

1 **DENTIST AND DENTAL HYGIENIST COMPACT**

2 **BYLAWS**

3
4 **ARTICLE I**

5 **Commission Purpose, Function and Bylaws**

6 **Section 1. Purpose.**

7 Pursuant to the terms of the Dentist and Dental Hygienist Compact, (the “Compact”), the Dental
8 and Dental Hygienist Compact Commission (the “Commission”) is established to fulfill the
9 objectives of the Compact, through a means of joint cooperative action among the Compacting
10 States, namely, to facilitate the interstate practice of dentistry and dental hygiene and improve
11 public access to dentistry and dental hygiene services by establishing a pathway for licensed
12 Dentists and Dental Hygienists to obtain privileges to practice in other states participating in the
13 Compact.

14 **Section 2. Functions.**

15 In pursuit of the fundamental objectives set forth in the Compact, the Commission shall, as
16 necessary or required, exercise all of the powers and fulfill all of the duties delegated to it by the
17 Compacting States. The Commission’s activities shall include, but are not limited to, the
18 following: the promulgation of binding rules and operating procedures; equitable distribution of
19 the costs, benefits and obligations of the Compact among the Compacting States; enforcement of
20 Commission Rules, Operating Procedures and Bylaws; provision of dispute resolution;
21 Coordination of training and education; and the collection and dissemination of information
22 concerning the activities of the Compact, as provided by the Compact, or as determined by the
23 Commission to be warranted by, and consistent with, the objectives and provisions of the Compact.

24 **Section 3. Bylaws.**

25 As required by the Compact, these Bylaws shall govern the management and operations of the
26 Commission. As adopted and subsequently amended, these Bylaws shall remain at all times subject
27 to, and limited by, the terms of the Compact.

28 **ARTICLE II**

29 **Membership**

30 **Section 1. Purpose.**

31 The Commission Membership shall be comprised as provided by the Compact.
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34 **Section 2. Commissioners.**

35 Each Compacting State shall have and be limited to one Member. A Member shall be the
36 Commissioner of the Compacting State. Each Compacting State shall forward the name of its
37 Commissioner to the national office of the Commission, who will advise the Commission
38 chairperson. The national office of the Commission shall promptly advise the appropriate
39 appointing authority of the Compacting State of the need to appoint a new Commissioner upon the
40 expiration of a designated term or the occurrence of mid-term vacancies. If a resignation of a
41 Commissioner occurs or a change is made by the state appointing authority, it is the responsibility
42 of the member state to inform the Commission of the vacancy or change.

43 **ARTICLE III**

44 **Officers**

45 **Section 1. Election and Succession.**

46 The officers of the Commission shall include a Chairperson, Vice Chairperson, Secretary,
47 Treasurer and the Past Chair. The officers shall be duly appointed Commission Members. Officers
48 shall be elected annually by the Commission at any meeting at which a quorum is present and shall
49 serve for one year or until their successors are elected by the Commission. The officers so elected
50 shall serve without compensation or remuneration, except as provided by the Compact.

51 **Section 2. Duties.**

52 The officers shall perform all duties of their respective offices as provided by the Compact and
53 these Bylaws. Such duties shall include, but are not limited to, the following:

- 54 a. *Chairperson.* The Chairperson shall call and preside at all meetings of the Commission,
55 shall prepare agendas for such meetings, shall make appointments to all committees of
56 the Commission and, in accordance with the Commission's directions, or subject to
57 ratification by the Commission, shall act on the Commission's behalf during the
58 interims between Commission meetings.
59
- 60 b. *Vice Chairperson.* The Vice Chairperson shall, in the absence or at the direction of the
61 Chairperson, perform any or all of the duties of the Chairperson. In the event of a
62 vacancy in the office of Chairperson, the Vice Chairperson shall serve as acting until a
63 new Chairperson is elected by the Commission.
64
- 65 c. *Secretary.* The Secretary shall keep minutes of all Commission meetings and shall act
66 as the custodian of all documents and records pertaining to the status of the Compact
67 and the business of the Commission.
68
- 69 d. *Treasurer.* The Treasurer, with the assistance of the Commission's executive director,
70 shall act as custodian of all Commission funds and shall be responsible for monitoring
71 the administration of all fiscal policies and procedures set forth in the Compact or
72 adopted by the Commission. Pursuant to the Compact, the treasurer shall execute such
73 bond as may be required by the Commission covering the treasurer, the executive

74 director and any other officers, Commission Members and Commission personnel, as
75 determined by the Commission, who may be responsible for the receipt, disbursement,
76 or management of Commission funds.

