

The Nova Scotia Dental Assistants Association
Bylaws
June 18th, 2011

The mission of the Association is: to guide, support and motivate all Dental Assistants.

1. Executive Committee

- (1) The President shall:
 - (a) perform all acts related to the position
 - (b) be chief spokesperson for the Association
 - (c) ensure the Association observes the bylaws
 - (d) appoint committees when necessary
 - (e) sign official documents when required
 - (f) countersign all orders for payment of moneys of the Association as approved by the Budget
- (2) The Past President shall:
 - (a) assist the President as requested in the performance of her duties
 - (b) be a member of the Directors
 - (c) preside at the Annual General Meeting
 - (d) chair the nominations committee
 - (e) chair the operations committee
- (3) The President-Elect shall:
 - (a) automatically succeed the President
 - (b) in the absence of the President, perform all duties of the President
 - (c) perform other duties as delegated by the President
 - (d) have been a member of the NSDAA Directors within the last 5 years and currently active in their affiliate

2. The Directors

- (1) The Directors shall consist of:
 - (i) The Executive Committee (President, President-Elect and Past President) who shall hold positions in accordance with the provisions of the Bylaws.
 - (ii) The Executive Director - (Recording Secretary ex officio, no voting privilege)
Executive Director shall:(a) conduct the affairs of the NSDAA in accordance with the direction of the President and the Directors. (Refer to Executive Director's Job Description.)
 - (iii) The Affiliate Presidents or Affiliate Member Representative, who shall be elected in accordance with the provisions of the Affiliate Terms of Reference.
- (2) Subject to bylaws 2 (3) and (4), the President and President-Elect may remain in their positions for one additional one-year term with their written agreement and a three-quarters (3/4) majority vote of the Directors. Affiliate President shall hold office for a one-year term, once renewable by election.
- (3) If the term of the office of the President is not completed, the President-Elect:
 - (a) succeeds to the office of President for the remainder of the President's term,
 - (b) continues in the office of President for an additional one year.
- (4) The Directors may fill vacancies that occur except those of Affiliate Presidents by a three-quarters (3/4) majority vote of the Directors.

- (5) No member shall be concurrently elected to more than one of the positions set out in the bylaws 2(1)(i) and 2(1)(iii).
- (6) The Directors shall:
 - (a) approve the appropriation, investment, and disbursement of the funds of the Association, in accordance to the approved fiscal budget;
 - (b) prepare and submit to each Annual General Meeting of the Association an audited financial statement of the operations for the preceding fiscal year;
 - (c) appoint the Executive Director of the Association;
 - (d) propose the amount of membership dues;
 - (e) generally direct and conduct the business and affairs of the Association;
 - (f) perform all duties as set out in the, Bylaws and Terms of Reference.
- (7) Any Director may be removed by a two-thirds (2/3) majority vote of Directors or the membership.
- (8) Election of President Elect at AGM

3. Corporate Seal

The seal of the NSDAA shall be prescribed by the Directors of the Association and shall have the words "Registered or Licensed Dental Assistants of Nova Scotia" endorsed thereon. The seal of the Association would be kept by the Executive Director at the NSDAA office and affixed to any resolution by the Board of Directors or membership.

4. Head Office

The head office of the NSDAA shall be maintained within the province of Nova Scotia and located so as to reasonably carry on the business of the Association.

5. Signature of Documents

All contracts or documents or instruments in writing requiring the signature of the Association shall, when required, be signed by two (2) of the following persons:

- (a) the President
- (b) the Executive Director
- (c) another Executive member

6. Affiliates

- (1) The province shall be divided into Affiliates.
- (2) The Affiliates provide each member the opportunity to participate in the affairs of the NSDAA to promote and communicate at all levels of the Association.
- (3) The business and activities of the Affiliate shall be governed by the NSDAA.

7. Membership Dues

- (1) The annual membership dues for registration with the NSDAA shall be proposed by the Directors and approved at the Annual General Meeting of the Association, held prior to such dues coming into effect.
- (2)
 - (a) Members who do not pay the membership dues as required shall forfeit all rights of active membership until membership dues and reinstatement fees are paid.
 - (b) The reinstatement fee shall be determined by the Directors.
 - (c) NSF fees shall be determined by the Directors.

