

BYLAWS of the
Medicaid|Medicare|CHIP Services Dental Association, INC.

Article I. OFFICES

Section 1.01 Principal Office

The principal office of the Corporation for the transaction of its business is located in Sandwich, Massachusetts.

Section 1.02 Other Offices

The Corporation may also have offices at such other places, within or without the Commonwealth of Massachusetts, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

Article II. ARTICLES OF ORGANIZATION

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These Bylaws, the powers of the Corporation and of its Board of Directors and officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to the Articles of Organization in effect from time to time.

Article III. BOARD OF DIRECTORS

Section 3.01 Powers, Numbers and Qualifications

The general management of the business, property and affairs of the Corporation shall be vested in a Board of Directors, which shall be the governing body of the Corporation, consisting of no fewer than ten (10) and no more than sixteen (16) individuals, elected at the annual meeting of the Corporation to include: Director 1: President; Director 2: Vice President; Director 3: Immediate Past-President; Director 4: Secretary/ Treasurer; Directors 5, 6, 7 and 8: REGULAR STATE members; Director 9: Board-appointed Director representing the American Academy of Pediatric Dentistry, Director 10: elected by and from the Associate Membership; Director 11: Board-appointed director representing Research/Academia; and Directors 12, 13, 14 and 15: elected by and from the Group Membership, and any members serving as Board Members in an ex officio basis.

(a) **QUALIFICATION:** The Board of Director positions include:

- Director #1:** President
- Director #2:** Vice President
- Director #3:** Immediate Past-President
- Director #4:** Secretary/Treasurer
- Director #5:** Regular State Member
- Director #6:** Regular State Member
- Director #7:** Regular State Member
- Director #8:** Regular State Member
- Director #9:** American Academy of Pediatric Dentistry
- Director #10:** Associate Member
- Director #11:** Research | Academic Member
- Director #12:** Group Member (Representative)
- Director #13:** Group Member (Representative)
- Director #14:** Group Member (Representative)
- Director #15:** Group Member (Representative)

(b) **QUALIFICATION:** Ex Officio Board of Director positions include:

- Director #16:** Executive Director

The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 3.02 Detail of Powers

The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- (a) **PRESIDENT:** The President shall serve as chair of the Corporation and shall be considered the President of the Corporation under M.G.L. c.180. Except as otherwise specified by the Board of Directors, the President shall be responsible to the Board of Directors for the administration of the Corporation's affairs. The President shall preside over all Board and

general membership meetings, serve as the spokesperson for the Corporation, and carry out other tasks as directed by the Board of Directors.

(b) VICE-PRESIDENT: The Vice-President shall serve as President at the request or in the absence of the President and shall oversee operations of the Corporation, as directed by the Board of Directors.

(c) SECRETARY/TREASURER: The Secretary/Treasurer shall have the following responsibilities for the Corporation:

1) The Secretary/Treasurer shall be responsible for the preparation and maintenance of the corporate records and documents of the Corporation, including records of all meetings of the Board of Directors, the Annual Business Meeting, and for the issuance of calls and notices of meetings of the Board and Membership. The Secretary/Treasurer shall work in concert with the Executive Director to ensure that all records are properly retained in compliance with state and federal statutes and regulations. If the Secretary/Treasurer is absent from any meeting, a temporary Secretary/Treasurer chosen at the meeting shall exercise the duties of the Secretary/Treasurer at such meeting. The Secretary/Treasurer may have such other duties and powers as designated by the Board of Directors.

2) The Secretary/Treasurer shall be responsible for the financial aspects of the Corporation. The Secretary/Treasurer shall oversee the finances of the Corporation with general oversight from the Board of Directors. With assistance from the Executive Director, he or she shall be responsible for causing an annual budget to be prepared and shall present a financial report at each meeting of the Board of Directors and at the annual meeting of the Corporation. With assistance from the Executive Director, the Secretary/Treasurer shall be responsible for the safe custody of all funds, securities, and valuable documents of the corporation, except as the Executive Director may otherwise provide. With the advice and consent of the Board of Directors he or she shall have power to invest and reinvest surplus funds. The Secretary/Treasurer shall serve ex officio as the Co-Chair of the Finance Committee with the Executive Director serving as the other Co-Chair. The Secretary/Treasurer shall have such other duties and powers as designated by the Board of Directors.