77
78 e. *Past Chair.* The Past Chair is the most recent previous Chair who is still serving as a
79 Commission member and shall perform such duties as may be requested by the
80 Commission.

81 **Section 3. Costs and Expense Reimbursement.**

82 Subject to the availability of budgeted funds, the officers shall be reimbursed for any actual and
83 necessary costs and expenses incurred by the officers in the performance of their duties and
84 responsibilities as officers of the Commission.

85 **ARTICLE IV**

86 **Executive Board**

87 **Section 1. Powers, Duties, and Responsibilities.**

88 The Executive Board shall have the power to act on behalf of the Commission according to the
89 terms of this Compact. The powers, duties and responsibilities of the Executive Board shall
90 include:

- 91 a. Overseeing the day-to-day activities of the administration of the Compact including
92 compliance with the provisions of the Compact, the Commission's Rules and bylaws;
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94 b. Recommending to the Commission changes to the Rules or bylaws, changes to this
95 Compact legislation, fees charged to Compact Participating States, fees charged to
96 Licensees and other fees;
97
98 c. Ensuring Compact administration services are appropriately provided, including by
99 contract;
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101 d. Preparing and recommending the budget;
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103 e. Maintaining financial records on behalf of the Commission;
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105 f. Monitoring Compact compliance of Participating States and providing compliance
106 reports to the Commission;
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108 g. Establishing additional committees as necessary;
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110 h. Exercising the powers and duties of the Commission during the interim between
111 Commission meetings, except for adopting or amending Rules, adopting or amending
112 these Bylaws and exercising any other powers and duties expressly reserved to the
113 Commission by Rule or these Bylaws.

114 **Section 2. Composition of Executive Board**

115 The Executive Board shall be composed of seven (7) members:

- 116 a. The Chair, Vice Chair, Secretary and Treasurer of the Commission and any other
117 members of the Commission who serve on the Executive Board shall be voting
118 members of the Executive Board; and
119
120 b. Other than the Chair, Vice Chair, Secretary and Treasurer, the Commission shall elect
121 three (3) voting members from the current membership of the Commission.

122 The Commission may remove any member of the executive board by an affirmative vote of a
123 majority of the current membership of the Commission

124 **Section 3. Executive Board Meetings.**

125 The Executive Board shall meet at least once each calendar year at a time and place to be
126 determined by the Executive Board.

127 All meetings at which the Executive Board intends to take formal action on a matter shall be open
128 to the public, except that the Executive Board may meet in a closed, non-public session of a public
129 meeting when dealing with any of the matters for which the Commission is authorized to convene
130 in a closed, non-public meeting under the Compact.

131 The Executive Board shall give five (5) business days' notice of its public meetings, posted on its
132 website and as it may otherwise determine to provide notice to persons with an interest in the
133 public matters the Executive Board intends to address at those meetings.

134 The Executive Board may hold an emergency meeting when acting for the Commission to:

- 135 a. Meet an imminent threat to public health, safety or welfare;
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137 b. Prevent a loss of Commission of Participating State funds; or
138
139 c. Protect public health and safety.

