

Supreme Chapter Bylaws

Bylaws of SIGMA PHI ALPHA Dental Hygiene Honor Society

ARTICLE I. NAME AND OFFICE

Section 1. The name of this dental hygiene society shall be SIGMA PHI ALPHA, hereinafter referred to as the Society.

Section 2. This not-for-profit Society shall maintain a central office as determined by the Board of Directors.

ARTICLE II. PURPOSE

The purpose of this Society shall be to promote and recognize scholarship, service, and leadership among students and graduates of dental hygiene educational programs.

ARTICLE III. INSIGNIA

Section 1. The official insignia of this Society shall be a key with the letters S (Sigma), P (Phi), and A (Alpha). These initials which indicate the name of this Society are derived from the three Greek words: Sophia (wisdom), Philanthropia (humane feeling and action), and Arete (virtue).

Section 2. All insignia of the Society and its Component Chapters shall be obtained through the central office of the Society.

ARTICLE IV. MEMBERS

Section 1. Members. (see detailed information - Article XII)

A. Voting Members. The mechanism for Voting Member establishment shall be through one of the following categories.

1. Charter Membership
2. Faculty Membership
3. Alumnus Membership

B. Non-Voting Members. Non-Voting Members shall have the rights and privileges as determined by the Society and Component Chapter Bylaws.

1. Honorary
2. Corporate

Section 2. Privileges of Membership

- A. Voting Members shall have the right to nominate and elect Honorary and Corporate Members, hold office, be elected, or appointed to any office, board or committee of this Society, establish dues, establish application and initiation fees, and such other privileges as the Board of Directors may determine. Non-Voting Members shall be entitled to none of these privileges.

ARTICLE V. ELECTED OFFICERS

Section 1. **Officers.** The elected officers of the Society shall be the President, President-Elect, Vice President, Treasurer, Immediate Past President and Regional Trustees.

Section 2. **Qualifications.** All elected officers shall be voting members and members of a Component Chapter. A Regional Trustee shall be a member of a Component Chapter within the Region to be represented.

Section 3. **Nominations.** Nominations for the office of President-Elect, Vice President, Treasurer and Regional Trustee shall be presented in writing by the Chair of the Nominating Committee to the members in attendance at the Annual Session. Additional nominations may be made from the floor at that time. The Nominating Committee shall consist of three Voting Members and chaired by the Immediate Past President.

Section 4. **Elections.** The President-Elect, Vice President, Treasurer, and Trustees shall be elected by ballot by the Voting Members present and voting at the Annual Session. The President-Elect and Vice President shall serve for one (1) year or until a successor is elected. The Treasurer and Regional Trustees shall be elected and serve three (3) year terms or until successors are elected. In the event that no candidate receives a majority of the votes cast on the first ballot, the two candidates receiving the highest number of votes shall be voted upon again by ballot.

Section 5. **Limitations on Service.** No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office. A member having served more than half of term in an office shall be deemed to have served a term. The term of office shall begin at the close of the Annual Session at which they were elected. Upon approval of the Board of Directors, term limits may be negated.

Section 6. **Vacancies.** Should the office of the President become vacant, the President-Elect shall become President automatically, to serve as President for the unexpired term and the term immediately following. Should the office of President-Elect become vacant, the Vice President shall become President-Elect automatically, to serve as President-Elect for the unexpired term. Should the office of Vice President, Treasurer, or Trustee become vacant, it shall be filled by appointment by the President after consultation with the Board of Directors to serve until the next Annual Session. Should the office of

Immediate Past President become vacant, the previous Immediate Past President shall serve until the next Annual Session.

Section 7. **Resignation.** Any elected officer may resign by submitting a written resignation to the Board of Directors.

Section 8. **Removal.** Any elected officer may be removed for cause. Sufficient cause may be violation of these Bylaws, any lawful rule, practice, or procedure adopted by the Society or other conduct deemed by the Voting Membership to be prejudicial to the best interest of the Society. For removal of an elected officer for cause, it shall be necessary for the body which elects that officer to hold a formal hearing. A statement of the charges shall be sent by registered mail to the recorded address of the officer, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty (30) day notice shall be given, and the officer shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before action is taken. [The body holding the hearing shall adopt such rules as may be necessary to assure due process to the officer.]

Section 9. **Compensation.** No elected officer shall receive compensation for service as an officer, except as determined by vote of the Membership. The Board of Directors may authorize reimbursement of expenses incurred in the performance of duties for the Society and prescribe procedures for approval and payment of such expenses.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. **General Duties.** Officers shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Society.

