voting officers are appointed by the Chairman with the approval of the Board. A simple majority vote of the Board will decide the appointment.

Article 4 CONDITIONS

- a) An officer elected or appointed will take possession of her office immediately following the Annual Meeting and hold the same until the next Annual Meeting.
- b) No person will hold more than one elected position on the Board during any one term of office.
- c) R.D.A.s with Voting status are eligible to serve for two consecutive terms in the same office. With the Board in agreement and upon approval R.D.A.s with Voting status at the Annual Meeting, any officer may serve additional terms in the same position.
- d) No person may hold a position on the A.A.D.A. Board of Directors if they are also holding a position on the Council of the Alberta provincial licensing body at the same time.
- e) Candidates must be an R.D.A.s with Voting status with the A.A.D.A. to be eligible for election to a voting position on the A.A.D.A. Board of Directors.

Article 5 VACANCY

- a) A vacancy in any elected office other than Past Chairman will be filled by an election at any General Meeting of A.A.D.A. with advance notice to R.D.A.s with Voting status published in the A.A.D.A. newsletter.
- b) In the event that an office is filled by election after January of the current term, the person elected to that position (excluding Vice Chairman) will still be eligible for 2 consecutive terms in that position at the end of the current term.
- c) A vacancy in the position of Past Chairman will not be filled.
- d) In case of a vacancy in the position of Chairman between elections, the Vice Chairman will preside or fill the vacancy as she chooses. Even if the Vice Chairman fills the office of Chairman in this manner she will still be eligible for the next full term as Chairman.

Article 6 TERMINATION

- a) The A.A.D.A. Board by a 75% vote of the entire Board may remove any appointed officer before expiration of her term of office for conduct injurious to A.A.D.A. or its purposes.
- b) By Special Resolution, R.D.A.s with Voting status may remove any elected officer before expiration of her term of office for conduct injurious to A.A.D.A. or its purposes.

BY-LAW SIX DUTIES

Article 1 CHAIRMAN

- a) Will exercise general supervision of the affairs and activities of the Society.
- b) Will preside at all meetings of the Society and may vote at all ballot voting.
- c) Will be an ex-officio member of all committees with the exception of the Nominations Committee.
- d) Will be well versed in Parliamentary Procedures and the By-Laws of the Society and ensure that the Society By-Laws and Special Rules are upheld.
- e) With the Board's approval, make and announce all appointments.
- f) Will represent A.A.D.A..
- g) Will automatically become Past Chairman after she has served the current full term as Chairman.

Article 2 PAST CHAIRMAN

- a) Will serve in an advisory capacity and will assume any responsibilities assigned to her by the Chairman.
- b) Will be responsible for nominations, preside at the election of officers and introduce and give qualifications of all nominees.
- c) Will ensure the preparation of the ballots and appointment of scrutineers to handle ballots.
- d) Will request nominations for election of officers from all members at least 21 days prior to the Annual Meeting.

Article 3 VICE CHAIRMAN

- a) Will automatically become Chairman after she has served a full term as Vice Chairman.

Article 4 SECRETARY-TREASURER

- a) Will ensure the deposit of all monies in a Chartered Bank or a Treasury Branch.
- b) Will be responsible for all financial transactions, keep records of the same and make a full financial report at each General and Annual meeting.
- c) Will prepare a proposed Annual Budget to the Board of Directors for approval PRIOR to presenting the proposed Annual Budget to the membership at the Annual Meeting.
- d) Will collect itemized monthly reports from all committees dealing with their own finances.
- e) Will ensure the recording of Minutes of all Board, General and Annual meetings and will be responsible for ensuring the safekeeping of all records of the Society.
- f) Will ensure that all Society Annual Returns, annual audits, and Minutes are kept on computer file and in duplicate form at the designated Society office.
- g) Will ensure that the Society Annual Returns and Income Tax Returns are filed in advance of the deadlines for filing, with copies kept at the designated Society office.

BY-LAW SEVEN ELECTION OF OFFICERS

Article 1

A Nominee will be an R.D.A.s with Voting status in the A.A.D.A. and be present at the Annual Meeting. If this is not possible, a candidate must submit a letter to be accepted as her platform speech which will be read by the Past Chairman.

Article 2

Any R.D.A. with Voting status of the Society has the right to nominate one candidate for each office, providing the nomination is endorsed by another member. If the Nominee is not present at the election, the Nominee must signify in writing and in advance of the election if she will accept the office to which she has been nominated.

Article 3

Nominations from the floor may be accepted at the Annual Meeting if there is no nominee who has submitted a Letter of Intent for that position prior to the Annual Meeting.

Article 4

Each candidate will have the opportunity to express their platform prior to the election for that office.

Article 5

Election by written ballot will be conducted after the close of nominations for each office, in the order listed in the By-Laws.