(d) IMMEDIATE PAST-PRESIDENT: The President shall succeed to the position of Immediate Past President after completion of his or her term as President of the Corporation. The Immediate Past President shall assist the Executive Director with resource development for the Corporation, in compliance with directives from the Board of Directors.

Section 3.03 Specific Duties of the Board of Directors

The Board of Directors shall establish administrative and corporate policies, and oversee all strategic planning for the organization. This includes:

- (a) Hiring an Executive Director to oversee the general administration of the organization;
- (b) Approving administrative guidelines for the Corporation;
- (c) Approving policy statements of the Corporation;
- (d) Approving the use of the Corporation's name and logo for sponsorship and other purposes;
- (e) Approving fund-generating activities;
- (f) Approving the annual budget;
- (g) Providing fiduciary oversight;
- (h) Approving the Corporation's personnel policies;
- (i) Setting the agenda and activities for general membership meetings;
- (j) Responding to emergent Corporate requests in accordance with Corporation policy;
- (k) Reporting all Corporation activities to the membership at the annual meeting;
- (l) Assuring regular evaluation of Corporation activities;
- (m) Updating and reporting new policy statements to members annually;
- (n) Monitoring and enforcing all policies of the Corporation; and
- (o) Establishing an annual three-person Board of Directors Nomination Steering Committee

The Board of Directors shall be those persons listed as having the powers of Board of Directors in the Articles of Organization, shall be elected by the REGULAR Members according to the following process:

- (p) **NOMINATION OF BOARD OF DIRECTORS:** The Board of Directors will appoint an ad hoc Board of Directors Nomination Steering Committee to assure all Board of Director positions are duly filled. The ad hoc Board of Directors Nomination Steering Committee members may serve no more than two consecutive one-year terms. The ad hoc Steering Committee shall consist of at least two of the Board of Directors, and at least one other REGULAR member, not a member of the Board of Directors. REGULAR members will be informed immediately of the ad hoc Steering Committee composition. Persons contemplating a run for an officer's position within the Corporation may not participate on the Board of Directors Nomination Steering Committee.

- (q) **ELECTION OF BOARD OF DIRECTORS:** Directors of the Corporation shall be elected at the Corporation's Annual Business Meeting. A majority of REGULAR Members **in attendance** at the Annual Meeting of the Corporation shall elect **Director #1**, the President, **Director # 2**, Vice President, **Director #3**, Secretary/Treasurer and four **REGULAR Directors, #5, #6, #7, and #8**, that make up the REGULAR Directors from the nominees determined by the ad hoc Board of Directors Nomination Steering Committee.

Director # 4 is the Immediate Past-President.

Director #9, the AAPD Member, is not elected by the membership. This Director is appointed by the Board.

A majority of ASSOCIATE Members **in attendance** at the Annual Meeting of the Corporation shall elect **Director #10**, the ASSOCIATE Member of the Board of Directors from the nominees determined by the ad hoc Board of Directors Nomination Steering Committee.

Director #11 represents Research/Academia. This Director is not elected by the membership. This Director is appointed by the Board.

A majority of GROUP Members **in attendance** at the Annual Meeting of the Corporation shall elect **Directors #12, #13, #14, and #15**, the GROUP Members of the Board of Directors from the nominees determined by the ad hoc Board of Directors Nomination Steering Committee.

The nominees shall be presented to the Membership at least **14 days** prior to the annual meeting.

- (r) Elections of the Directors of the Corporation shall be by written ballot with one vote per REGULAR, ASSOCIATE or GROUP Member, the result of which shall be determined by a simple majority. Should circumstances arise that would prevent the occurrence of the Annual Business Meeting, elections shall take place via electronic vote of the membership, within thirty (30) days of the date of the cancelled annual business meeting.
- (s) **TERM OF OFFICE:** The term of office for each elected member on the Board of Directors shall be two (2) years. All elected Board of Directors may serve no more than two consecutive two-year terms. Each elected Director shall hold office until his or her successor is duly elected and qualified; or until he or she sooner resigns, is removed, becomes disqualified, or dies. At its discretion, the Board of Directors may terminate the membership of any of its

Board members who misses (by failure to participate either in person or by telephone) four duly called Board of Directors meetings.