140 **ARTICLE V**

141 **Qualified Immunity, Defense and Indemnification**

142 **Section 1. Immunity.**

143 The members, officers, executive director, employees and representatives of the Commission shall
144 be immune from suit and liability, both personally and in their official capacity, for any claim for
145 damage to or loss of property or personal injury or other civil liability caused by or arising out of
146 any actual or alleged act, error, or omission that occurred, or that the person against whom the
147 claim is made had a reasonable basis for believing occurred within the scope of Commission
148 employment, duties or responsibilities; provided that nothing in this paragraph shall be construed

149 to protect any such person from suit or liability for any damage, loss, injury or liability caused by
150 the intentional or willful or wanton misconduct of that person. The procurement of insurance of
151 any type by the Commission shall not in any way compromise or limit the immunity granted
152 hereunder.

153 **Section 2. Defense.**

154 Subject to the provisions of the Compact and Rules promulgated thereunder, the Commission shall
155 defend any member, officer, executive director, employee and representative of the Commission
156 in any civil action seeking to impose liability arising out of any actual or alleged act, error or
157 omission that occurred within the scope of Commission employment, duties or responsibilities, or
158 as determined by the Commission that the person against whom the claim is made had a reasonable
159 basis for believing occurred within the scope of Commission employment, duties or
160 responsibilities; provided that nothing herein shall be construed to prohibit that person from
161 retaining their own counsel at their own expense; and provided further, that the actual or alleged
162 act, error or omission did not result from that person's intentional or willful or wanton misconduct.

163 **Section 3. Indemnification.**

164 Notwithstanding Section 1 of this Article V, should any member, officer, executive director,
165 employee or representative of the Commission be held liable for the amount of any settlement or
166 judgment arising out of any actual or alleged act, error or omission that occurred within the scope
167 of that individual's employment, duties or responsibilities for the Commission, or that the person
168 to whom that individual is liable had a reasonable basis for believing occurred within the scope of
169 the individual's employment, duties or responsibilities for the Commission, the Commission shall
170 indemnify and hold harmless such individual, provided that the actual or alleged act, error or
171 omission did not result from the intentional or willful or wanton misconduct of the individual.

172 **ARTICLE VI**

173 **Meetings of the Commission**

174 **Section 1. Meetings and Notice.**

175 The Commission shall meet at least once each calendar year at a time and place to be determined
176 by the Commission. Additional meetings may be scheduled at the discretion of the chairperson,
177 and must be called upon the request of a majority of Commission Members, as provided by the
178 Compact. All Commission Members shall be given written notice of Commission meetings at least
179 thirty (30) days prior to their scheduled dates. Final agendas shall be provided to all Commission
180 Members no later than ten (10) days prior to any meeting of the Commission. Thereafter, additional
181 agenda items requiring Commission action may not be added to the final agenda, except by an
182 affirmative vote of a majority of the Members. All Commission meetings shall be open to the
183 public, except as set forth in Commission Rules or as otherwise provided by the Compact. Prior
184 public notice shall be posted on the Commission's website at least thirty (30) days prior to the
185 public meeting. A meeting may be closed to the public where the Commission determines by two-
186 thirds (2/3rds) vote of its Members that there exists at least one of the conditions for closing a
187 meeting, as provided by the Compact or Commission Rules.

188 **Section 2. Quorum.**

189 Commission Members representing a majority of the Compacting States shall constitute a quorum
190 for the transaction of business, except as otherwise required in these Bylaws. The participation of
191 a Commission Member from a Compacting State in a meeting is sufficient to constitute the
192 presence of that state for purposes of determining the existence of a quorum, provided the Member
193 present is entitled to vote on behalf of the Compacting State represented. The presence of a quorum
194 must be established before any vote of the Commission can be taken.

195 **Section 3. Voting.**

196 Each Compacting State represented at any meeting of the Commission by its Member is entitled
197 to one vote. A Member shall vote himself or herself and shall not delegate his or her vote to another
198 Member. Members may participate in meetings by telephone or other means of telecommunication
199 or electronic communication. Except as otherwise required by the Compact or these Bylaws, any
200 question submitted to a vote of the Commission shall be determined by a simple majority.