Article 6

If there is only one Nominee for an office, and there is no objection, the chair may declare that the Nominee is elected by acclamation. If an objection is voiced then a ballot vote will be taken.

BY-LAW EIGHT VOTING

Article 1

At Board Meetings only officers in Voting Board positions will have a vote.

Article 2

All R.D.A.s with Voting status will have the privilege of voting at General, Annual and Special Meetings of the association.

Article 3

The voting will be done by a show of hands or written ballot as indicated by the Chair, with consent from the membership present.

BY-LAW NINE FINANCIAL

Article 1 FISCAL YEAR

The financial year of A.A.D.A. will be from January 1 to December 31 of the following year.

Article 2 BORROWING POWER

a) If A.A.D.A. in its objective of carrying out A.A.D.A. business, needs to borrow or secure payment from sources outside of A.A.D.A. funds, then a Special Resolution must be presented to and passed by R.D.A.s with Voting status in the A.A.D.A..

b) A.A.D.A. is entitled to make use of revenues received from all sources to carry out the affairs and activities of the Society.

c) A.A.D.A. will maintain a contingency fund of no less than one thousand (1,000) dollars to be used for emergency legal or financial needs. The base amount of this fund may only be accessed with approval of the R.D.A.s with Voting status in A.A.D.A. by Special Resolution.

The interest income earned on this investment may be accessed by the Board in a financial emergency and borrowed to cover a shortfall in the budget or utilized to cover an unforeseen expense related to carrying out the approved affairs and activities of A.A.D.A.. In order to utilize the interest income, a vote of 75% of the voting members of the A.A.D.A. Board is required.

Any use of contingency fund interest income must be reported to the R.D.A.s with Voting status in A.A.D.A. in writing by mail or email and at the next Society meeting held after the decision has been made by the A.A.D.A. Board.

Article 3 REMUNERATION

No officer, director or R.D.A. with Voting status in A.A.D.A. will receive any remuneration for her services to A.A.D.A. except under the following conditions:

- a) by Special Resolution for special services rendered,
- b) for expenses approved by the Board for members of the Board, as outlined in the Special Rules,
- c) for expenses and salary lost while on A.A.D.A. business, as outlined in the Special Rules,
- d) for an honorarium to be paid as approved by 75% of the entire Board of A.A.D.A.

Article 4 AUDITING

The financial records of A.A.D.A. will be audited yearly, by a duly qualified accountant or by an Audit Committee of 2 R.D.A.s with Voting status who are not the Secretary-Treasurer and who are elected by the Board of Directors. The fiscal year end of the society will be December 31st.

Article 5 BOOKS AND RECORDS

a) The books and records of A.A.D.A. may be inspected by any R.D.A.s with Voting status in the Association at the Annual Meeting, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.

b) All officers will deliver to their successors in office all books, documents, and equipment and any other property belonging to A.A.D.A. which is in her possession or for which they are responsible.

Article 6 SIGNING AUTHORITY AND BONDING

a) The Chairman, Vice Chairman and Secretary-Treasurer will all have signing authority for the Society.

b) All bank accounts set up to be administered by the Board will have 3 signatures. These are of the Chairman, Vice Chairman and Secretary-Treasurer of A.A.D.A..

c) All cheques of the Society and all other financial or legal documents MUST be signed by any 2 of the 3 signing authorities of A.A.D.A..

d) The Society will not have a seal.

BY-LAW TEN RESOLUTIONS

a) R.D.A.s with Voting status will have the opportunity to submit resolutions to A.A.D.A. for the Annual Meeting by a deadline as determined by the Board of Directors.

b) A Resolution Agenda will be prepared for the Annual Meeting and the same will be made available to all R.D.A.s with Voting status, at least 21 days prior to the Annual Meeting.

c) Preparation of the Resolutions Agenda will be edited to ensure that resolutions are in proper form, to eliminate duplication and to offer resolutions in logical sequence.

BY-LAW ELEVEN PARLIAMENTARY AUTHORITY

Article 1

The rules contained in Roberts Rules of Order Newly Revised (current edition) are binding in all the cases where they are not inconsistent with the By-Laws of A.A.D.A. or with the powers granted under "Province of Alberta Societies Act" (current).

BY-LAW TWELVE AMENDMENT OF BY-LAWS

The By-Laws, or any section thereof, must be amended by a Special Resolution. Notice of motion will be Given to R.D.A.s with Voting status in writing by mail or email.

BY-LAW THIRTEEN DISSOLUTION OF THE SOCIETY

R.D.A.s with Voting status in the A.A.D.A may dissolve the A.A.D.A. by Special Resolution. Upon dissolution, assets such as benefits and services will return to the Local Society that brought those assets into the A.A.D.A. through the Society Affiliation Agreements. Cash remaining in the A.A.D.A. accounts will be returned to the Local Societies once all A.A.D.A. debts owing are paid, by percentage based on numbers of members belonging to the Local Societies that are partners with the A.A.D.A..