

**BYLAWS
OF THE
NATIONAL ASSOCIATION OF DENTAL PLANS®**

Article One

Purpose

1.1 **Mission.** The purposes of the National Association of Dental Plans (hereinafter referred to as "the Corporation") shall be "the mission statement."

This mission statement, as of January 1, 2024 is: NADP's mission is to improve consumer access to affordable, quality dental care through advocacy, research, and the promotion of dental benefits.

This mission statement shall become ineffective when amended by the Board. At that time, the Board may adopt a new mission statement.

Article Two

Membership

2.1 **Eligibility Requirements.** The Corporation shall have voting members (referred to in these Bylaws as "members"), and non-voting members (referred to in these Bylaws "associates"). In addition, the Corporation may have individual members as described in these Bylaws. The Board may develop criteria or policies for each level of membership to clarify issues of eligibility and to assure that members and associates conform to the mission of the Association.

Membership categories, definitions and privileges associated with membership are defined in NADP membership policies. Amendments to these policies are approved the by Board.

2.1.1 **Members.** Members of the Corporation shall be companies that provide or administer dental benefits and

- a. subscribe to and support the Corporation's purposes;
- b. meet the membership criteria as approved by the Board; and
- c. are current in their payment of dues.

Only members can vote on orders of business.

2.1.2 **Common Ownership or Control.** In the event that more than one legal entity among a group of entities that are under common ownership or control, and one or more of these entities meets the eligibility requirements set forth in section 2.1.1, one entity within such group shall be designated as the member of the Corporation. The entity designated as the member within such a group of entities must include enrollment for any and all entities within the group for membership purposes. Policies consistent with this provision may be adopted to speak to specific scenarios not discussed in this provision.

2.1.3 **Associates.** Associates of the Corporation shall be companies, individuals, educational institutions, and other entities that meet criteria below. Associates must:

- a. subscribe to and support the Corporation's purposes;
- b. meet the membership criteria as approved by the Board;
- c. be current in their payment of dues; and
- d. in compliance with applicable regulatory standards.

Associates do not vote on orders of business.

2.1.3.1 **International Organizations.** International organizations are dental benefits plans, similar organizations, & associations based and doing business exclusively outside the United States.

2.1.3.2 **Service Organizations.** Associates of the Corporation shall be legal entities (or divisions or departments of legal entities) which are involved in the dental practice management or dental service industries, e.g. companies providing management support to dentists and dental group practices or companies involved in the administration of dental networks. Such companies may not be involved in the direct provision of dental benefits to employers or individuals.

2.1.3.3 **Supporting Organizations.** Supporting organizations should be legal entities such as partnerships, associations, or other institutions or organizations that are involved in the dental care industry but are not organized dental systems or do not provide dental benefits or services, e.g. companies providing non-dental professional services or dental goods to dental benefits plans (accounting, actuarial, data processing, investment banking, legal, dental supply, manufacturers & pharmaceutical producers).

2.1.3.4 **Individuals.** The Board of Directors may adopt guidelines for the qualification of natural persons, including individuals operating as part of a university program, to be participants of the Corporation. The Board may waive dues for individuals who the Board determines have provided exceptional services to the Corporation over a long period of time. Such persons may not be employed by a dental benefits plan or an organization otherwise qualified as a participant in the supporting organization or associate category.

2.1.3.5 **Dental Schools.** Dental School will be the faculty of a school of dental medicine, school of dentistry or dental college that is part of a university or educational institution of higher learning that teaches dental medicine to prospective dentists and potentially other dental auxiliaries.

2.2 **Application for Membership.** Those desiring membership in the Corporation shall make application to the Board of Directors, or an entity designated by the Board, and shall supply such information as the Board shall require. The Board shall establish criteria for review and acceptance of all applications for membership in the categories outlined in this Article. The Board shall act on any application for which acceptance is in question under established criteria after receiving the recommendation of the Membership Workgroup or its successor.

2.3 **Annual Meeting.** The Corporation shall hold an annual meeting for the purpose of conducting such business as may properly come before the meeting. The Board may determine the date and nature of that meeting, including whether to conduct it in a virtual setting.

2.4 **Regular and Special Meetings.** In addition to the Annual Meeting, special meetings may be held at the discretion of the Board Chairperson or Executive Director. Members may petition the Board Chairperson or Executive Director for a special meeting. The Board will determine whether to convene a special meeting and the time and manner of such a meeting.

2.5 **Place.** Member meetings may be held virtually or in any location determined by the Board.

2.6 **Notice.** Notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called, typically will be delivered to each member not less than five (5) nor more than sixty (60) days before the date of the meeting, or in the case of amendments to these by-laws not less than thirty (30) days before the date of the meeting, or in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by the Chairperson, Secretary, or persons calling the meeting.

2.7 **Fixing Record Date for Voting.** A new voting member organization must be a member on the date of the delivery of the meeting notice in order to vote at Corporation meetings as defined in these Bylaws.