- (t) RESIGNATION: Any Director may resign at any time by giving written notice of such resignation to the President of the Corporation, or to the Vice-President of the Corporation if the Board Director resigning is the President. The President or Vice President shall provide notification to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the attorney general.
- (u) VACANCIES: Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Director shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.
- (v) REMOVAL AND SUSPENSION: An officer may be removed or suspended either with or without cause by an affirmative vote of a majority of the Board of Directors who are then in office at any meeting of the Board. Such removal or suspension shall be without prejudice to contract rights, if any, of the person so removed or suspended. Election or appointment as an officer shall not of itself create contract rights.

Section 3.04 Executive Committee

The Executive Committee of the Corporation shall be comprised of the President, Vice President, Secretary/Treasurer, and Immediate Past President of the Corporation. The Executive Committee shall have full power and authority to act on all matters between meetings of the Board of Directors. The following powers to act are NOT within the scope of authority of the Executive Committee *without written authorization* from a majority of the Board of Directors.

- (a) Elect Officers or Board of Directors.
- (b) Fill Officer or Board of Directors vacancies.
- (c) Remove or suspend Officers or Directors from office.
- (d) Change the number of Directors.
- (e) Amend the Corporation's Articles of Organization or Bylaws.

- (f) Hire, terminate, or establish the compensation of the Executive Director/CEO.
- (g) Approve the Corporation's annual budget.
- (h) Change the principal office of the Corporation.
- (i) Authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation.
- (j) Authorize a merger or consolidation of the Corporation.
- (k) Authorize dissolution of the Corporation conforming with IRS rules.
- (l) Initiate a bankruptcy proceeding.

The Executive Committee shall maintain a written record of its official work and report in writing to the full Board of Directors at its next scheduled meeting.

Article IV. MEETINGS

Section 4.01 Meetings of the Board of Directors

The Board of Directors shall meet regularly to conduct the business of the corporation. Regular meetings of the Board of Directors shall be held telephonically at least four times per year, at such date, and times as the Board of Directors determine. In addition, the Board of Directors shall meet in person at a minimum of one time per year. This meeting shall coincide with the Corporation's Annual Business Meeting. Special meetings may be called by the President when deemed necessary.

- (a) NOTICE: Written notice shall be given to the Board of Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by causing such notice to be sent by fax, e-mail, or other means of electronic communication at least forty-eight hours before the meeting to the Board of Directors Member's address as it appears in the records of the Corporation; or
- (b) by providing such notice in person or by telephone at least forty-eight hours before the meeting. However, except as otherwise required by law, the Articles of Organization or these Bylaws, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Board Members have notice of such fixed or scheduled date, time and place.

Section 4.02 Annual Business Meeting of the Corporation

The Annual Business Meeting of the Membership of the Corporation shall be held on such a date and at such place and time as the Board of Directors shall determine. Such a meeting may take place in conjunction with the Corporation's national annual symposium.

(a) NOTICE: Notice of the annual meeting shall be given to Members as follows:

Time of Notice: Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary/Treasurer of the Corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

- 1) Manner of Giving Notice: Notice of a members' meeting or any report shall be given either personally or by mail or other means of written or electronic communication, addressed to the member at the address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the Corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written or electronic communication.
- 2) Contents of Notice: Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.
- 3) Notice of Meetings Called by Members: If a meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph or other electronic

means of communication to the President of the Board, Vice-President or Secretary/Treasurer of the Corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

- 4) **Waiver of Notice of Meetings:** The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

- 5) **Special Notice Rules for Approving Certain Proposals.** If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
 - a. Removal of Directors without cause;
 - b. Filling of vacancies on the Board by members;
 - c. Amending the Articles of Incorporation; and
 - d. An election to voluntarily wind up and dissolve the Corporation

