



WASHINGTON STATE
DENTAL ASSOCIATION

Articles of Incorporation

Bylaws

Standing Rules

Revised to
September 24, 2011

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Articles of Incorporation of Washington State Dental Association

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, FRANK E. WOOD, FRED J. DINGLER, JOHN B. KIEFER, JR., HOWARD C. SHARP, MALCOLM R. CHIPMAN, ALEX R. BELL, and ROBERT G. WIGHT,

are desirous of forming a corporation under authority conferred by Chapter 135 of the Laws of 1895, also known as Section 3863 of Remington's Revised Statutes of Washington, and for that purpose we, and each of us, do hereby make and subscribe these written Articles of Incorporation in triplicate original, and we do specify and verify:

ARTICLE I

CORPORATE NAME, LOCATION AND PLACE OF BUSINESS

The corporate name of this corporation shall be the WASHINGTON STATE DENTAL ASSOCIATION.

Its location and chief place of business shall be in the state of Washington.

ARTICLE II

ABSENCE OF CAPITAL STOCK AND TERMS OF ADMISSION TO MEMBERSHIP

This is not a joint stock company and there shall be no capital stock. Membership in the corporation shall consist of the subscribers and the members of the component societies of this corporation. Any person being a member in good standing of any of the component societies in the corporation shall thereby be admitted to membership in this corporation. The members shall constitute and be a body politic and corporate with perpetual succession.

The component societies of this corporation shall consist of those County or District societies which hold charters from this corporation. All County or District Dental Societies which may hereafter be organized in this State and which adopt principles of organization not in conflict with the Articles of Incorporation and Bylaws of this corporation shall, upon application and approval, receive charters and become component societies of this corporation.

ARTICLE III**OBJECTS AND PURPOSES**

(As amended, 9-22-84, 9-18-93, 9-22-01)

The objects and purposes of this corporation are:

A. To bring into one compact organization the members of the dental profession of the State of Washington and to unite with similar associations in other states as constituent parts of the American Dental Association, with a view to the extension of dental knowledge and to the advancement of dental science; to the elevation of the standard of dental education and to the enactment and enforcement of just dental laws; to the promotion of friendly intercourse among dentists and to the liberal exchange of their opinions and experiences; to the enlightenment and direction of public opinion in regard to the problems of dentistry so that the profession shall become more capable and honorable within itself and more useful to the public in the prevention and cure of disease and in the prolonging and adding comfort to life; and to take such action as may be desirable or necessary to carry into effect all the foregoing purposes.

B. This corporation shall have the power to invest its corporate funds as permitted by the laws of the State of Washington governing nonprofit corporations, including the power to lease, purchase, receive, acquire, own and hold all such personal property as may be necessary, proper or convenient for such corporation or any of its purposes, and to sell, mortgage, hypothecate, lease, transfer, convey or in any manner dispose of such property, or any part thereof; to lease, purchase, receive, acquire, own and hold real estate, or any interest therein, as may be necessary, proper or convenient for said corporation or any of its purposes, and to sell, mortgage, lease, transfer, convey or in any manner dispose of said property, or any part thereof; to purchase, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other corporations, including for-profit corporations and wholly-owned corporations, associations and partnerships as may be necessary, proper or convenient for this corporation; to borrow money on the credit of said corporation, and execute, issue and deliver its notes, bonds, coupons and other evidences of indebtedness therefor, and to mortgage, pledge or hypothecate any and all property of said corporation to secure such indebtedness; to loan its money upon mortgages or such other collateral as to its officers seem best.

C. The activities of this corporation shall not be carried on for the pecuniary profit of any of its members except that following the year of office in service to the Washington State Dental Association, the President shall be awarded a stipend of \$10,000; the President-elect a stipend of \$5,000; and the Secretary-Treasurer a stipend of \$2,500 in appreciation for services given in behalf of the Association.

D. All the income and property of this corporation shall be applied solely to carrying out the foregoing purposes. The corporation may accumulate and invest its corporate funds which it may use in its discretion for the creation, protection, preservation and/or enlargement of any of its facilities for carrying out its objects and purposes. The entire receipts, income, funds and property of this corporation shall become and remain its sole property. No member or officer of the corporation shall have any right, title, interest or estate in or to the property of the corporation, except in a fiduciary capacity, nor shall any donor or contributor to this corporation, nor any other person, ever have any right, title, interest or estate in or to any of its profits, income or property, except as a reasonable payment for property or services furnished to the corporation; the entire property of said corporation shall be devoted and applied solely to its support, maintenance and/or enlargement of its facilities after the payment of its expenses.

ARTICLE IV

MANAGEMENT

(As amended, 4-2-57, 12-3-60, 12-3-66, 12-2-72, 12-6-80, 12-4-82, 9-21-85, 9-18-93, 9-7-96, 9-16-00, 9-22-01, 9-17-05)

Except as provided by law, the affairs of this corporation shall be managed and the corporate powers of the corporation shall be exercised by its House of Delegates and its Board of Directors, which may act through and by means of its officers.

The officers of the Association shall be a President, a President-elect, a Vice President, a Secretary-Treasurer, who shall be elected from the membership of this Association, and the Immediate Past President. The President, President-elect, the Vice President and the Immediate Past President shall serve a term of one administrative year or until their successors are elected and installed. The term of office of the Secretary-Treasurer shall be for three years. The Secretary-Treasurer may be reelected, but shall not serve more than two consecutive terms. Serving out an unexpired term does not count towards this limitation.

There shall be a governing and administrative body in this corporation to be known as the House of Delegates, which shall have a minimum of seventy-seven voting members and shall consist of the President, the President-elect, the Immediate Past President, the Vice President, the Secretary-Treasurer, the delegates elected by the component societies, and two undergraduate dental students, the first and second ASDA delegates elected annually by University of Washington dental student members of the Washington Chapter of ASDA. A third ASDA member from the sophomore class will attend the meeting of the House of Delegates and that member will be reimbursed for his or her lodging.

Each component society shall be entitled to one delegate in the House of Delegates; the remaining delegates shall be apportioned among the component societies in proportion to the number of their members holding active and life membership in the Washington State Dental Association. The number of delegates to which each society is entitled shall be computed annually as of January 1 for each year. Once all the remaining at-large delegates have been apportioned, any dental society left with only a single delegate will be allowed one additional delegate for that year only.

During the interim between meetings of the House of Delegates, necessary business of the corporation shall be transacted by a Board of Directors consisting of the President, President-elect, Immediate Past President, Vice President, Secretary-Treasurer and twelve members elected by the House of Delegates. They shall serve a term of three years elected on a rotating basis, with four (or more if there is a vacancy to be filled) elected at each annual session. No member shall be eligible to serve more than two consecutive terms as an elected member of the Board of Directors except where the initial service is a shortened term to facilitate transition to orderly rotation or for the purpose of filling an unexpired term. After three years off the Board of Directors, the member may be eligible again.

ARTICLE V

LIABILITY

(Added 9-18-93)

A member of the Board of Directors (hereinafter referred to as a "director") of the corporation shall not be personally liable to the corporation or its members for monetary damages for conduct as a director, except for:

- A. Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- B. Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Washington Nonprofit Corporation Act, or the Washington Business Corporation Act, as applied to nonprofit corporations, is amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, or the Washington Corporation Act, as applied to nonprofit corporations, as so amended. Any repeal or modification of the foregoing paragraph by the members of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE VI

INDEMNIFICATION

(added 9-18-93)

- A. The corporation shall indemnify the members of its Board of Directors (hereinafter referred to a "directors") to the full extent permitted by the Washington Nonprofit Corporation Act, or the Washington Corporation Act, as applied to nonprofit corporations, now or hereafter in force. However, such indemnity shall not apply on account of: (1) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; or (2) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled. The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' Resolution or contract.
- B. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, Resolutions, contracts, or further indemnification and expense advancement arrangements, as may be permitted by law, implementing these provisions. Such Bylaws, Resolutions, contracts, or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.
- C. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

WASHINGTON STATE DENTAL ASSOCIATION

Bylaws

These are the Bylaws of the Washington State Dental Association ("Association" or "WSDA").

