

# Washington State Dental Laboratory Association By-laws

## Article I Name

**Name:** The name of this organization shall be the Washington State Dental Laboratory Association hereinafter referred to as "WSDLA".

## Article II Purpose and Location

**Purpose and Location:** The WSDLA shall be incorporated in the State of Washington as a not for profit for the purpose of assisting its members in planning and preparing for the future success of their businesses and the dental laboratory industry. The offices of the WSDLA shall be located in Washington State in a place decided by the Board of Trustees.

## Article III Governance

**Governance:** The WSDLA shall be administered by a board of trustees elected from its eligible membership as set forth in these by-laws.

## Article IV Membership

**Section 1 Application:** Membership application shall be made in writing and endorsed by the signatures of two active members. The application must be accompanied by membership dues payment for the current year. The Board of Trustees shall then act on the application with a vote of approval or rejection at its earliest opportunity. In the event of rejection membership dues payment will be returned.

**Section 2 Classes of Membership:** The membership of the WSDLA shall consist of the following categories: Active, Associate, Life, Honorary, Student, Dental Technician, and Retired Technician.

**Section 3 Member in Good Standing:** All membership classes are subject to the requirements of their particular class. Members whose dues and fees are current and meet the requirements of their particular membership class will be considered a "member in good standing" and entitled to the benefits of membership in that particular class.

### **Section 4 Definition of Membership Classes**

**Active members:** any commercial dental laboratory registered with the appropriate state licensing authorities operating as a for profit business. These members shall have both voice and vote for the purposes of governance.

**Associate members:** individual persons representing schools, manufacturers, suppliers and other businesses seen as beneficial to the dental laboratory industry and the members of the WSDLA. These members shall have voice only for the purposes of governance and will be represented on the Board of Trustees by a member of their class as selected by the board of trustees.

**Life member:** any individual member previously engaged in the dental laboratory industry and having been a member in good standing in the WSDLA for at least twenty (20) years. Life members must be nominated in writing by two members currently in good standing and the nomination presented to the Board of Trustees for approval and referral to the membership. A two-thirds (2/3) favorable vote by the membership at a general meeting is necessary to grant life member status. Life members shall have voice and vote for the purposes of governance.

**Honorary member:** an individual not engaged in the commercial dental laboratory industry that has made an outstanding contribution to the advancement of the dental industry or the WSDLA. An honorary member must be nominated in writing by two members currently in good standing and approved by the Board of Trustees for referral to the general membership. A two-thirds (2/3) favorable vote by the membership at a general meeting is necessary to grant honorary membership status. Honorary members shall have voice only for the purposes of governance.

**Student member:** any individual who is currently enrolled in accredited school of dental technology. Student members must apply in writing and have the signature of their instructor on the application. Upon approval by the Board of Trustees a student member may remain a student member for up to a year after leaving school or becoming employed in the dental laboratory industry. Student members shall have voice only for the purposes of governance.

**Dental Technician:** any individual who is currently employed in the dental laboratory industry and does not own or operate a commercial dental laboratory. Dental technician members have voice only for the purposes of governance and will be represented on the Board of Trustees by a member of their class as selected by the Board of Trustees.

**Retired Technician:** any individual previously engaged in the dental laboratory industry and having been a member in good standing for at least five (5) years may submit an application for approval by the Board of Trustees for standing as a retired technician. Retired technicians shall have voice only for the purpose of governance.

### **Section 5 Cause for Suspension or Expulsion of Members**

The following practices shall be cause for revocation of membership in the WSDLA:

A. Sales or promotion methods deemed to be dishonest, deceptive, unethical, or libel which may injure the WSDLA or its members, substitution of materials with the intent to defraud, knowingly constructing a dental appliance for any unlicensed person or unlicensed dentist shall all be considered grounds for expulsion. In the construction of appliances this does not prejudice the right of members to construct specimens and other appliances for dental dealers or manufacturers when the same are to be used for technical or display purposes; neither does it prejudice the right of members to construct appliances for another commercial dental laboratory, when accompanied by an order from a properly licensed dentist or another properly authorized commercial dental laboratory.

B. Violations of the dental laws of the state or local which result in a conviction.

C. Failure to pay dues and fees assessed by the WSDLA.

**Section 6 Procedure for Expulsion:** The WSDLA shall be the sole arbiter in the matter of expelling a member. Upon majority vote of the Board of Trustees a member may be expelled or suspended for any of the causes listed in Section 5. There shall be no appeal of suspension or expulsion and all dues and fees will be forfeit without refund.

**Section 7 Reinstatement:** Any member expelled or suspended is eligible to apply for reinstatement to the Board of Trustees after a period of two (2) years from the date of expulsion. The Board of Trustees shall review the application and decide on the eligibility of the applicant for reinstatement. A majority vote of the Board of Trustees will reinstate the member.

## **Article V Membership Meetings**

### **Section 1 Membership Meetings**

A. The WSDLA shall hold an annual meeting of the membership at a time and place as determined by the Board of Trustees. This meeting shall be of such a nature as to conduct the business of the members including but not limited to election of officers, financial reports, committee reports, and the transaction of business that may be of concern to the members.