Section 2. **President.** The President shall supervise and direct all officers of the Society, shall serve as the official representative of the Society, shall preside at all Membership meetings of the Society, shall address the Voting Members at the beginning of each Annual Session, shall submit a written annual report of the activities of the office of President and the Board of Directors, shall appoint, with the approval of the Board of Directors, all chairmen and members of standing and special committees, and shall be ex-officio member of all committees except the Nominating committee.

Section 3. **President-Elect.** The President-Elect shall have the powers of and perform the duties of the President during any absence or disability of the President, and shall have such other powers and duties as may be determined by the Board of Directors or the President.

Section 4. **Vice President.** The Vice President shall have the powers of and perform the duties of the President-Elect during any absence or disability of the President-Elect, shall serve as

Membership Chairperson and shall have such other powers and duties as may be determined by the Board of Directors.

Section 5. **Treasurer**. The Treasurer shall receive and disburse the funds of the Society as ordered by the Board of Directors and present an official budget at the Annual Meeting. In addition, the Treasurer will be responsible for disbursing scholarship funds as directed by the Board of Directors. The Treasurer shall have such other powers and duties as may be determined by the Board of Directors or the President.

Section 6. **Immediate Past President**. The Immediate Past President shall have the powers of and perform the duties of the President during any absence or disability of both the President and President-Elect, and shall have such other powers and duties as may be determined by the Board of Directors or the President.

Section 7. **Regional Trustees**. Regional Trustees shall discharge their powers and duties as necessary to represent the Component Chapters within their Region in the best interests of the entire Society.

ARTICLE VII. MEETINGS.

Section 1. **Annual Session**. The Annual Session of the Society shall be known as the Annual Session which shall be held in conjunction with the Annual Session of the American Dental Education Association.

Section 2. **General Membership**. The Voting Membership shall be the legislative body of the Society, with the authority to determine the policies to govern the Society in all its activities.

Section 3. **Official Call**. The official call of the Annual Session indicating time and place of the meeting shall be published in the program of the American Dental Education Association Annual Session.

Section 4. **Quorum**. A quorum shall consist of the number of Voting Members present at the Annual Session.

Section 5. **Special Meetings**. Special meetings of the Voting Membership shall be called by the President upon written consent of two-thirds (2/3) of the Component Chapters. Such special meetings shall be held within sixty (60) days of such request. The time and place of a special meeting shall be determined by the President and sent to the address of the Component Chapters. Not less than fourteen (14) day notice of a special meeting shall be given, and only that business specified in the call may be transacted.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. **Composition.**

- A. The Board of Directors shall consist of the President, President-Elect, Vice President, Treasurer, Immediate Past President and the elected Regional Trustees.
- B. A recorder of minutes at all official business meetings will be appointed by the President or Chairman of the Board of Directors.

Section 2. **Powers.**

- A. The Board of Directors shall be the administrative body of the society, vested with full power to conduct all business of the Society, and shall have the power to enact interim policies when the Voting Membership is not in session and when such policies are necessary to the proper conduct of Society affairs. All such policies shall be reported to the Voting Membership at the next Annual Session for Ratification.
- B. The Board of Directors shall have the power to establish rules and regulations consistent with these Bylaws, to govern its organization, procedures and conduct.
- C. The Board of Directors shall have the power to enter into contracts to employ individuals as necessary to the proper conduct of this Society.
- D. The Board of Directors shall have the power to nominate Honorary and Corporate Members of the Society.

Section 3. **Duties.** The duties of the Board of Directors shall include:

- A. Responsibility for all property, real and personal, owned or held by the Society and cause to be bonded the employees or elected officers entrusted;
- B. Establishment of the fiscal year of this Society;
- C. The Board will adopt the budget and provide a financial report at the Annual Meeting for the members.
- D. Supervising the financial affairs of the Society including the annual audit and contracts for services;
- E. Submission of a written annual report to the Voting Membership reviewing the activities of the Board of Directors;

- F. Review of the reports of officers and committees of the Society and any recommendations and resolutions to come before the Voting Membership, and to make recommendations thereto;
- G. Approval of petitions for the establishment, transfer to inactive status, or reinstatement of Component Chapters;
- H. Recommendations to the Voting Membership that the Charter of a Component Chapter be revoked;
- I. Review of the qualifications of persons recommended for Honorary and Corporate membership in the Society and submission of nominations of eligible persons to the members at its Annual Session;
- J. Review and approval of the Bylaws of Component Chapters as recommended by the Bylaws Committee;
- K. Performance of other duties as prescribed by the Bylaws and the mandates of the Voting Membership;
- L. Appoint a recorder of minutes at all meetings of the Board of Directors.