I. Membership

A. Membership Categories. The categories of membership in the Association are:

1. Active Membership
2. Associate Membership
3. Active Life Membership
4. Retired Life Membership
5. Honorary Membership
6. Student Membership
7. Graduate Student Membership
8. Retired Membership
9. Hygienist Membership

B. Membership Standing Rules. The Board of Directors will adopt and maintain one or more Association Standing Rules to set out the distinctions among the WSDA membership categories, as to basic eligibility requirements and membership privileges and responsibilities, and to provide the minimal standards for processing membership applications and the procedure for appeals.

C. Membership Election. Except as stated below in this bylaw, election to membership shall be entirely the prerogative of the component societies, within the restrictions provided in the Articles of Incorporation, Bylaws and Standing Rules of this Association. Except as stated below in this bylaw, every member of this Association shall secure and maintain Association membership through membership in a WSDA chartered component society. No member shall hold active membership in more than one component society.

These exceptions apply to this bylaw:

1. Student and hygienist members will be admitted without election at the WSDA level and will not be members of any component society.
2. The Association may elect honorary members without component society election.
3. An applicant whose membership has been denied by a component society has the right to appeal to the WSDA, within thirty (30) days after such membership denial, in conformance with Standing Rules pertaining to such an appeal. There is an appeal process to the ADA as expressed in the ADA Bylaws.

D. Privileges and Responsibilities. Student members, hygienist members, honorary members and associate members do not have the privilege of voting or holding office. All other members in good standing whose dues are paid current potentially may hold office, subject to any eligibility rules, and may vote on any matter submitted to the WSDA membership.

A member of this Association who is totally disabled for a period of one year and who is unable to engage in the duties of the dental profession and who is a member in good standing at the time total disability was incurred shall be exempt from the payment of dues and shall be in good standing during the period of total disability. During the period of total disability, a certificate of disability from a licensed physician shall be presented on request to this Association.

Active members in good standing who are called to active duty for periods longer than ninety days in the Military Service of the United States shall have their dues forgiven for those years in which they are on active duty.

E. Effect of Revocation or Suspension of License. If the state of Washington suspends a member's license to practice dentistry for a period less than one year, the member is for that same period automatically suspended as a WSDA member.

If the state of Washington suspends a member's license to practice dentistry for a period of one year or more, or for an undetermined period, or such license is revoked, then effective automatically on the day of revocation or, if it is a suspension, the day 60 days after such action, the member's WSDA membership is revoked and forfeited; provided, however, if it is a suspension, then if the member appeals the revocation to the Board of Directors within that 60-day period, a task force appeal panel will be convened to hear the appeal and it may reinstate the membership if it determines that (1) the state suspension is not one within the description of this paragraph, or (2) the nature of the conduct which gave rise to the discipline is not such that it should be treated as similar to the revocation of a license.

F. Continuing Education. WSDA members are expected to meet the state of Washington's regulatory requirements for continuing dental education.

G. Peer Review. Once a member agrees to participate in the peer review process the member must comply with the requirements and outcomes of the Peer Review Committee necessary to enable the committee to perform its functions. Any violation of this duty to comply constitutes an inappropriate action for which the member shall automatically lose and forfeit his or her membership in this Association effective on the date 60 days after written notice from the Association that the member is not in compliance with the peer review decision, provided that the member may petition the Board of Directors or any appeal panel it designates to hear the appeal for a full hearing on the question of the loss of membership. In such hearing, the loss of membership shall stand unless it is determined that the member is in compliance with the peer review decision and is not in breach of his or her agreement to have the matter arbitrated in the review process.

II. Dues

A. Fiscal Years. The Association's fiscal year shall be from October 1 through September 30 of each year.

B. Payment Date. The annual dues of each member shall be due and payable January 1, except for active and active life members who participate in an installment payment plan. A member who is not participating in a payment plan and whose dues are not current and paid in full by March 31 shall forfeit membership for non-payment of dues.

Dues for members who participate in a payment plan are due as stated in the plan; and if such member is more than 30 days in default of any payment after notice, such membership is then forfeited without additional notice.

C. Schedule of Dues. The annual dues of active or associate members shall be \$674, plus an additional amount of \$75 designated for political activity support. This \$75 amount shall be remitted to DentPAC for State or local political campaign contributions and operating expenses of DentPAC; provided, however, a member may elect that the amount instead be allocated to a WSDA Issues Fund for political purposes other than direct campaign contributions to candidates.

For three fiscal years (2009-2012), the dues base amount (\$674) shall include \$125 building fund allocation/rebuilding reserve fund each year to be earmarked to defray the expense of possible building acquisition, improvement, or cost of lease termination or sublease. After this three-year period, the building fund allocation would not apply. The base dues amount would return to \$549 or such other level as may be hereafter established.

A dentist who has not previously been an active or associate member of any constituent society of the American Dental Association, upon becoming an active member of the Washington State Dental Association for the first time, shall pay dues of 15 percent of active member dues for the year he or she becomes a member of the Washington State Dental Association and 30 percent of active member dues for the year next following. The dues of such a member for the third consecutive year of membership shall be 45 percent of active member dues. The fourth consecutive year of membership shall be 75 percent of active member dues. Hygienist members shall pay annual dues of \$25.

An ASDA member meeting the aforementioned criteria shall have his or her dues reduced an additional 5 percent of active member dues for each of the first four years of membership.

When an active member retires from the practice of dentistry, and is not engaged in any commercial endeavor allied to dentistry, such member's annual dues shall be 10 percent of active member dues, provided that the secretary of the component society to which the member belongs annually certifies that such member is not practicing dentistry and is not engaged in any commercial endeavor allied to dentistry. This section shall not apply to any dentist eligible for a waiver of dues by reason of total disability.

Active Life members. Regardless of members' previous classification of membership, the dues of life members who have not fulfilled the qualifications with regard to income related to dentistry shall be 50 percent of the dues of active members, due January 1 of each year.

Retired Life members. Life members who have fulfilled the qualifications with regard to income related to dentistry shall be exempt from payment of dues.

Honorary, graduate student and student members shall not be required to pay annual dues.

Active and retired members who have suffered hardship due to catastrophe of medical illness as certified by component society secretaries shall be exempt from payment of dues.

For the fiscal years beginning October 1, 2010 and October 1, 2011, individual dentist faculty members who work for dental education programs accredited by CODA on an 80% of full time, or more basis, shall have his or her WSDA dues reduced by 50%.

III. Funds

A. Budget. The WSDA House of Delegates shall adopt an annual budget, which shall govern the expenditures of this Association. The budget shall contain a contingency expense line item in an amount specified equal to from 5 percent to 10 percent of the prior year's regular dues income less any portion which was earmarked for publications.

The Board of Directors has authority to expend funds within the contingency amount for unbudgeted or underbudgeted expenditures, and this is to be done, whenever possible, after consideration of the recommendation of the Committee on Budget and Finance.

B. Relief Fund. The WSDA Relief Fund is a dedicated fund. It shall be used only as the need arises for relief of dentists and their dependents in conformity with the policies of the Council on Relief of the American Dental Association, and for no other purposes.

IV. House of Delegates

A. Annual Meeting. The House of Delegates shall be the legislative and fiscal body of this Association, with full authority to direct and regulate the Association activities within the provisions of the Articles of Incorporation and Bylaws. A Speaker of the House of Delegates shall be appointed annually by the Board of Directors to preside over the annual meeting and any special meetings of the House of Delegates. The House of Delegates shall meet annually in September and may hold special meetings as provided for elsewhere in these Bylaws.

The House of Delegates shall:

1. Elect all the officers, members of the Board of Directors and elective committee members provided for in the Bylaws.
2. Determine the time and place of the annual meeting of the House of Delegates.
3. Receive and pass upon the reports of all officers, standing committees and task forces.
4. Based on the recommendations of the Budget and Finance Committee, appropriate, allocate or reallocate funds for the expenditures of the Association.
5. Perform such other duties as are provided in these Bylaws.