201 **Section 4. Procedure.**

202 Matters of parliamentary procedure not covered by these Bylaws shall be governed by Robert's
203 Rules of Order.

204 **ARTICLE VII**

205 **Committees**

206 The Commission may establish such committees as it deems necessary to carry out its objectives,
207 which shall include, but not be limited to Finance, Rules, Compliance, Training, Communications
208 and Outreach, and Leadership Nomination. The composition, procedures, duties, budget and
209 tenure of such committees shall be determined by the Commission.

210 **ARTICLE VIII**

211 **Finance**

212 **Section 1. Fiscal Year.**

213 The Commission's fiscal year shall begin on July 1 and end on June 30.

214 **Section 2. Budget.**

215 The Commission shall operate on an annual budget cycle and shall, in any given year, adopt
216 budgets for the following fiscal year or years only after notice and comment as provided by the
217 Compact.

218 **Section 3. Accounting and Audit.**

219 The Commission, through the Executive Board, shall keep accurate and timely accounts of its
220 internal receipts and disbursements of the Commission funds, other than receivership assets. The

221 Commission's financial accounts and reports, including the Commission's system of internal
222 controls and procedures, shall be audited annually by an independent certified or licensed public
223 accountant. As required by the Compact, the report of such independent audit shall be included in
224 and become part of the Commission's annual report to the Compacting States. The Commission's
225 internal accounts, any workpapers related to any internal audit and any workpapers related the
226 independent audit shall be confidential; provided, that such materials shall be made available: 1)
227 in compliance with the order of any court of competent jurisdiction; ii) pursuant to such reasonable
228 rules as the Commission shall promulgate; and iii) to any Commissioner of a Compacting State,
229 or their duly authorized representatives.

230 **Section 4. Public Participation in Meetings.**

231 Upon prior written request to the Commission, any person who desires to present a statement on a
232 matter that is on the agenda shall be afforded an opportunity to present an oral statement to the
233 Commission at an open meeting. The chairperson may, depending on the circumstances, afford
234 any person who desires to present a statement on a matter that is on the agenda an opportunity to
235 be heard absent a prior written request to the Commission. The chairperson may limit the time and
236 manner of any such statements at any open meeting.

237 **Section 5. Debt Limitations.**

238 The Commission shall monitor its own and its committees' affairs for compliance with all
239 provisions of the Compact, its rules and these Bylaws governing the incursion of debt and the
240 pledging of credit.

241 **Section 6. Travel Reimbursements.**

242 Subject to the availability of budgeted funds and unless otherwise provided by the Commission,
243 Commission Members shall be reimbursed for any actual and necessary expenses incurred
244 pursuant to their attendance at all duly convened meetings of the Commission or its committees as
245 provided by the Compact.

246 **ARTICLE IX**

247 **Withdrawal, Default, and Termination**

248 Compacting States may withdraw from the Compact only as provided by the Compact. The
249 Commission may terminate a Compacting State as provided by the Compact.

250 **ARTICLE X**

251 **Adoption and Amendment of Bylaws**

252 Any Bylaw may be adopted, amended or repealed by a majority vote of the Members, provided
253 that written notice and the full text of the proposed action is provided to all Commission Members
254 at least thirty (30) days prior to the meeting at which the action is to be considered. Failing the
255 required notice, a two-thirds (2/3rds) majority vote of the Members shall be required for such
256 action.

257

ARTICLE XI

258

Dissolution of the Compact

259 The Compact shall dissolve effective upon the date of the withdrawal or the termination by default
260 of a Compacting State which reduces Membership in the Compact to one Compacting State as
261 provided by the Compact. Upon dissolution of the Compact, the Compact becomes null and void
262 and shall be of no further force or effect, and the business and affairs of the Commission shall be
263 concluded in an orderly manner and according to applicable law. Each Compacting State in good
264 standing at the time of the Compact's dissolution shall receive a pro rata distribution of surplus
265 funds based upon a ratio, the numerator of which shall be the amount of its last paid annual
266 assessment, and the denominator of which shall be the sum of the last paid annual assessments of
267 all Compacting States in good standing at the time of the Compact's dissolution. A Compacting
268 State is in good standing if it has paid its assessments timely.

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