8. Expenses

- (1) The NSDAA shall reimburse to persons who serve as a Director or on Committees of the Association expenses incurred while conducting business for the Association.
- (2) The reimbursement of expenses referred to shall be those defined in the "Guidelines for Reimbursement of Expenses for Directors".

9. Meetings

- (1) An Annual General Meeting shall be held each year at a time and place determined by the Directors.
- (2) Notice of such meetings shall be issued to each member at least thirty (30) days prior to the scheduled date.
- (3) At least thirty (30) days prior to the meeting date, members shall be issued copies of proposed changes to the Terms of Reference, Bylaws, Membership Dues, Audited Financial Statement and Budget Analysis and subject to Bylaw 9(4) all other material to be voted upon at the Annual General Meeting.
- (4) The following matters shall be voted upon at the Annual General Meeting:
 - (a) those matters referred to in bylaw 9(3) and related motions arising out of such matters; and
 - (b) matters which have not been identified in accordance with bylaws where by:
 - i. a motion is brought forth from the business of the Annual General Meeting.
 - ii. (3/4) of the voting members approve of the motion being brought forward.
- (5) A quorum at a general or special meeting of the NSDAA shall be a majority of the members present. (50% + 1)
- (6) Meetings of the Directors
 - (a) Meetings of the Directors shall be called by the President with no less than three (3) meetings being held between Annual General Meetings.
 - (b) A quorum at any meeting of the Directors shall be a majority of the Directors present.
- (7) Proceedings of all meetings shall be conducted according to Robert's' Rule of Order (revised edition).
- (8) Special meetings of the NSDAA shall be convened by the order of the President or by the Directors at any date or on written demand by any five (5) members of the NSDAA. A quorum at a general or special meeting of the NSDAA shall be a majority of the members present. (50% + 1)
- (9) Any Directors meetings, with the exception of the Annual General Meeting may be conducted by teleconference.

10. Committees

- (1) The Directors shall establish the following Standing Committee:
 - (a) Nominations Committee
 - (b) Operations Committee
 - (c) Other Committees as the Directors deems necessary from time to time.
- (2) The Chairperson of the committee shall be appointed by the Directors.
- (3) The majority of the committee members present at a meeting constitute a quorum.

- (4) The activities of all committees shall be conducted in accordance with the Bylaws first and then the Affiliate Terms of Reference.

11. Nominations

- (1) There shall be a Nominations Committee of three (3) members composed of the immediate Past President who shall be Chairperson of the committee and two others who shall be appointed at an Annual General Meeting of the NSDAA. Members of the Nominations Committee shall not be Directors.
- (2) The Nominations Committee shall call for and ensure that there are nominations for each position to be filled.
- (3) Six weeks prior to an Annual General Meeting the Nominations Committee shall request the Affiliates to nominate the candidates for each elected position to be filled in accordance with the Bylaws.
- (4) In addition to the candidates presented by the Nominations Committee,
 - (a) at least 60 days and not less than 30 days prior to the Annual General Meeting, all nominees shall be made known to membership.
 - (b) any member at the Annual General Meeting.
- (5) The candidate must be an active participating member and have signified consent in writing.
- (6) No name may appear on the slate of candidates for more than one elected office.
- (7) Candidates for each elected position to be filled in accordance with these bylaws shall be elected by NSDAA members at the Annual General Meeting.

12. Voting at Annual General and Special Meetings

- (1) Scrutineers shall be appointed by the Past President prior to the Annual General Meeting and shall:
 - (a) be active members, but not candidates for office;
 - (b) conduct the election process, count the ballots for the election and report the results in writing to the Chairperson of the Nominations Committee.
 - (c) count votes on resolutions and motions during the meeting and report in writing to the President.
- (2) The Directors may make rules for elections and voting.
- (3) Chairperson will hold election ballots for a 24hour period and then destroy them.