B. Special Meetings. At any time during the year special meetings of the House of Delegates may be called by the President upon written request of a majority of the delegates or by a 2/3 vote of the Board of Directors. Such requests shall specify the time and place of holding such meetings. The call shall be issued not less than 30 days before the meeting. At any time during the year a ballot without meeting may be conducted by the direction of the Board of Directors for the purpose of expediting urgent business. Ballots signed or otherwise properly authenticated may be returned by facsimile transmission, mail or other means as approved in the ballot communication. Such a ballot is valid if at least 2/3 of the members of the House of Delegates return ballots. Approval of a ballot position requires a 3/4 majority of returned ballots.

C. Assumption of Duties. The House of Delegates may, if it so desires, when in session assume any of the duties of the Board of Directors.

D. Resolutions. Resolutions shall be presented to the House of Delegates only by the following:

1. the individual officers of the WSDA.
2. a standing committee or task force of the WSDA.
3. a component society of the WSDA.
4. a petition signed by ten members of the WSDA.
5. the Board of Directors of the WSDA.

E. Terms. Elected officers, members of the Board of Directors and committee members begin their terms at the time of election, except that elected delegates to the ADA House of Delegates are elected for a term beginning on January 1 following the day of election.

F. Sessions and New Business. The sessions of the House of Delegates shall be open to all members of the Association who may, by a majority vote of the House of Delegates, be granted the privilege of the floor for a specified period of time. All items of new business involving the expenditure of funds shall be the prerogative of the Second Session for final passage. The passage of such items shall be considered prior to adoption of the budget, and if the obligated monies have not been included in the budget previously, they shall be placed therein before it is submitted for final approval.

G. Conflicting Offices. No person shall be elected to the office of President-elect, Vice President, or Secretary-Treasurer who has not been a member for the preceding five (5) consecutive years. No person holding the office of President, President-elect, Immediate Past President, Vice President or Secretary-Treasurer shall be permitted simultaneously to hold any other elective office in the Washington State Dental Association.

H. Suspended Members. An active, life or retired member under a disciplinary sentence of suspension by the WSDA or a component society shall not be privileged to hold office, either elective or appointive, including delegate and alternate delegate, in such member's component society, this Association or the American Dental Association, or to vote or otherwise participate in the selection of officials in such member's component, this Association and the American Dental Association.

I. Conflicts of Interest. A member may not serve as an officer or member of the Board of Directors of the WSDA while serving as a member of the Washington State Dental Quality Assurance Commission. A member of this state Commission may serve as a member of a WSDA standing committee or a task force, but shall not participate in matters which are likely to come before the Commission on which he or she serves. Any WSDA officer, Board of Directors member, or member of a standing committee who has a financial interest or other position which gives him or her a stake in the outcome of a particular matter shall disclose the conflict of interest and, if appropriate under the circumstances, shall abstain from participating in the matter under consideration.

V. Board of Directors

A. Number. The Board of Directors shall consist of the five officers and 12 elected board members.

B. Authority. The Board of Directors has general supervision of the business of the Association when the House of Delegates is not in session and shall implement the decisions of the House within the intent of the House. Based on the recommendations of the Budget and Finance Committee, the Board of Directors shall appropriate, allocate or reallocate funds for the expenditure of the Association. The Board of Directors shall meet at the call of the President. The Board of Directors shall annually appoint a Speaker of the House of Delegates. The Board of Directors shall report its activities annually to the House of Delegates. In addition, the Board of Directors performs such other duties as are prescribed by these Bylaws or the mandates of the House of Delegates.

C. Quorum. Twelve members of the Board shall constitute a quorum.

D. Without Meeting Ballot. A ballot without meeting of the Board of Directors may be conducted by direction of the President for the purpose of expediting urgent business. Ballots signed or otherwise properly authenticated may be returned by facsimile transmission, mail or other means as approved in the ballot communication. Such a ballot is valid if at least 2/3 of the members of the Board of Directors return ballots. Approval of a ballot position requires a 3/4 majority of returned ballots.

E. Removal from Office. Any officer of the Association, member of the Board of Directors, or committee chairman or member, or other officer of the Association serving in any capacity, may be removed from office by the Board of Directors for reasons of misconduct, unacceptable conflict of interest, ill health or other disability, or gross inattention or neglect of duty, upon a vote by the Board of Directors in favor of removal by two-thirds or more of the members of the Board of Directors voting.

VI. Duties of Officers

A. President. The President shall be a member of the House of Delegates and the Board of Directors, shall preside at all meetings of the Association, and the Board of Directors, shall call special meetings of the House of Delegates on written request of a majority of its members, and special meetings of the Board of Directors when necessary for the transaction of urgent business of the Association, or upon written request of five of its members, designate the editor of the WSDA publications, and fill all appointive vacancies not otherwise provided for in these Bylaws, shall, with consent of the Board of Directors, fill all elective vacancies except those of President, President-elect, and Immediate Past President, such appointments to remain in force only until the next meeting of the House of Delegates; shall be chairman of the Committee on Government Affairs.

The President shall supervise the Board of Directors and shall perform such other duties as parliamentary usage may require.

The President in office as of January 1 shall serve as a delegate to the American Dental Association House of Delegates for that calendar year.

B. President-elect. The President-elect shall be a member of the House of Delegates and the Board of Directors, shall cooperate with the President and make every effort to become familiar with the duties of the office of President; shall preside in the absence of the President and succeed to the office of the President in case of vacancy; shall be an ex-officio member of all standing committees and task forces, but without power to vote except in case of a tie while acting as President.

At the installation of officers for the next following year, the President-elect shall take office without further election.

The President-elect in office as of January 1 shall serve as a delegate to the American Dental Association House of Delegates for that calendar year; and the next two succeeding years by virtue of holding the offices of President and Immediate Past President.

The President-elect shall make the following appointments and nominations:

1. Appointments to the Committee on Pacific Northwest Dental Conference for regular four-year terms, to be made by June 1 and to begin on the last day of the Pacific Northwest Dental Conference annual meeting, subject to confirmation by the Board of Directors.

2. Appointment of the Legislative Director for a one-year term concurrent with the President-elect's term as President subject to confirmation by the Board of Directors.

3. Nominations of all alternate delegates, except first alternate, to which the WSDA is entitled for the ADA House of Delegates which will occur at the time the President-elect will be President and chairman of the delegation, subject to the concurrence of the Board of Directors.

These alternate delegates shall serve as alternate delegate designees commencing with their nominations and until the election by the House of Delegates. The terms of elected alternate delegates shall expire on December 31 of the year in which they were selected. Any vacancies for alternate delegates occurring between the time the President-elect assumes the office of the President and the time the ADA House of Delegates meets shall be filled by the chairman of the delegation for that year's meeting.

C. Vice President. The Vice President shall be a member of the House of Delegates and the Board of Directors, shall be a member of the officer corps with attendant duties, preside at appropriate meetings in the absence of both the President and President-elect, and shall perform such duties as directed by the President and Board of Directors.

The Vice President in office as of January 1 shall serve as a delegate to the ADA House of Delegates.

D. Secretary-Treasurer. The Secretary-Treasurer shall be a member of the House of Delegates and the Board of Directors and an ex-officio member of the Committee on Budget and Finance with vote, be responsible for all financial matters of the Association, and make all remittances on the order and approval of the House of Delegates or the Board of Directors. All checks must be signed by any two of the following: President, President-elect, Vice President, Secretary Treasurer or the Executive Director.

The Secretary-Treasurer shall cause a complete audit of the books of account of the Association to be made by a licensed or certified public accountant at the close of the fiscal year, shall render a financial report at the annual meeting of the House of Delegates and at such other times as the Board of Directors may direct.

The Secretary-Treasurer shall be elected for a three-year term, with a possibility of election for a second three-year term. Two three-year terms in succession shall be the limit in office, except in circumstances where the first election was for an unexpired term, in which case the limit shall be two three-year terms, plus the time of the unexpired term.

The Secretary-Treasurer in office as of January 1 shall serve as a delegate to the American Dental Association House of Delegates for that calendar year. In the event that the Vice President elected at the September WSDA House of Delegates held the office of Secretary-Treasurer at the time elected, the Secretary-Treasurer newly-elected at that same meeting shall serve as first alternate delegate to the American Dental Association.

E. Immediate Past President. The Immediate Past President shall be a member of the House of Delegates and the Board of Directors, shall serve on the Committee on Government Affairs. The Immediate Past President in office as of January 1 shall serve as delegate to the American Dental Association House of Delegates for that calendar year.