- (b) **AGENDA:** The agenda at the annual meeting should include at a minimum:
 - 1) Approval of the previous Annual Business Meeting minutes
 - 2) President's Report;
 - 3) Corporation's most recent fiscal year's annual report;
 - 4) Secretary/Treasurer's report;
 - 5) Committee Reports;
 - 6) Update on the Corporation's activities not covered by such committee reports;

- 7) The election of officers and other Directors as provided herein.
- (c) **ATTENDANCE, QUORUM AND VOTING:** Forty percent (40%) of the Corporation's REGULAR Members in attendance shall constitute a quorum at all Membership meetings. When a quorum is present, voting shall be by majority vote except as required by law, the Articles of Organization, or these Bylaws. Solely on grounds of insufficient time or information to consider a matter appropriately, voting on any matter may be postponed to a subsequent meeting if one-third (1/3) of all REGULAR MEMBERS agrees to such postponement. Proxy voting is not permitted.
- (d) **ACTION WITHOUT A MEETING:** Action requiring consent or vote may be taken without a meeting. Such consents may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.
- (e) **TELEPHONIC PARTICIPATION IN MEETINGS:** Members of the Corporation or any committee designated by Board of Directors or these Bylaws may participate in a meeting of the Corporation or such committee by means of a conference telephone call if participants in the meeting can hear each other at the same time and participating by such means shall constitute presence in person at a meeting.
- (f) **WAIVER OF NOTICE:** Whenever any written notice is required to be given by these Bylaws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Member of the Board of Directors at a meeting without protest as to notice shall have the effect of waiver of notice.

Section 4.03 Conduct of Meetings

Meetings of members shall be presided over by the President of the Board, or, if there is no President, by the Vice President, or, in the absence of all of these persons, by a substitute Chairperson chosen by a majority of the voting members, present in person. The Secretary/Treasurer of the Corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

Section 4.04 Action by Written Ballot without a Meeting

Any action that may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a Director.

A written ballot may not be revoked after its receipt by the Corporation or its deposit in the mail, whichever occurs first.

Section 4.05 Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

If this Corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this Corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

Section 4.06 Annual Statement of Specific Transactions to Members

This Corporation shall mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year that briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest
- (b) Any Director or officer of the Corporation, or its parent or its subsidiary (a mere common Directorship shall not be considered a material financial interest); or
- (c) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal

year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Corporation provides all members with an annual report according to the provisions of this section of this Article, then such annual report shall include the information required by this Section.

Article V. COMMITTEES

Section 5.01 STANDING COMMITTEES

The Board of Directors may establish standing committees and delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these Bylaws may not be so delegated. The composition and duties of such committees are described in the Policies and Procedures manual.

All committees shall serve at the pleasure of the Board of Directors. Committee members must also be Members; however, no committee member other than a Board Member may exercise a power that may not be delegated to a non-Board Member. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or such rules, its business shall be conducted as nearly as may be in the same manner as is provided in these Bylaws for the conduct of business by the Board Members. Any actions taken or recommendations made by any committee shall be reported to the Executive Committee or the entire Board of Directors no later than the date of either of the Executive Committee or the full Board meeting next occurring after the date of such action.

Section 5.02 Committee Leadership

All standing committees will be co-chaired by the Executive Director of the Corporation and a Corporation member. All member co-chairs shall be appointed by the Board of Directors and hold

current positions on the Board of Directors. Standing Committee chairs may serve up to two (2) consecutive two-year terms, or until a successor is appointed. The Board of Directors shall fill all committee chair vacancies.

Section 5.03 Ad hoc Committees:

Ad hoc committees may be established by the Board of Directors for any purpose and at any time by vote of the Board. Such vote shall include a statement of the purpose of, and authority granted to, such committee. Ad hoc Committees shall automatically terminate upon completion of the task for which they were established and may be terminated or abandoned by vote of the Board of Directors. Ad hoc Committee co-chairs shall be appointed by the same means as the standing committee co-chairs, and shall serve for the duration of such committee.

Section 5.04 Committee Meetings

Each standing and ad hoc committee shall hold meetings no less than three (3) times in a year, with the frequency and location determined by the committee. Notices for these meetings shall be sent to all members of each committee. Annual written reports to the Board of Directors of committee activities shall be developed by the committee chairs and kept and sent to the Executive Director for inclusion in the official records of the Corporation.