Section 4. **Meetings.** There shall be at least two (2) regular meetings of the Board of Directors each year. Special meetings may be called by the President and shall be called upon the written request of a majority of the Voting Members of the Board of Directors. Thirty (30) day notice shall be given except for meetings which may be called during an Annual Session. Business shall be limited at these special meetings to that which is stated in the call.

Section 5. **Quorum.** A majority of the Voting members of the Board of Directors shall constitute a quorum.

Section 6. The President shall preside at all meetings of the Board of Directors and shall serve a one (1) year term of office.

ARTICLE IX. COMMITTEES

Section 1. **Establishment.** Standing committee shall be established by the Voting Membership and shall include Nomination, Bylaws, Membership, Strategic Planning, Scholarship, Finance and Educational Program committees. Special committees or task forces shall be established by the Voting Membership or the Board of Directors, Committees shall have such duties as designated by the Voting Membership or the Board of Directors, and shall include the preparation and filing of reports.

Section 2. **Composition.** Committees shall have no fewer than three (3) members, who shall be voting members of the Society. If cooperative efforts with other associations make the appointment of a non-member desirable, it shall be made only with the approval of the

Board of Directors. An elected officer shall be appointed as a non-voting advisor to each committee.

ARTICLE X. ABSENTEE VOTING

Section 1. **Mail/Email Ballot.** Any question may be submitted in writing, within an established body of the Society for determination in lieu of a meeting of that body. If one-third (1/3) of the members of any such body, except the Board of Directors, which will require three (3) members, challenge the mail/email ballot on the grounds that insufficient information is available for proper consideration of the question, the question will be postponed to the next meeting of that body. A report of any action taken by mail/email shall be verified and made a part of the minutes of the next meeting of that body.

Section 2. **Conference Call.** Members of the Board of Directors or of any committee may participate in a meeting through telephone conference or other technology by which all persons can participate in the meeting. This participation shall constitute presence in person at the meeting.

Section 3. **Procedures.** Specific procedures not in conflict with Section 1 above for conducting any absentee voting shall be determined by the Board of Directors.

ARTICLE XI. REGIONS

Section 1. **Establishment.** Regions of the Society shall be established by the Board of Directors. Each Component Chapter shall be a member of one of the Regions based on geographical location of Component Chapters.

ARTICLE XII. COMPONENT CHAPTERS

Section 1. **Establishment of Chapter**

- A. **Qualifications.** The Component Chapter shall be a chapter organized within a dental hygiene program which is accredited by a national agency recognized by the Society and whose Bylaws are not in conflict with those of the Society.
- B. **Procedure.** A petition for a charter signed by the administrator of the dental hygiene program accompanied by proposed Chapter Bylaws and application fee must be submitted to the Treasurer for vote by the Board of Directors.
- C. **Election.** A majority vote by the Board of Directors shall elect Component Chapters to membership.
- D. **Name.** Each Component Chapter shall be designated by the name of Sigma Phi Alpha and also by a Greek letter(s) as specified by the Treasurer of the Society.

Section 2. Members

- A. **Voting Members**. The mechanism for Voting Member establishment shall be through one of the following categories. A voting member shall hold only one membership category, which shall be the original membership category he or she was first elected into the Society.
1. **Charter Membership**. A Charter member is a dental hygienist who founded the Component Chapter. At least one must be a dental hygiene faculty member. There will be no more than three charter members. Charter Faculty Members are not subject to Article XII, Section 2A2.
 2. **Faculty Membership**. A Faculty Member is a dental hygienist in an accredited dental hygiene program that has an established Component Chapter. A Faculty Member may be elected to membership after three (3) academic years of full time or five (5) academic years of part-time teaching. A maximum of two (2) faculty member may be elected each year. Faculty candidates must possess credentials to demonstrate scholarship, service and leadership. Faculty candidates shall be elected by the Component Chapter's selection process (in accordance with the Chapter's Bylaws).
 3. **Alumni Membership**
 - a. Students in the final academic term of a dental hygiene program, who rank highest in scholarship, service and leadership and exhibit potential qualities for future growth and attainment as recommended by the faculty members shall be elected to membership. This membership shall be limited to ten percent (10%) of each graduating class by program (i.e. pre-licensure, degree completion/post-certificate, graduate) and shall be selected from a list composed of the upper twenty percent (20%) of the class by program. The election may be held at any time during the final academic term. Exceptions may be made at the discretion of the component chapter's eligibility and membership committee.
 - b. Alumnus of a program for the education of dental hygienists may be elected retroactively to membership in a component chapter which has been established since their graduation, providing their standing as students would have made them eligible for membership and they have maintained an exemplary professional record since graduation.
- B. **Transfer Membership**. Any Voting Member is eligible to transfer his or her membership from one chapter to another chapter. A membership transfer form is available from the Society Treasurer.