F. Officers' Meetings. The officers may meet during the interim between meetings of the Board of Directors to carry out policy that has been established by the House of Delegates or the Board of Directors. The officers acting alone shall not have the authority to establish policy or change policy.

The minutes of the officers' meetings, except when pertaining to personnel issues, shall be submitted to the Board of Directors or to the House of Delegates, whichever will meet after the officers' meetings. Any action of the officers may be approved or rejected by the Board of Directors or House of Delegates at its next regular or special meeting. The officers may meet at the call of the President, at the request of three officers, or by direction of the Board of Directors. Three officers shall constitute a quorum.

VII. Task Forces, Standing Committees and Their Duties

A. Standing Committees. The WSDA Standing Committees are:

1. Committee on Budget and Finance. This shall be a rotating committee of four (4) members, elected by the House of Delegates, and the Secretary-Treasurer of the Association serving as an ex-officio member. The elective members of this committee shall be elected for a term of four years and shall serve until their successors are elected and installed.

2. Committee on Government Affairs. This committee shall be composed of the following:

- a. President
- b. President-elect
- c. Vice President
- d. Secretary-Treasurer
- e. Immediate Past President
- f. Chairman of DentPAC
- g. Legislative Director appointed by President-elect for one-year term concurrent with the President-elect's term as President
- h. Three at-large members, excluding sitting members of the WSDA Board, elected by the House of Delegates for staggered three-year terms
- i. A student designated by the University of Washington Chapter of the American Student Dental Association to serve from October through September of the following year.

3. Committee on Pacific Northwest Dental Conference. The Committee on Pacific Northwest Dental Conference shall be a rotating committee of six (6) members. The term of each committee member is four years. Persons shall be eligible for reappointment only after they have been off the committee for two consecutive years.

Each term of the committee shall commence on the last day of the Pacific Northwest Dental Conference of the year when the appointment takes effect.

Appointments shall be made by the president-elect, subject to confirmation by the Board of Directors. Each year, the President-elect shall designate the committee chairman, who shall serve in this capacity for a period of 12 months commencing on the last day of the annual Pacific Northwest Dental Conference of the year the appointment is made.

B. Task Forces. Unless otherwise specifically provided by these Bylaws, all task forces shall be created by a majority vote of the House of Delegates or Board of Directors. In establishing a task force, the Resolution shall:

1. Specify the task to be performed or area of study,
2. Set a definite timetable for conclusion which may extend beyond a single administrative year if so approved by the House of Delegates or the Board of Directors; and
3. Provide estimates of financial and administrative support requirements and funding available.

Unless otherwise provided in the enabling Resolution, the President with recommendation and consent of the Board of Directors shall appoint the members and chair of a task force.

VIII. Association Office

The Association Office shall be maintained under management of an Executive Director to conduct the business affairs of the Association and implement policy directives by the House of Delegates, Board of Directors and Officers. The Executive Director shall be appointed by the Board of Directors upon nomination by the Officers serving as a special committee for that purpose.

When a contract is to be negotiated, the Board of Directors shall not be empowered to obligate the Association for an employment contract for a period larger than three years without approval of the House of Delegates.

The Executive Director shall work under the direction and control of the Board of Directors consistent with a job description approved by the Board and under the direction and control of the President in the interim period between meetings of the Board and shall be subject to discharge by the Board of Directors.

IX. Component Societies

A. The Jurisdiction of the Component Societies. The jurisdiction of the component societies shall be as follows:

1. Benton-Franklin Counties Dental Society--Benton and Franklin County.
2. Clark County Dental Society--Clark County and that portion of Skamania County south of 46 N. latitude.
3. Grant County Dental Society--Grant County and that portion of Adams County lying west of 119 degrees latitude.
4. Grays Harbor District Dental Society--Grays Harbor County and Pacific County except the southern and peninsular areas of Pacific County.
5. Kitsap County Dental Society--Kitsap County.
6. Lewis County Dental Society--Lewis County.

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7. Lower Columbia District Dental Society--Wahkiakum County, Cowlitz County, and that portion of Skamania County north of 46 N latitude and the southern and peninsular areas of Pacific County.
8. Mt. Baker District Dental Society--Whatcom, Skagit, and San Juan Counties, and Island County excepting that portion of Whidbey Island lying north of Greenbank.
9. North Central District Dental Society--Chelan, Okanogan and Douglas Counties.
10. Olympic Peninsula Dental Society--Clallam and Jefferson Counties.
11. Seattle-King County Dental Society--King County.
12. Snohomish County Dental Society--Snohomish County and that portion of Whidbey Island lying south of Greenbank.
13. Spokane District Dental Society--Ferry, Stevens, Pend Oreille, Lincoln, Spokane, Adams and Whitman Counties and that portion of Adams County lying east of 119 degrees latitude.
14. Pierce County Dental Society--Pierce County.
15. Thurston-Mason Counties Dental Society--Thurston and Mason Counties.
16. Walla Walla Valley Dental Society--Walla Walla, Columbia, Garfield and Asotin Counties.
17. Yakima Valley Dental Society--Yakima, Kittitas, Klickitat Counties.

B. Bylaws. The Constitution and Bylaws of the component societies shall in no way conflict with the Articles of Incorporation and Bylaws of this Association.

C. Component Charter. All the rights and privileges of a WSDA component society, and its charter, may be suspended by a 2/3 vote of the House of Delegates for reasons including

1. Failure to remit its dues on or before March 1, where the component has billing responsibility;
2. Failure to hold four or more meetings each year;
3. Failure to investigate as appropriate a charge against a member or to discipline such member if warranted;
4. The commission of any act which in the opinion of the House of Delegates is contrary to the purposes of this Association; or
5. Its refusal or neglect to comply with the regulations of this Association.

Any component society having its privileges suspended for two successive years shall be dropped from the list of component societies and its charter shall be revoked.

X. Representation in the American Dental Association

A. State Officers. The WSDA President, President-elect, Vice President, Immediate Past President and Secretary-Treasurer in office January 1 of the year shall serve, by virtue of their respective offices, as delegates to the American Dental Association House of Delegates for that calendar year.

B. Other Delegates. The other voting delegate positions to which the WSDA is entitled shall be elected to serve by the WSDA House of Delegates at its annual meeting, on a rotating basis with 1/3 elected each year as nearly possible. Term commencement shall be as stated in Bylaw IV, E.

XI. Official Publications

The WSDA's official publication is the *WSDA News*. The Editor shall have the right to accept or reject or edit any material offered for publication except that which is required by these Bylaws, Standing Rules or by action of the House of Delegates or Board of Directors. The Editor shall attend the ADA Annual Session and be reimbursed at the same level as delegates.

XII. Principles of Ethics and Judicial Procedure

A. Professional Conduct. The professional conduct of Association members shall be governed by the American Dental Association Principles of Ethics, the WSDA Code of Ethics, the code of ethics of the member's component society, the Washington dental practice act and applicable federal or state criminal statutes.

B. Disciplinary Action. A member may be disciplined by the member's component society or by the WSDA for (1) conviction of any felony, (2) violation of Washington's dental practice act or statutory uniform code of professional conduct, and (3) violation of any of the applicable codes of ethics described above, or the Bylaws of the American Dental Association, the WSDA or the member's component society.

Discipline may include censure, membership suspension or expulsion from membership, which may include the preclusion of any future application for membership for a stated time or for life.

Disciplinary processes will be investigated and conducted in accordance with the WSDA's manual for such proceedings. These procedures are subject to establishment and approval of rules and processes only by the Board of Directors, which may thereafter amend the same at any time.

XIII. Indemnification

A. Indemnification Rights of Officers, Employees and Agents. The WSDA shall defend and indemnify its directors, officers, members of task forces and standing committees, employees and, as the Board of Directors determines in each instance, its agents to the full extent permitted by applicable law as then in effect against liability arising out of a proceeding to which such individual is made a party because the individual was so related to the WSDA. The WSDA shall advance expenses incurred by such persons who are parties to a proceeding in advance of final disposition of the proceeding, subject to and as providing in the pertinent Standing Rules.