Article VI. COMPENSATION and REIMBURSEMENT

No member of the Board of Directors shall receive compensation for serving as such. Members of the Board of Directors may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation including attendance at meetings. All reimbursement for travel, lodging and meals associated with the business of the Corporation to Board of Directors, Committee Members, contractors and vendors will be paid in accordance with policies and procedures.

Article VII. AUTHORIZED PARTICIPATION IN THE CORPORATION

Section 7.01 Membership

Subject to this Article VI and other provisions of these Bylaws, membership participation in the Corporation is open to state Medicaid and CHIP Dental Programs, individuals and groups. Members working to forward the mission of the Medicaid-CHIP State Dental Association are designated as follows:

- (a) *REGULAR Members:* Solely as permitted under these Bylaws, REGULAR members constitute the 50+ state and territorial Medicaid Dental programs, the state and territorial CHIP Dental Programs and/or combination of Medicaid and CHIP Dental Programs. Under these Bylaws, each state/territorial Medicaid and each state/territorial CHIP [or combination] Dental Program shall designate one individual to serve as the state program representative to the Corporation.

REGULAR Membership status shall be so determined in writing by the Executive Director of the Corporation immediately after receipt of either an initial membership application or renewal membership by a State Medicaid Program representative and CHIP Dental Program representative. Representatives of those states holding REGULAR Membership shall be eligible to:

- 1) participate in membership meetings and activities of the Corporation;
- 2) receive mailings and notices;
- 3) participate as committee members of the Corporation;
- 4) participate on the Board of Directors within the Corporation as permitted under these Bylaws; and
- 5) access proprietary information as determined by the Board of Directors.

REGULAR members are eligible to vote, as permitted by these Bylaws.

- (b) *ASSOCIATE Members:* Solely as permitted under these Bylaws, ASSOCIATE members constitute those individuals who request membership status of the Corporation by submitting an ASSOCIATE membership application, and make payment according to the membership structure in place at the time of the initial application or renewal, whichever the case may be, within the enrollment periods as detailed in these Bylaws.

ASSOCIATE Member status shall be so determined in writing by the Executive Director of the Corporation immediately after receipt of either an initial membership application or renewal membership and payment by an individual. ASSOCIATE members shall be eligible to:

- 1) participate in membership meetings and activities of the Corporation;
- 2) receive mailings and notices;
- 3) participate as committee members;
- 4) participate on the Board of Directors within the Corporation as permitted under these Bylaws; and

5) access proprietary information as determined by the Board of Directors.

ASSOCIATE members are eligible to vote for the Director #10 position: *Representative of the Associate Membership*. They are also welcome to speak on an issue at membership meetings, and are encouraged to participate on committees, promote the Corporation, provide financial support and/or volunteer other resources to the Corporation.

(c) GROUP Members: Solely as permitted under these Bylaws, GROUP members constitute a collection of individuals, public or private corporations, agencies or organizations who request membership status of the Corporation by submitting a GROUP membership application and make payment according to the membership structure in place at the time of the initial application or renewal, whichever the case may be, within the enrollment periods as detailed in these Bylaws. GROUP members shall be eligible to:

- 1) participate in membership meetings and activities of the Corporation;
- 2) receive mailings and notices;
- 3) participate as committee members;
- 4) participate on the Board of Directors within the Corporation as permitted under these Bylaws; and
- 5) access proprietary information as determined by the Board of Directors.

GROUP members are eligible to vote for the Director #10 Position: *Group Member Representative*.

Section 7.02 Initial Application for Membership-Open Enrollment

The Corporation will accept an application for initial membership anytime throughout the year.

Section 7.03 Membership Renewal-Enrollment Period

The enrollment period for membership renewal to the Corporation begins July 1, and extends through March 31, of the next fiscal year.

Section 7.04 Membership and Good Standing

A member is considered in good standing when an application has been received and payment has been received in accordance with the Bylaws of the Corporation. All voting Members must be in good standing to be eligible to vote at meeting of the Corporation.