C. **Non-Voting Members.** Non-Voting Members shall have the rights and privileges as determined by the Society or Component Chapter Bylaws except the right to vote or hold office.

1. **Honorary.** An Honorary Member of a Chapter or the Society shall be an individual who has made an outstanding contribution to the dental hygiene profession through educational or community service. One (1) person may be nominated to Honorary Membership at the Society or Component Chapter level each year subject to approval by the Society or Component Chapter Board of Directors.
2. **Corporate.** A Corporation, institution or organization which supports the purpose of the Society shall be eligible for Corporate Membership.

D. **Privileges.**

The Component Chapter shall be entitled to an official charter and all the privileges of membership defined in these Bylaws.

Inactive Status. When the dental hygiene program has been terminated, or other significant financial or administrative problems exist, the Chapter may apply to the Board of Directors for a transfer to inactive status. A Chapter in inactive status may reapply for active status at any time and upon payment of the current year's dues shall be reinstated after approval of the Board of Directors. Chapters in inactive status may not elect new members.

E. **Responsibilities.**

1. Each Component Chapter shall submit to the Treasurer of the Society by December 31 each year, an annual report which shall include a list of the names, addresses and emails of the officers, name, address and email changes of the members, names of deceased members, and other items of importance to the permanent records of the Chapter.
2. The application fee for each newly elected Component Chapter and the certificate fee for each newly elected member of a Component Chapter shall be sent to the Treasurer.
3. The annual dues for each Component Chapter shall be payable by December 31, in advance of the Annual Session. A newly elected Chapter shall be exempt from dues payment for the year in which its charter is granted.
4. A Component Chapter in arrears for a period of two (2) consecutive years shall be placed on inactive status.

F. **Component Chapter Closure/Transfer.**

1. In the event an accredited Dental Hygiene program is phased out, the Component Chapter may elect to remain active.
2. In the event of an accredited Dental Hygiene program's transfer from one educational institution to another, the Component Chapter may retain its active status at the new institution upon the approval of the majority of the Component Chapter members.

G. **Forfeiture.**

When a Component Chapter ceases to fulfill the provisions of eligibility, the Board of Directors shall recommend to the members attending the Annual Session that the Charter be revoked.

ARTICLES XIII: INDEMNIFICATION

The Society shall have the power to indemnify any person who is or was an officer, employee or agent of the Society or who is or was serving at the request of the Society as an agent of another enterprise to the full extent permitted by law. To the extent permitted by applicable law, the indemnification provided shall be contingent upon the indemnity's giving of prompt notice of any claims for which indemnification is or may be sought and the indemnity's agreement that the Society, its designee or its insurance carrier shall be empowered to control, should it so elect, and the manner, nature and extent of the defense the attorneys to be retained to handle the defense, and the terms of settling or resolving any and all such claims for which indemnification is or may be sought.

The indemnification provided by this Article shall be limited to the assets of this Society, and no one shall be personally or individually liable therefore to any extent. The Society may purchase and maintain insurance on the behalf of any person who is or was an officer, employee or agent of the Society 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 entity which is undertaken at the behest of the Society, whether or not the Society would have the power to indemnify him or her against such liability under the provision of this article.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE XV. DISSOLUTION

The Society shall use its funds only to accomplish the purpose stated in these Bylaws, and no part of its funds shall be distributed to the members of the Association. On dissolution of the Society, all funds remaining shall be distributed to one or more regularly organized and qualified dental hygiene associations, charitable, educational or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVI. AMENDMENT/REVISION OF BYLAWS

These Bylaws may be amended at any meeting of the Voting Membership by a two thirds (2/3) vote provided that a copy of the proposed amendments have been presented in writing twenty-four (24) hours prior to that meeting, or without notice at any meeting of the Voting Membership held during the Annual Session by a three-fourths (3/4) vote provided that unanimous consent has been obtained for consideration of said amendments.

These Bylaws may be revised when a new set of Bylaws is a substitute for the old Bylaws, at any meeting of the Voting Membership by a two-thirds (2/3) vote provided that a copy of the proposed revisions has been presented in writing to the Component Chapters sixty (60) days prior to that meeting.