13. Duties of the Provincial Representatives who serves on Committees

(Elected Positions by NSDAA Directors: One Term, Twice Renewable)
(Term = 3 years)

A Representative who serves on committees may be removed by a two-thirds (2/3) majority vote of the Directors.

1. CDAA Director

- (a) shall be an elected position with all nominations received going forward for voting.
- (b) shall be a licensed member in good standing and have had experience on a Provincial or Affiliate level.
- (c) shall promote the CDAA to their provincial members via provincial publications, and be an active participant of the NSDAA Directors.
- (d) shall attend CDAA Board of Directors meetings

- (e) shall submit a report to the NSDAA office following CDAA meetings. A copy of this report shall be distributed to NSDAA Directors.
- (f) shall submit a report to the NSDAA membership at the Annual General Meeting.

2. NSDAA Representative to the Provincial Dental Board of Nova Scotia

- (a) shall be an elected position with all nominations received going forward for voting.
- (b) shall be a licensed member in good standing and have had experience on a Provincial or Affiliate level.
- (c) shall attend Provincial Dental Board of Nova Scotia Board meetings, and be an active participant of the NSDAA Directors. If unable to attend a meeting shall inform the Provincial Dental Board of Nova Scotia President and Administrative Assistant of their absence and introduce the member who will act as their replacement observer, showing written verification authorizing their representation, and signed by the NSDAA President
- (d) shall communicate matters to both the Provincial Dental Board and the NSDAA Directors.
- (e) shall submit a report to NSDAA membership at the Annual General Meeting.

3. Dental Program Advisory Committee

- (a) shall be a position held by the President of the NSDAA.
- (b) shall be a one year term position.
- (c) shall attend all meetings of this committee.
- (d) shall communicate matters to both Dental Program Advisory Committee and the NSDAA Directors.
- (e) shall submit a report to NSDAA membership at the Annual General Meeting.

14. Membership

There shall be two (2) categories in the Association.

(a) Voting Member:

- i. Active member: a dental assistant who has paid the applicable dues to the NSDAA.
- ii. Honorary Member: active member who has rendered valuable service to the NSDAA and otherwise made an outstanding contribution to the Association shall be eligible for honorary membership. To qualify as an honorary member, a member must be elected by a two-thirds (2/3) majority of the NSDAA Directors. Honorary members shall not be required to pay NSDAA membership dues and shall enjoy all privileges of membership in NSDAA.

(b) Non Voting Member:

- i. Student member: any person enrolled in an accredited dental assisting educational program and who has paid the dues of the Association.
- ii. Life Member: any member who has reached the age of sixty (60) and served a minimum of twenty-five (25) years as a member in good standing. To qualify, a member must be elected by two-thirds (2/3) majority of the NSDAA Directors.
- iii. Supporting Member: any person having an interest in the well-being of the Association and wishes to support the objectives of the

Association. Supporting members do not qualify for active membership.

15. Loss of Membership

- (1) Notification in writing by member that they no longer wish to renew their membership.
- (2) If annual dues are not paid.
- (4) By a two-thirds (2/3) majority vote of the Directors under extenuating circumstances.

16. Minutes of Directors and Executive Committee

The minutes of the Directors, or the minutes of the Executive Committee shall be issued to the Directors. These minutes will also be available to the general membership upon request. The minutes will be recorded by the Executive Director of the Association.

17. Inspection of NSDAA Business

The books and records of the Association will be available for viewing by the general membership at the NSDAA office within 5 days of the request.

18. Financial Year

Unless otherwise ordered by the Directors, the fiscal year end of the Association shall be the thirtieth day of November each year.

19. Borrowing Powers

Borrowing powers of the Association may be exercised by special resolution of two-thirds (2/3) majority vote of the Directors or membership and only an amount necessary to keep the Association running until the beginning of the next fiscal year.

20. Auditors

The Board of Directors shall, at each NSDAA Annual General Meeting, appoint an auditor, to audit the accounts of the Association for report to the members at the next Annual General Meeting.

21. Amendment of Bylaws

Amendments to the Bylaws can only be passed by a special resolution of no less than a vote of three-fourths (3/4) of the members present as set out in the Societies Act.