B. Exceptions. A person's right to indemnity or defense under this Bylaw shall not apply if (1) the indemnitee initiated the claim, directly or in effect; (2) the indemnitee does not or has not acted in good faith in all respects; (3) the claim is one for which there is applicable directors and officers insurance; or (4) indemnity or defense under the circumstances is prohibited by applicable law.

C. Indemnity Procedures. The further details of this right to indemnity and procedures to assert a claim for indemnity and defense will be expressed in a standing rule as approved by the Board of Directors.

XIV. Rules of Order

The most recent edition of the Sturgis Standard Code of Parliamentary Procedure in effect shall govern the Association's deliberations except as otherwise provided in the Articles of Incorporation, Bylaws, Standing Rules or Rules of the House of Delegates.

XV. Amendments

These Bylaws may be amended at any annual meeting of the House of Delegates by a majority of the members present.

WASHINGTON STATE DENTAL ASSOCIATION

Standing Rules

I. Membership Categories

The WSDA has membership categories as follows:

A. Active Membership. This membership class shall be restricted to ethical dentists who are legally licensed to practice dentistry in the State of Washington and who are in active practice within the state of Washington. Any dentist who is under final sentence of suspension or expulsion from any component society of American Dental Association shall not be eligible for membership in this Association until that dentist shall have practiced in this state in conformity with its laws and the Code of Ethics of this Association for a period of at least one year and completes the terms of suspension or expulsion.

B. Associate Membership. The following may become associate members: (1) dentists who are full-time members of the faculty of the University of Washington School of Dentistry but not yet licensed to practice in this state, (2) dentists who are in Federal Dental Service who are temporarily on duty in this state, and (3) dentists licensed in other states who are working on serving in an administrative capacity related to dentistry or dental issues, such as positions on a local state or national level, and other public health areas. Associate members must be graduates of accredited dental colleges and licensed to practice dentistry in the District of Columbia or any one state of the United States, but need not be licensed to practice in the state of Washington. Active members shall under no circumstances be reclassified as associate members.

C. Active Life Membership. An active member of the Washington State Dental Association who shall have reached the age of 65 years or older and is engaged in significant commercial endeavors allied to dentistry shall automatically become an active life member of the Washington State Dental Association on the first day of January immediately after the completion of 30 consecutive years or 40 total years of active, or active and retired membership, in the American Dental Association, five of which were in a constituent dental society.

D. Retired Life Membership. An active member of the Washington State Dental Association who shall have reached the age of 65 years or older, and files an affidavit attesting that the member is no longer engaged in any significant commercial endeavors allied to dentistry, shall automatically become a retired life member of the Washington State Dental Association on the first day of January immediately after the completion of 30 consecutive years or 40 total years of active or active and retired membership in the American Dental Association, five of which were in a constituent dental society. An active life member of the Washington State Dental Association who files an affidavit attesting that the member is no longer engaged in any commercial endeavors allied to dentistry shall become a retired life member on the first day of January following the filing of the affidavit.

E. Honorary Membership. An individual who has made outstanding contributions to the advancement of the arts and science of dentistry, upon nomination by the Board of Directors and election by the House of Delegates, shall be classified as an honorary member of this Association.

F. Student Membership. A University of Washington Dental School student who is a member in good standing of the American Student Dental Association shall automatically be a student member of the WSDA. Any ASDA member attending an out-of-state institution may apply for WSDA student membership at no fee.

G. Graduate Student Membership. A graduate student member is a student who is enrolled in an advanced program at the University of Washington School of Dentistry and licensed in the state of Washington.

A dentist is classified as a graduate student member if engaged full-time in an advanced training program at the University of Washington School of Dentistry or in a dental residency program at the University of Washington or in an institution in the state of Washington, or if the dentist is a member in good standing of the Washington State Dental Association temporarily residing out of state while engaging full-time in an advanced training course or a residency, provided that the advanced training course is at least one academic year's duration in a specialty area recognized by the American Dental Association and accredited by the Commission on Dental Accreditation.

H. Retired Membership. To become or remain a retired member, a WSDA member dentist must hold at the time retired membership is requested, active membership in the WSDA, be an active member in good standing at the time of application, be retired from the practice of dentistry and not engaged in any significant commercial endeavor allied to dentistry. Retired membership status shall commence at the time of actual retirement.

Retired ADA members currently holding membership in another state may become or remain a retired member in the WSDA by applying for and being accepted for appropriate membership in the component society in which they live.

Upon such membership, the retired ADA member becomes a WSDA retired member for all purposes, and to continue as a retired WSDA member must be retired from the practice of dentistry and not engaged in any significant commercial endeavor allied to dentistry

I. Hygienist Associate Membership. A dental hygienist legally licensed to practice in the state of Washington is eligible for hygienist associate membership. This does not include any voting rights, right to hold office or component society membership.

II. Membership Application Process and Non-Admission Appeal

A. Student Membership. Student members apply directly to the WSDA and are admitted without an election.

B. Dentist Membership. Dentist membership applications are made to a chartered component society of the WSDA. These societies:

1. Will endeavor to act upon each application for membership within six months of receipt of the application.
2. Will give written notice in the event any applicant is not elected to membership.
3. May hold the application in abeyance only if the applicant is under probation or suspension of license by the State Dental Quality Assurance Commission, or has a pending disciplinary action or investigation.

C. Membership Denial. If membership is denied, the applicant may request a hearing by the component society's designated membership committee. If required, the committee shall review the membership decision with authority to change the result of the prior election.

D. Hearing. A membership applicant hearing is informal. Neither the applicant nor the component society will be represented by counsel. The applicant will be offered an opportunity to present his or her position, but will not be permitted to question members of the membership committee.

E. Failure to Appear. If applicant does not come to the scheduled membership hearing, upon request, the applicant should be afforded a second hearing. In the event the applicant does not attend the second hearing, the original committee decision will stand.

F. Appeal. An applicant whose membership application has been denied by a component society has the right to appeal that decision to the WSDA Board of Directors or any appeal panel it designates to hear the appeal. Such an appeal will not be considered unless the applicant shows cause why the appeal is justified. An appeal is justified if it can be shown that proper procedure was not followed by the component society, that information not previously available has become available, that bias existed, or that a decision was made that, on the face of it, ran counter to the evidence and testimony presented to the component society. Such an appeal must be filed within 30 days of the date of membership denial. The decision rendered by the Board of Directors or any appeal panel it designates to hear the appeal is final and is binding on the component society. There is also an appeal process to the ADA as expressed in the ADA Bylaws.

G. Ectopic Membership. A dentist may apply for ectopic membership in a component society adjoining his place of practice if the dentist resides in the second component or it is clear meetings of the second component would be more convenient and accessible. Such an ectopic membership is permitted only upon approval of each of the two components, or the component society to which the membership would apply and the approval of the Board of Directors.

H. Retired Dentists. A retired dentist residing outside the area of the component society where he or she last practiced and was a member may continue membership in that component society.

I. Change of Location. A dentist engaged in practice who changes the location of his or her practice to be within a different component society shall apply for membership in the new component society by the end of the calendar year after the practice relocation. Dues are waived if already paid for the year in the first component society.

J. Non-voting Affiliate Membership. Component societies may approve non-voting affiliate memberships for members of other component societies and shall charge an affiliate member appropriate partial dues. Such affiliate memberships do not include the privilege of holding office and are not counted for any membership census purpose.

III. Financial Impact and Expense Policy

A. Payment of Expenses

1. Statement of Purpose. A basic principle underlying this rule as to expense reimbursement is that members should be reimbursed for out-of-pocket expenses incurred while on WSDA business, but not compensated for their time spent on such business or for expenses incurred due to personal travel added to business travel.

2. Eligibility. The provisions of the Bylaws and this Standing Rule shall govern the payment of authorized expenses of Washington State Dental Association Officers, members of the Board of Directors, Delegates and Alternate Delegates to the American Dental Association, members of standing committees, task forces, members of the Association and others designated for specific assignments by authority of the House of Delegates, Board of Directors or President provided that budgetary provision has been duly made for the expenses claimed.