B. Special meetings of the general membership may be called by vote of the Board of Trustees or signed petition of twenty-five percent (25%) of the members in good standing.

**Section 2 Notice of Meetings:** Notice of membership meetings shall be made in writing to all members in good standing thirty (30) days prior to such meetings and such notice shall include but not be limited to: location, time, agenda, and other pertinent information relevant to the business being conducted.

**Section 3 Quorum:** At any meeting of the membership twenty-five percent (25%) of the total membership shall constitute a quorum.

**Section 4 Voting :** Only members in attendance that are in good standing and so entitled may vote. (Article IV, Section 4). Each eligible member is entitled to one vote. The method of voting shall be determined by the Board of Trustees.

**Section 5 Meeting Governance:** Robert's Rules of Order Newly Revised shall govern the routine business and all parliamentary questions and procedures not otherwise provided for in these by-laws.

#### **Article VI Board of Trustees**

**Section 1 Authority and Responsibility:** The management of the affairs of WSDLA shall be vested in and exercised by the WSDLA Board of Trustees subject to these By-laws. The Board shall determine policies of the association, direct the budgeting of all monies, and determine suitable dues and assessments as required to meet the financial needs of the organization.

**Section 2 Composition:** The WSDLA Board of Trustees shall consist of the elected officers of the association: President, President Elect, Vice President, and Secretary/Treasurer together with the Past President, one Dental Technician member representative, one Associate Member representative, District Representatives as necessary to represent the various geographic areas across the state and committee chairs. District Representatives shall be appointed from the population of members in good standing and shall practice their craft in the area from which they are designated to represent. The Executive Director shall act in an advisory capacity to the Board and the President shall serve as Chair of the WSDLA Board of Trustees.

**Section 3 Eligibility:** Only WSDLA members in good standing are eligible to serve as trustees.

**Section 4 Board Meetings:** Meetings of the WSDLA Board of Trustees shall be held a minimum of three times per calendar year at a place and time as agreed upon by the members of the board. These meetings shall be sufficient in frequency and time to conduct the business of the WSDLA in a timely manner. Special meetings of the board may be called by the President or a majority of the board.

**Section 5 Notice of Meetings:** Notice of meetings of the WSDLA Board of Trustees shall be made in writing, e-mail or by phone at least ten (10) days prior to such a meeting and shall include but not be limited to the time, location, agenda, and any other pertinent information relevant to the business to be conducted.

**Section 6 Quorum for Board of Trustee Meetings:** Quorum for a meeting of the WSDLA shall consist of a majority of those positions eligible to serve as trustees.

**Section 7 Voting:** The method of voting at a meeting of the Board of Trustees shall be at the discretion of the President.

**Section 8 Parliamentary Authority:** The current edition of Robert's Rules of Order Newly Revised shall govern the routine business of the association in all cases where applicable and where they are not in conflict with these Uniform By-laws, the Articles of Incorporation, or the Washington Nonprofit Corporation Act.

#### **Article VII Officers**

**Section 1 Officers:** The officers of the WSDLA shall be Immediate Past President, President, President Elect, Vice President, and Secretary/Treasurer. They shall be elected by the membership at its annual membership meeting to serve for a period of one year to commence at the next scheduled meeting of the Board of Trustees.

**Section 2 Duties:** All officers shall familiarize themselves with the specifics of their duties and office as set forth by the Board of Trustees in order to serve the association in the most effective and productive manner.

**President:** The President shall serve as the Chief Executive of the Association and direct all affairs of the WSDLA. The President shall preside at all meetings of the association and perform such duties as pertain to the office. The President shall be a member, ex-officio, with voting rights of all committees. Vacancies in any elective office may be filled or appointments not otherwise provided for shall be made by the President. The President may appoint all committee chairs not otherwise specified.

**President Elect:** The President Elect shall assist the President in the performance of duties and shall preside at meetings in case of absence or upon request. The President Elect shall determine whether or not a quorum is present at the various meetings. The President Elect shall succeed the President.

**Vice President:** The Vice President shall assist the President and President Elect in the performance of duties and shall preside at meetings in case of absence or upon request. The Vice President shall be in charge of the various programs and committees of the association. The Vice President will succeed the President Elect.

**Secretary/Treasurer:** The Secretary/Treasurer shall be responsible for overseeing the proper recording of all meetings of the association, its committees and the Board of Trustees and that those minutes are entered into the permanent archives of the association after examination and acceptance of the Board of Trustees. The Secretary/Treasurer shall see that the roster of members is kept current and that notice of membership and board meetings are made in accordance with the By-laws. The Secretary/Treasurer shall be responsible for oversight of the financial records of the association. The Secretary/Treasurer shall present a written report of all income and expenses at all meetings of the association and Board of Trustees. The Secretary/Treasurer shall see to it that a monthly financial report be prepared and distributed to the Board of Trustees. The Secretary/Treasurer and President shall inspect the monthly transactions of the association and attest to their accuracy and appropriateness.

