

1 **DENTIST AND DENTAL HYGIENIST COMPACT**

2 **BYLAWS**

3  
4 **ARTICLE I**

5 **Commission Purpose, Function and Bylaws**

6 **Section 1. Purpose.**

7 Pursuant to the terms of the Dentist and Dental Hygienist Compact, (the “Compact”), the Dental  
8 and Dental Hygienist Compact Commission (the “Commission”) is established to fulfill the  
9 objectives of the Compact, through a means of joint cooperative action among the Compacting  
10 States, namely, to facilitate the interstate practice of dentistry and dental hygiene and improve  
11 public access to dentistry and dental hygiene services by establishing a pathway for licensed  
12 Dentists and Dental Hygienists to obtain privileges to practice in other states participating in the  
13 Compact. The Commission is a joint government agency established by this Compact comprised  
14 of each State that has enacted the Compact and a national administrative body comprised of a  
15 Commissioner from each State that has enacted the Compact.

16  
17 **Section 2. Functions.**

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

27 **Section 3. Bylaws.**

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

31 **ARTICLE II**

32 **Membership**

33 **Section 1. Purpose.**

34 The Commission Membership shall be comprised as provided by the Compact.

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37 **Section 2. Commissioners.**

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

46

**ARTICLE III**

47

**Officers**

48 **Section 1. Election and Succession.**

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

54 **Section 2. Duties.**

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

57 a. *Chairperson.* The Chairperson shall call and preside at all meetings of the Commission,  
58 shall prepare agendas for such meetings, shall make appointments to all committees of  
59 the Commission and, in accordance with the Commission's directions, or subject to  
60 ratification by the Commission, shall act on the Commission's behalf during the  
61 interims between Commission meetings.

62

63 b. *Vice Chairperson.* The Vice Chairperson shall, in the absence or at the direction of the  
64 Chairperson, perform any or all of the duties of the Chairperson. In the event of a  
65 vacancy in the office of Chairperson, the Vice Chairperson shall serve as acting until a  
66 new Chairperson is elected by the Commission.

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68 c. *Secretary.* The Secretary shall keep minutes of all Commission meetings and shall act  
69 as the custodian of all documents and records pertaining to the status of the Compact  
70 and the business of the Commission.

71  
72 d. *Treasurer.* The Treasurer, with the assistance of the Commission’s executive director,  
73 shall act as custodian of all Commission funds and shall be responsible for monitoring  
74 the administration of all fiscal policies and procedures set forth in the Compact or  
75 adopted by the Commission. Pursuant to the Compact, the treasurer shall execute such  
76 bond as may be required by the Commission covering the treasurer, the executive  
77 director and any other officers, Commission Members and Commission personnel, as  
78 determined by the Commission, who may be responsible for the receipt, disbursement,  
79 or management of Commission funds.  
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81 **Section 3. Costs and Expense Reimbursement.**

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

85 **ARTICLE IV**

86 **Executive Board**

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

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

- 91 a. Overseeing the day-to-day activities of the administration of the Compact including  
92 compliance with the provisions of the Compact, the Commission’s Rules and bylaws;  
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- 94 b. Recommending to the Commission changes to the Rules or bylaws, changes to this  
95 Compact legislation, fees charged to Compact Participating States, fees charged to  
96 Licensees and other fees;  
97
- 98 c. Ensuring Compact administration services are appropriately provided, including by  
99 contract;  
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- 101 d. Preparing and recommending the budget;  
102
- 103 e. Maintaining financial records on behalf of the Commission;  
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- 105 f. Monitoring Compact compliance of Participating States and providing compliance  
106 reports to the Commission;  
107
- 108 g. Establishing additional committees as necessary;  
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110 h. Exercising the powers and duties of the Commission during the interim between  
111 Commission meetings, except for adopting or amending Rules, adopting or amending  
112 these Bylaws and exercising any other powers and duties expressly reserved to the  
113 Commission by Rule or these Bylaws.

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

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

116 a. The Chair, Vice Chair, Secretary and Treasurer of the Commission and any other  
117 members of the Commission who serve on the Executive Board shall be voting  
118 members of the Executive Board; and

119  
120 b. Other than the Chair, Vice Chair, Secretary and Treasurer, the Commission shall elect  
121 three (3) voting members from the current membership of the Commission.

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

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

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

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

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

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

135 a. Meet an imminent threat to or protect public health, safety or welfare or

136  
137 b. Prevent a loss of Commission of Participating State funds.  
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## 139 **ARTICLE V**

### 140 **Qualified Immunity, Defense and Indemnification**

#### 141 **Section 1. Immunity.**

142 The members, officers, executive director, employees and representatives of the Commission shall  
143 be immune from suit and liability, both personally and in their official capacity, for any claim for

144 damage to or loss of property or personal injury or other civil liability caused by or arising out of  
145 any actual or alleged act, error, or omission that occurred, or that the person against whom the  
146 claim is made had a reasonable basis for believing occurred within the scope of Commission  
147 employment, duties or responsibilities; provided that nothing in this paragraph shall be construed  
148 to protect any such person from suit or liability for any damage, loss, injury or liability caused by  
149 the intentional or willful or wanton misconduct of that person. The procurement of insurance of  
150 any type by the Commission shall not in any way compromise or limit the immunity granted  
151 hereunder.

## 152 **Section 2. Defense.**

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

## 162 **Section 3. Indemnification.**

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

# 171 **ARTICLE VI**

## 172 **Meetings of the Commission**

### 173 **Section 1. Meetings and Notice.**

174 The Commission shall meet at least once each calendar year at a time and place to be determined  
175 by the Commission. Additional meetings may be scheduled at the discretion of the chairperson,  
176 and must be called upon the request of a majority of Commission Members, as provided by the  
177 Compact. All Commission Members shall be given written notice of Commission meetings at least  
178 thirty (30) days prior to their scheduled dates. Final agendas shall be provided to all Commission  
179 Members no later than ten (10) days prior to any meeting of the Commission. Thereafter, additional  
180 agenda items requiring Commission action may not be added to the final agenda, except by an  
181 affirmative vote of a majority of the Members. All Commission meetings shall be open to the  
182 public, except as set forth in Commission Rules or as otherwise provided by the Compact. Prior  
183 public notice shall be posted on the Commission's website at least thirty (30) days prior to the

184 public meeting. A meeting may be closed to the public where the Commission determines by two-  
185 thirds (2/3rds) vote of its Members that there exists at least one of the conditions for closing a  
186 meeting, as provided by the Compact or Commission Rules.

187 **Section 2. Quorum.**

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

194 **Section 3. Voting.**

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

200 **Section 4. Procedure.**

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

203 **ARTICLE VII**

204 **Committees**

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

209 **ARTICLE VIII**

210 **Finance**

211 **Section 1. Fiscal Year.**

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

213 **Section 2. Budget.**

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

217 **Section 3. Accounting and Audit.**

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

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

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

236 **Section 5. Debt Limitations.**

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

240 **Section 6. Travel Reimbursements.**

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

245 **ARTICLE IX**

246 **Withdrawal, Default, and Termination**

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

249 **ARTICLE X**

250 **Adoption and Amendment of Bylaws**

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

256 **ARTICLE XI**

257 **Dissolution of the Compact**

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