3. Documentation. Except as otherwise provided by this Standing Rule, expenses shall be paid only upon presentation of a signed voucher to the Secretary-Treasurer, with appropriate receipts attached. Each person to whom payment is made shall be responsible for maintaining appropriate records and receipts for tax purposes.

4. Excess Expenses. The Secretary-Treasurer and Director of Finance must give prior approval for expenses that are expected to exceed the limits expressed in paragraphs B. 1., 2. and 3.

B. Meetings of the Board of Directors, Standing Committees and Task Forces

1. Transportation. Expenses shall be allowed as follows:

- a. lowest coach airfare in effect two weeks prior to departure date not to exceed \$600
- b. the current standard IRS auto business mileage allowance
- c. the actual costs of ferry, bus or railroad tickets
- d. the actual cost of parking at airports, hotels and meeting sites
- e. the actual cost of airport shuttle service or taxi to and from the meeting site or hotel
- f. taxi expenses will be allowed on an individual basis only if public transportation is unavailable on a timely basis, the lowest priced public transportation fare exceeds the taxi fee, or time is of essence. If an unauthorized rental car is utilized, reimbursement for each individual will be at the appropriate public transportation rate.

2. Meals. Reimbursement shall include actual meal expenses not to exceed \$60* per day, provided such requests do not include meals provided at the meeting.

3. Lodging. Reimbursement shall include actual lodging expenses, not to exceed the hotel standard rate per night when an overnight stay is required. Lodging generally will not be paid when flying to and from a one-day meeting. It is recognized that some meeting attendees, due to meeting times, distance traveled and weather conditions, may require an extra night's lodging. Such cases will be dealt with on an individual basis, in advance when possible, by the Secretary-Treasurer in consultation with the meeting chair.

C. Specific Meetings

1. ADA House of Delegates. The expenses for Delegates and five alternate delegates shall be reimbursed as stated above. The expenses for lodging while attending the ADA House shall not exceed the standard room rate in the headquarters hotel. Any additional alternate delegates will not be reimbursed.

2. Pacific Northwest Dental Conference. The WSDA shall provide rooms in the headquarters hotel for the President, President-elect, Vice President, Secretary-Treasurer, Immediate Past President, and the members of the Committee on Pacific Northwest Dental Conference. The above named individuals shall be entitled to reimbursement of transportation expense (see paragraph B.1.) plus actual meal expense (see paragraph B.2.).

3. WSDA House of Delegates. The WSDA shall provide rooms in the headquarters hotel for the President, President-elect, Vice President, Secretary-Treasurer, Immediate Past President, parliamentarian and student delegates. The above named

individuals shall be entitled to reimbursement of transportation expense (see paragraph B.1.) and actual meal expense, not to exceed \$60* per day (see paragraph B.2.).

The following shall be entitled to reimbursement of expenses providing they are not delegates to the WSDA House of Delegates: the editor appointed for the following administrative year, members of the WSDA Board of Directors, WSDA delegates to the ADA House of Delegates, members of the Committee on Budget and Finance, and chairperson or designees of standing committees, or task forces provided they have substantive business before the House as determined by the WSDA President. The above named individuals shall be entitled to reimbursement of transportation expense (see paragraph B.1.) plus a lodging allowance as determined annually by the Committee on Budget and Finance, and actual meal expense, not to exceed \$60 per day (see paragraph B.2.). Any per diem paid over the maximum federal per diem for that city as stated in IRS Publication 1542 is considered taxable.

4. ADA Meetings. Reimbursement rates for ADA arranged meetings shall be pre-authorized by the Secretary-Treasurer and Director of Finance at least six weeks prior to the meeting.

D. Special Circumstances

1. Other Expenses. When the WSDA President and President-elect incur expenses not specifically covered by this Standing Rule, the Secretary-Treasurer shall determine acceptable reimbursement rates.

2. Expenses of Spouses. Expenses incurred by spouses shall be reimbursed at rates to be determined by the Secretary-Treasurer for specific meetings where spousal attendance is expected or desired. In the case of the President (or his/her designee), expenses will be paid for one other person when attendance is expected or desired, at the President's (or his/her designee) discretion.

*Any per diem paid over the maximum federal per diem for that city as stated in IRS Publication 1542 is considered taxable.

IV. Use of Membership Mailing List

A. Purpose. The use of the Washington State Dental Association membership mailing list and facilities shall be strictly for the business of the WSDA except as otherwise provided. The mailing list can be provided electronically if requested but will only be provided to the purchasing organizations' mailing house that agrees to strict confidentiality and one-time use.

B. Component Societies. As a service to component societies, NORDIC, WSDA Services, WDIA and the Alliance to the Washington State Dental Association, the WSDA will provide, at no cost, up to two sets of the mailing list per calendar month. The cost of such list, exceeding the two sets provided at no cost, will be \$25 for a full or partial membership list, plus tax and postage or delivery charges. A copy of any material(s) to be mailed using the WSDA membership mailing list shall be sent to the WSDA for their information and approval.

C. Members. On approval of the WSDA Secretary-Treasurer or designee, WSDA membership mailing lists may be sold to WSDA members, other allied dental organizations and health care related nonprofit charitable organizations. A copy of the material(s) to be mailed using the WSDA membership mailing lists must be approved in advance by the WSDA Secretary-Treasurer or designee. The cost of such lists will be \$250 for a full membership, or 10 cents per name and a \$25 processing fee for a partial list, plus sales tax and postage or delivery charges. Payment will be requested in advance.

D. Elections Campaigns. On approval of the WSDA Secretary-Treasurer or designee, WSDA mailing lists to be used in support of election campaigns may be purchased by the following:

1. Campaign committees and/or campaign officials for any elective office in state, county or city election.
2. Individual WSDA members
3. Component dental societies
4. DentPAC or its Interim Committee (with the understanding that such purchases must be reported as a campaign contribution)

A copy of any material(s) to be mailed using WSDA membership mailing lists must be approved in advance by the WSDA Secretary-Treasurer or designee. The cost of such lists will be \$250 for a full membership, or 10 cents per name and a \$25 processing fee for a partial list, plus sales tax and postage or delivery charges. Payment is required when request is submitted.

E. ADA. WSDA mailing lists shall be available for purchase at prices noted in Item C by committees or candidates for ADA elective office, subject to the approval of the WSDA Officers who may waive payment for campaigns endorsed by the WSDA and authorize mailing assistance (postage and processing) up to \$100. Any mailing for ADA candidates costing over \$100 is the responsibility of the campaign committee unless authorized by the Board of Directors.

F. Commercial Use. On approval of the WSDA Secretary-Treasurer or designee, WSDA mailing lists will be made available for sale to commercial companies meeting the acceptability standards established for advertising in WSDA publications. A copy of any material(s) to be mailed using WSDA membership mailing lists must be approved in advance by the WSDA Secretary-Treasurer or designee. Any company purchasing lists must provide a written agreement not to use the lists for any other purpose or provide the lists to any other

user. The cost of such lists will be \$1,000 for a full or partial list, plus tax and postage or delivery charges. Payment must be made in advance.

G. Unusual Circumstances. The WSDA Secretary-Treasurer has discretion to issue mailing lists at no charge for unusual circumstances.

H. Schedule of List Run. The WSDA Association Office will run lists on the 25th of each month unless the 25th falls on a weekend or holiday, in which case the lists will be run on the following working day. Requests for lists must be received two weeks in advance of the 25th.

V. Defense of Peer Review Confidentiality

The WSDA will provide legal assistance to defend the confidentiality of component peer review proceedings on a case-by-case basis. When attempts are made to breach that confidentiality by subpoena or other means, the WSDA President is authorized to immediately take the appropriate steps necessary, including contracting for expert legal assistance up to a maximum of \$1,000. The legal fee incurred should be charged to the Contingency Fund line item.

VI. House of Delegates

A. Elective Offices. No later than March 1 of each year the Association Office shall send to each component society a list of vacancies in offices and elective committees to be filled by the House of Delegates. Nominations for these vacancies must be submitted to the Association Office no later than 12 weeks prior to the first day of the House of Delegates meeting.

B. Deadlines for Recommendation. To implement and expedite the application of the Bylaws, copies of all Resolutions to be placed on the order of business of any House of Delegates meeting shall be sent to all component societies and delegates no later than 30 days in advance of the House of Delegates meeting.