**Section 3 Removal of Trustees:** Trustees may be removed by a vote of two-thirds of the trustees of the board or a majority of the membership at a meeting in which the motion is made.

**Section 4 Vacancies:** In the event of a vacancy on the board the remaining trustees shall have the authority to appoint a member in good standing to fill that position until the next general election of officers.

#### **Article VIII Executive Director**

**Executive Director:** The Board of Trustees is authorized to enter into a contract with a manager or management firm to perform such work of the association as directed by the Board of Trustees.

#### **Article IX Committees**

**Committees:** The Board of Trustees may designate one or more committees to exercise such authority and for such purposes as the board may deem appropriate. Committee chairs shall submit a written report of their committee meetings to the Board of Trustees for review.

#### **Section 1 Standing Committees**

**Audit Committee:** The Board of Trustees shall annually appoint a committee to audit the financial records of the association and report in writing to the trustees at their next scheduled meeting. This committee shall be chaired by the Vice President of the board and shall include at least two other members in good standing. Members of the committee may not include those authorized to sign checks or distribute funds on behalf of the association. The Secretary/Treasurer and the Executive Director should be available during the audit to answer questions and provide specific records as requested.

**Nominating Committee:** The Board of Trustees shall act as the nominating committee for the association in order to fill vacancies and increase participation on the board. The Past President shall act as chair and shall be responsible for presenting a slate of candidates at the annual meeting for election.

#### **Article X Fiscal Year**

**Fiscal Year:** The fiscal year of the WSDLA shall be the calendar year (January 1 to December 31) for accounting and audit purposes.

#### **Article XI Anti-Trust Policy**

##### **Anti-Trust Policy**

The Washington State Dental Laboratory Association has a policy of strict compliance with federal antitrust laws. The antitrust laws prohibit certain combinations and agreements among competitors. Members of an association such as WSDLA can be considered competitors in the context of antitrust challenges even if their businesses are not in the same geographic area or in the same product line.

WSDLA members are not to come to understandings, make agreements, or otherwise concur on positions or activities that in any way tend to raise, lower or stabilize prices or fees, divide up markets or encourage boycotts. Each member must make an independent decision, without consultation with competitors, on how to conduct business and with whom to do business. Specifically, members should never agree on:

Current or future prices or fees, price or fee changes, discounting, regulation of production and other terms and conditions of sale and will be represented on the board of trustees by a member of their class as selected by the board of trustees sale or of providing services. Members should be extremely careful about discussing prices or fees. Agreements on pricing and fees are clearly illegal. Even price or fee discussions by competitors, if followed by parallel action among the competitors on pricing and fees can lead to antitrust investigations or challenges.

Allocating or monopolizing territories or customers. Any agreement by competitors to "honor", "protect" or "avoid invading" one another's market areas or product lines would violate the law.

Refusing to do business with those whose business practices you oppose. Members can discuss the policies or practices of suppliers and other third parties; however, you must never threaten, directly or indirectly, to act jointly to enforce changes to those policies or practices. Again, discussions followed by parallel action could, at the very least, trigger careful antitrust scrutiny.

Officers, trustees and members of WSDLA should never make any representation, publicly or privately, which would appear to represent an official policy or position of the WSDLA without the express authorization of WSDLA executives. The U.S. Supreme Court has determined that recommendations or exhortations in antitrust areas by individuals who might appear to represent an association in some capacity can jeopardize the association; those in positions of responsibility must be especially cautious.

Antitrust laws are complicated. If any member is concerned that he or she may be in a "gray area", that member should consult with the WSDLA executives and/ or legal counsel. If the conversation among competitors at a WSDLA event turns to antitrust sensitive issues, participants should discontinue the conversation until legal advice is obtained or leave the event immediately. Court cases have demonstrated that individuals that were present when an antitrust violation occurred, even when they did not actively participate in the conversation, were held personally accountable and liable for the antitrust violation.

#### **Article XII Indemnification**

**Officers and Board Indemnification:** The WSDLA shall indemnify, defend and hold harmless all Officers, Trustees, and/or Board Members, who now or hereafter serve the association from and against all claims and liabilities to

which they may be at any time subject by reason of their alleged acts or omissions as an Officer or Trustee of the WSDLA, past, present or future. Trustees and officers shall not be personally liable for the debts, liabilities or other obligations of the WSDLA.

**Article XIII Dissolution**

**Dissolution:** In the event of the dissolution of the WSDLA for any reason, all net assets shall be contributed to a non-profit charitable organization(s) to be determined by the membership at that time.

**Article XIV Amendments**

**Amendments:** Proposals for amendments to the Bylaws of the WSDLA may be presented in writing by any active member or members in good standing to the Board of Trustees. If approved by a two-thirds majority vote of the board the proposed amendment shall be submitted in writing to all active members either at a special meeting of the members called for such purpose or mailed at least thirty (30) days prior to the date of the next regularly scheduled meeting of the association. Amendments require a majority vote of the membership for adoption.

Accepted this \_\_\_\_\_ day of October 2008

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President

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Secretary/Treasurer