Section 7.05 Quorum

Under these Bylaws (40%) forty percent of the REGULAR Member representatives present in person or by telephone shall constitute a quorum at a meeting of the membership of the Corporation. Forty percent (40%) shall also constitute a quorum at a meeting of the Board of Directors or standing committee.

Section 7.06 Voting Rights

REGULAR MEMBERS: Voting rights within the Corporation are limited to REGULAR members. Each REGULAR Member shall be entitled to one vote on any matter presented for a membership vote so long as that REGULAR member is in good standing with the Corporation, as detailed in these Bylaws. Each REGULAR Member must designate annually one representative to exercise such voting right on the Corporation's initial or renewal application. When a quorum is present, voting shall be by majority vote. Voting by proxy is not permitted.

ASSOCIATE: Voting rights are consistent within the membership category.

GROUP: Voting rights are consistent within the membership category.

Article VIII. INDEMNIFICATION

Section 8.01 Indemnification of Directors and Officers

The Corporation shall to the extent legally permissible and consistent with the Corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former Members of the Board of Directors and officers and any person who serves or has served, at the Corporation's request, a Member of the Board of Directors, Trustee, officer or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, in the case of a person who serves or has served in a

capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Section 8.02 Indemnification of Employees of the Corporation

If authorized by the Board of Directors, the Corporation may to the extent legally permissible and consistent with the Corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former employees or agents ("Agent"), defined to include those employees and agents other than Indemnified Persons as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- (a) by a majority vote of a quorum consisting of disinterested Board of Directors Members;
- (b) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Board Members;
- (c) if there are not two or more disinterested Members of the Board of Directors in office, then by a majority of the Board Members then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Board of Directors Members to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in

the reasonable belief that his or her action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
(d) by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The Corporation's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Corporation or any other person.

Article IX. GENERAL

Section 9.01 Corporate Seal

The corporate seal, if any, shall be in a form determined from time to time by the Board of Directors.

Section 9.02 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September unless otherwise determined by the Board of Directors and appropriate documentation filed with the Secretary of the Commonwealth.

Section 9.03 Receipt and Disbursement of Funds

The Board of Directors shall designate the Executive Director of the Corporation and other such officer or officers who in addition to or instead of the President or Secretary/Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks as the President or Board of Directors may from time to time designate or with such other corporations, firms, or individuals as the Board of Directors may from time to time designate.

Section 9.04 Execution of Documents

Except as otherwise provided by law, the Board of Directors, these Bylaws, the President, Executive Director, or Secretary/Treasurer shall sign for the Corporation all deeds, agreements, and other formal instruments.

Section 9.05 Communication by Facsimile, Electronic Mail or other
Written Means

Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission, electronic mail, or other means of written communication.

Section 9.06 Conflict of Interest

The Members of the Board of Directors and officers of the Corporation owe a fiduciary duty to the Corporation to act in good faith and in a manner that they reasonably believe to be in the Corporation's best interests. This duty of loyalty requires the Corporation's Board Members and officers to exercise independent judgment on behalf of the Corporation, placing the Corporation's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the Corporation shall have and comply with a Conflict of Interest Policy, provided, that such policy shall require Board Members, officers, and key employees to disclose any personal financial interest in a transaction being considered by the Corporation, and that unless the Board of Directors determines that such personal financial interest is immaterial, such Board Member, officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); provided, further, that until such a policy is formally adopted by the Board Members this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the Corporation. The Corporation's Conflict of Interest Policy may, for purposes of consideration by independent Board Members of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

All Board of Directors will submit a signed annual Conflict of Interest Statement.

Section 9.07 Other Policies

The Board of Directors shall adopt other policies as required under law or as determined by the Board Members to be necessary or advisable. Such policies shall include, at a minimum, a document retention policy and a whistleblower policy.

Article X. AMENDMENT OF BYLAWS

Section 10.01 Amendment

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (c) By approval of the Members of this Corporation



Mary E. Foley
Executive Director
Medicaid|Medicare|CHIP Services Dental Association
2 Grove Street
Sandwich, MA 02563

Date: January 31, 2021