The following requirements shall be observed for the acceptance of any Resolution to be placed on the order of business of the House; provided, that nothing herein shall be construed to abridge the right of the House to act on any Resolution or substitute Resolution presented by a duly constituted reference committee of the House on the subject of any matter referred to the reference committee pursuant to the rules of the House:

1. Any Resolution, which would amend the Articles of Incorporation and/or the Bylaws, shall be submitted in writing or by e-mail to the Association Office no later than six weeks prior to the first session of the House of Delegates meeting.

2. Any Resolution presented by a component society or by 10 individual members of the WSDA shall be submitted in writing or by e-mail to the Association Office no later than six weeks prior to the first session of the House of Delegates

3. Any Resolution presented by a WSDA officer, the WSDA Board of Directors, or by a standing committee or task force of the WSDA, shall be submitted in writing or by e-mail six weeks prior to the first day of the WSDA HOD so that copies can be sent to component societies and delegates no later than 30 days prior to the first session of the House of Delegates meeting.

For the purpose of this Standing Rule, the term “Resolution” shall be defined to mean any written recommendation or report which calls for action by the House of Delegates, and shall not include reports which are informational only.

C. Executive Sessions. The following protocol governs executive sessions of the House of Delegates and the Board of Directors:

1. An executive session in general parliamentary usage has come to mean any meeting of a deliberative assembly, or a portion of meeting, at which the proceedings are secret.
2. For meetings of the House of Delegates, executive sessions may be called at the pleasure of the President or by majority vote of the Delegates. For meetings of the Board of Directors, executive sessions may be requested by any member of the Board, with majority vote ruling.
3. Prior to any executive session, those present must be reminded that the proceedings of the session are secret and that participants have a duty to maintain secrecy, and failure to do so is considered unethical behavior as described and dealt with in the WSDA Bylaws.
4. The regular minutes of the open meeting should record the time going into and out of executive session.
5. Whenever practical, decisions reached or actions taken during executive session will be reported upon or actually voted upon in open session.
6. Everyone except voting members may be excused from attending an executive session.
7. The WSDA Secretary-Treasurer, or the designee, shall keep minutes of the proceedings and actions of an executive session. Such minutes are secret and shall remain in the hands of the Secretary-Treasurer.

D. Delegate Allocation Procedures. Each component is entitled to one at-large delegate in the House of Delegates. The remaining at-large delegates shall be apportioned among the components in proportion to the number of members in each society as of January 1 of each year. Any dentist who is a WSDA member for the year preceding the January 1 cut-off date or has paid dues by January 1 of the year the House of Delegates is to be held shall be considered a member as of January 1.

The formula for proportional allocation usually produces fractional numbers of delegates for each society. These societies will be awarded the number of delegates equal to the whole number without the fraction.

After allocating the number of delegates proportionally by this method for all components, the total number of delegates allocated will be less than the 53 available delegate positions. The remaining delegate positions are then allocated one at a time to each component with the largest fractional number first, and proceeding to each component in declining order until all remaining delegates are allocated.

Once all the remaining at-large delegates have been apportioned, any dental society left with only a single delegate will be allowed one additional delegate for that year only.

E. Financial Impact Statement. Any Resolution submitted to the WSDA House of Delegates involving the expenditure of funds of the WSDA, shall include a statement as to the amount of funds to be expended, the source of such financing, and the estimated financial effect of the Resolution upon the WSDA, including staff costs and time commitments when

applicable. A statement shall also be included as to whether or not the WSDA Secretary-Treasurer was consulted and verification obtained as to the financial statement of the Resolution. Unless such information is included, the Resolution shall not be accepted for presentation to the House of Delegates.

VII. Eleventh District Trustee Selection/Succession Procedure

Every 12 years the WSDA selects the Eleventh District Trustee. This selection will take place at the WSDA House of Delegates one-year prior to the beginning of the term.

The WSDA Secretary-Treasurer shall seek nominations from all Component Society Presidents. Nominations will be presented to the Task Force on Nominations appointed annually by the Board of Directors. The Task Force will contact each nominee to determine interest and gather biographical material for submission to the House of Delegates.

The House of Delegates will select the Trustee-elect. If there are more than two candidates and any candidate fails to receive a majority vote on the first ballot, a run off between the two candidates with the most votes will be conducted. Should two or more candidates receive the same number of votes for second place, a run off will be conducted to determine who will participate in the final vote with the candidate that received the most votes.

If a vacancy in the position of Eleventh District Trustee held by a WSDA member should occur, the WSDA Secretary-Treasurer shall seek nominations from all Component Society Presidents. Nominations shall be forwarded to the Board of Directors within ten days of notification. The Board of Directors shall select an interim Trustee at the earliest possible date.

The above procedure for selection of a Trustee shall then be followed and the successor Trustee will be selected at the next scheduled House of Delegates to replace the interim Trustee for the balance of the Trustee term.

VIII. Disciplinary Matters

The following procedures apply as to WSDA disciplinary matters and any hearings with respect to such matters.

A. Basis for Discipline. The Bylaws state the general basis for disciplinary action concerning a WSDA member and the range of action, which might result from a disciplinary determination.

B. Investigation. Either the President or the Board of Directors may initiate a disciplinary investigation on their own action or as a result of a complaint received. The investigation will be by one or two WSDA members appointed by the President. The investigators should not be the complaining party. Nor should the investigators have practices so close to that of the member to be investigated as to suggest possible bias.

C. Charges. Based on the investigation's report, and considering recommendations made, the President may determine to initiate a disciplinary proceeding by appointing a panel of three WSDA members to hear the same. One shall be designated panel chairman. None of the panel members shall be the investigator.

D. Attorney. The WSDA attorney shall present the prosecuting side of the disciplinary proceeding. The member may be represented by counsel at the hearing.

E. Hearing. Except as to the effect of the automatic effect on membership of (1) state license revocation or suspension, as stated in the Bylaws, or (2) non-performance of a Peer Review result following voluntary arbitration, as stated in the Bylaws, all member discipline of WSDA members shall conform to the basic hearing procedures of the WSDA hearing manual, with changes and subject to the ruling of the panel chairman in the cause of the proceedings.

F. Appeal. If the disciplinary proceeding occurs at the component society level, the member may appeal the result by notice to the WSDA President within 30 days after the result was made known to the member. The written statement or brief in support of the appeal is due within 60 days after the component society result. Upon such an appeal, the President shall appoint a three-person panel of the WSDA members to hear the appeal, designating one of them as panel chairman. The appeal is subject to the hearing procedure manual with changes and subject to rulings of the panel chairman in the cause of the proceeding.

IX. Indemnity Procedures

These procedures apply to any claim for indemnity or defense by any director, officer, committee or task force member, employee or agent of the WSDA as provided under the Bylaws.

A. Definitions. As used in this rule:

1. “Act” means the Washington Nonprofit Corporation Act, now or hereafter in force.

2. “Corporation” means this Association, and any domestic or foreign predecessor entity which, in a merger or other transaction, ceased to exist.

3. “Director” means an individual who is or was a member of the Board of Directors of the Corporation or an individual who, while a member of the Board of Directors of the Corporation, is or was serving at the Corporation’s request as a member of the Board of Directors, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. “Director” includes, unless the context requires otherwise, the estate or personal representative of a Director.

4. “Expenses” include counsel fees.

5. “Indemnitee” means an individual made a party to a proceeding because the individual is or was a director, officer, committee or task force member, employee, or agent of the Corporation, and who possesses indemnification rights pursuant to the Association’s Articles of Incorporation or the Bylaws, or other corporation action. “Indemnitee” shall also include the heirs, executors, and other successors in interest of such individuals.

6. “Liability” means the obligation to pay a judgment settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

7. “Party” includes an individual who was or is threatened to be named a defendant or respondent in a proceeding.

8. “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal.

B. Procedure for Seeking Indemnification and/or Advancement of Expenses

1. Notification and Defense of Claim. Indemnitee shall promptly notify the Corporation in writing of any proceeding for which indemnification could be sought under this Standing Rule. In addition, Indemnitee shall give the Corporation such information and cooperation as it may reasonably require and as shall be within Indemnitee's power.

With respect to any such proceeding as to which Indemnitee has notified the Corporation:

a. The Corporation will be entitled to participate therein at its own expense; and

b. Except as otherwise provided below, to the extent that it may wish, the Corporation, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel satisfactory to Indemnitee. Indemnitee's consent to such counsel may not be unreasonably withheld.

After notice from the Corporation to Indemnitee of its election to assume the defense, the Corporation will not be liable to Indemnitee under this Standing Rule for any legal or other expenses subsequently incurred by Indemnitee in connection with such defense. However, Indemnitee shall continue to have the right to employ its counsel in such proceeding, at Indemnitee's expense; and if the employment of counsel by Indemnitee has been authorized by the Corporation;

c. Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and Indemnitee in the conduct of such defense; or

d. The Corporation shall not in fact have employed counsel to assume the defense of such proceeding, the fees and expenses of Indemnitee's counsel shall be at the expense of the Corporation.

The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which Indemnitee shall reasonably have made the conclusion that a conflict of interest may exist between the Corporation and the Indemnitee in the conduct of the defense.

2. Information to be Submitted and Method of Determination and Authorization of Indemnification. For the purpose of pursuing rights to indemnification under this Standing Rule, the Indemnitee shall submit to the Board of Directors a sworn statement requesting indemnification and reasonable evidence of all amounts of which such indemnification is requested (together, the sworn statement and the evidence constitute an "Indemnification Statement").

Submission of an Indemnification Statement to the Board of Directors shall create a presumption that the Indemnitee is entitled to indemnification hereunder, and the Corporation shall, within sixty (60) calendar days thereafter, make the payments requested in the Indemnification Statement to or for the benefit of the Indemnitee, unless: within such sixty (60) calendar day period it shall be determined by the Corporation that the Indemnitee is not entitled to indemnification under this Standing Rule; such vote shall be based upon clear and convincing evidence (sufficient to rebut the foregoing presumption); and the Indemnitee shall receive notice in writing of such determination, which notice shall disclose with particularity the evidence upon which the determination is based.

At the election of the President, the determination whether indemnity is authorized may be made by either: the written consent of a majority of the members of the House of Delegates; or a committee chosen by written consent of a majority of the Board of Directors of the Corporation, and consisting solely of two (2) or more members of the Board of Directors not at the time parties to the proceeding.

Any determination that the Indemnitee is not entitled to indemnification, and any failure to make the payments requested in the Indemnification Statement, shall be subject to judicial review by any court of competent jurisdiction.

3. Special Procedure Regarding Advance for Expenses. An Indemnitee seeking payment of expenses in advance of a final disposition of the proceeding must furnish the Corporation, as part of the Indemnification Statement:

- a. A written affirmation of the Indemnitee's good-faith belief that the Indemnitee has met the standard of conduct required to be eligible for indemnification; and
- b. A written undertaking, constituting an unlimited general obligation of the Indemnitee, to repay the advance if it is ultimately determined that the Indemnitee did not meet the required standard of conduct.

If the Corporation determines that indemnification is authorized, the Indemnitee's request for advance of expenses shall be granted.

4. Settlement. The Corporation is not liable to indemnify Indemnitee for any amounts paid in settlement of any proceeding without Corporation's written consent. The Corporation shall not settle any proceeding in any manner, which would impose any penalty or limitation on Indemnitee without Indemnitee's written consent. Neither the Corporation nor Indemnitee may unreasonably withhold its consent to a proposed settlement.

C. Contract and Related Rights

1. Contract Rights. The right of an Indemnitee to indemnification and advancement of expenses is a contract right upon which the Indemnitee shall be presumed to have relied in determining to serve or to continue to serve in his or her capacity with the Corporation. Such right shall continue as long as the Indemnitee shall be subject to any possible proceeding.

Any amendment to or repeal of this Standing Rule shall not adversely affect any right or protection of Indemnitee with respect to any acts or omissions of such Indemnitee occurring prior to such amendment or repeal.

2. Optional Insurance, Contracts, and Funding. The Corporation may:

- a. Maintain insurance, at its expense, to protect itself and any Indemnitee against any liability, whether or not the Corporation would have power to indemnify the individual against the same liability under the Washington Business Corporation Act, as applied to nonprofit corporations;
- b. Enter into contracts with any Indemnitee in furtherance of this Standing Rule and consistent with the Act; and
- c. Create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Standing Rule.

3. Severability. If any provision or application of this Standing Rule shall be invalid or unenforceable, the remainder of this Standing Rule and its remaining applications, shall not be affected thereby, and shall continue in full force and effect.

4. Right of Indemnitee to Bring Suit. If a claim under this Standing Rule for indemnification is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation; or a claim under this Standing Rule for advancement of expenses is not paid in full by the Corporation within twenty (20) days after a written claim has been received by the Corporation, then the Indemnitee may, but need not, at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. To the extent successful in whole or in part, the Indemnitee shall be entitled to also be paid the expense (to be proportionately prorated if the Indemnitee is only partially successful) of prosecuting such claim.

Neither the failure of the Corporation (including its Board of Directors, the House of Delegates, or independent legal counsel) to have made a determination prior to the commencement of such proceeding that indemnification or reimbursement or advancement of expenses to the Indemnitee is proper in the circumstances; nor an actual determination by the Corporation (including its Board of Directors, its House of Delegates, or independent legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the proceeding or create a presumption that the Indemnitee is not so entitled.

D. Exceptions

Any other provision herein to the contrary notwithstanding, the Corporation shall not be obligated pursuant to the terms of the Articles of Incorporation, Bylaws, or this Standing Rule to indemnify or advance expenses to Indemnitee with respect to any proceeding:

1. Claims Initiated by Indemnitee. Initiated or brought voluntarily by Indemnitee and not by way of defense, except with respect to proceedings brought to establish or enforce a right to indemnification under these Bylaws or any other statute or law or as otherwise required under the statute; but such indemnification or advancement of expenses may be provided by the Corporation in specific cases if the Board of Directors finds it to be appropriate.

2. Lack of Good Faith. Instituted by Indemnitee to enforce or interpret this Agreement, if a court of competent jurisdiction determines that each of the material assertions made by Indemnitee in such proceeding was not made in good faith or was frivolous.

3. Insured Claims. For which any of the expenses or liabilities for indemnification being sought have been paid directly to Indemnitee by an insurance carrier under a policy of officers' and directors' liability insurance maintained by the Corporation.

4. Prohibited by Law. If the Corporation is prohibited by the Washington Nonprofit Corporation Act, the Washington Business Corporation Act, as applied to nonprofit corporations, or other applicable law as then in effect from paying such indemnification and/or advancement of expenses. For example, federal legislation prohibits indemnification for certain ERISA violations.

X. Washington State Dental Association Conflict of Interest Policy

A. Purpose. The purpose of the conflict of interest policy is to protect the interests of Washington State Dental Association (the "WSDA") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and tax-exempt organizations.

B. Definitions.

1. Interested Person. Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family –

a. an ownership or investment interest in any entity with which the WSDA has a transaction or arrangement, or

- b. a compensation arrangement with the WSDA or with any entity or individual with which the WSDA has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WSDA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. Under paragraph C, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

C. Procedures.

1. **Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted on. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.
 - b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the board or committee shall determine whether the WSDA can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the WSDA's best interest and for its own benefit and whether the transaction is fair and reasonable to the WSDA and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. **Violations of the Conflict of Interest Policy.**
 - a. If the board or committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the response of the interested person and making such further investigation as may be warranted in the circumstances, the board or committee determines that the interested person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings.

The minutes of the board and all committees with board-delegated powers shall contain the following:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

E. Compensation.

1. A voting member of the board of directors who receives compensation, directly or indirectly, from the WSDA for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the WSDA for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the WSDA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements.

Each director, officer and staff member shall annually sign a statement which affirms that such person –

1. Has received a copy of the conflict of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that the WSDA is a tax-exempt trade association under IRC § 501(c)(6) and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews.

To ensure the WSDA operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the WSDA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

H. Use of Outside Experts.

In conducting the periodic reviews provided for in paragraph G, the WSDA may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.