2.8 **Nomination Process.**

- a. Candidates for Directorships shall be nominated only as provided in subsections (b) and (c).
- b. Not less than ninety (90) days before the annual meeting of members, the Chairperson shall appoint a Nominating Committee of no less than three members that is representative of the voting members of the Association. Not less than forty (40) days before the annual meeting of members, the Chairperson shall cause the recommendations of the Nominating Committee as modified, if at all, by the Board of Directors to be delivered to the members. The Nominating Committee will examine Board composition and may choose to solicit particular individuals for Director candidacy based on a desire to increase certain perspectives, backgrounds, or skillsets on the Board.
- c. Not less than forty (40) days before the annual meeting of members, members wishing to nominate candidates for Directorships shall submit to the Corporation in care of the Secretary a nominating petition for each such candidate. Not less than twenty (20) days before the annual meeting of members, the Chairperson shall cause notice of all candidates nominated by petition to be delivered to the members. In the event there are no candidates nominated by petition, no notice to the members in addition to that required under subsection (b) above shall be required and nominations shall be closed to any further action.
- d. Individuals who wish to self-nominate for a Directorship may do so by petitioning the Board Secretary not less than sixty (60) days before the annual meeting. Within two weeks of receipt, the Board, or its delegated Nominating Committee, will consider self-nominations and determine whether the self-nomination will go forward as a Director

candidate. Approved self-nomination candidates will be included with other Director candidates when distributed to members.

- e. Policies consistent with subsections (b), (c) and (d) may be adopted to provide additional detail on the nomination process.

2.9 **Voting.**

- a. Except as otherwise provided in this Section, each member shall be entitled to cast only one (1) vote on each matter submitted to a vote of the members.
- b. Where there are more candidates than Directorships, candidates receiving the greatest number of votes shall, in descending order and to the extent of available vacancies, be deemed elected. If in applying the preceding sentence there are more candidates receiving an equal number of votes than there are vacancies remaining to be filled, the members shall, in accordance with this Section, conduct another vote to fill only those remaining vacancies from among those candidates who had received the equal number of votes.

2.10 **Proxies.** A member entitled to vote may vote in person or by proxy executed in a manner designated by the Board or Executive Director.

2.11 **Quorum.** A quorum of at least 51 percent of members is necessary for votes to be counted on a matter. Proxy votes will be counted toward achieving a quorum. If a 51 percent quorum is not achieved at a corporation proceeding that met all notice requirements and, therefore, must be rescheduled, the Board may establish a lower quorum at the rescheduled proceeding.

2.12 **Procedures.** Except as otherwise provided by law or these Bylaws, Board meetings and the annual Business Meeting should be conducted in a manner generally consistent with procedures described in Robert's Rules of Order. Non-adherence to a specific Robert's Rule of Order will not invalidate a proceeding.

2.13 **Rights, Privileges and Limitations of Members.** The rights and privileges of members shall be those enumerated in these Bylaws and those designated by the Board of Directors in accordance with these Bylaws. Members may not act or speak for, or otherwise represent, the Corporation without the prior authorization of the Board of Directors or Executive Director, and all such actions taken shall be subject to the approval of the Board of Directors. Members may not, directly or indirectly, represent or imply that membership in the Corporation is an endorsement of the Member or the Member's business.

2.14 **Rights, Privileges and Limitations of Associates.** The Board will consider policies proposed by the Membership Workgroup or its successor, regarding the rights and privileges that should be made available to associates, including but not limited to receiving minutes of member meetings, newsletters and other general member communications, attending Corporation conferences and educational programs, supporting and participating in volunteer groups. The Board will adopt those policies it deems appropriate. Adopted policies will be maintained by the Executive Director and periodically reviewed by the Membership Workgroup or at the request of the Board or Executive Director.

2.15 **Removal.** In exceptional circumstances, a member or associate member participating in the activities of the Corporation may take an action or actions that warrants removal from the Corporation.

To remove a member or associate member from the Corporation and all of its activities, the Board must pass a resolution to remove by a two-thirds vote. The Board Chairperson or Executive Director will then provide notice to the removed party within (15) fifteen days of the Board's vote. The removed member or associate member may request an appeal of the Board's decision within (15) fifteen days of notification.

If an appeal is requested, the Executive Director shall convene a three-person Reconsideration Committee, comprised of three former Board members, within (30) thirty days of the appeal. The Reconsideration Committee will seek and review statements from the Board and the removed party and determine whether to uphold or reverse the removal. The Reconsideration Committee will issue its decision in a memo to the Executive Director. The Executive Director will communicate the Reconsideration Committee's decision within (15) fifteen days of receiving the Reconsideration Committee's decision.

Article Three

Directors

3.1 Board of Directors.

- a. The affairs of the Corporation shall be managed by a Board of Directors which may delegate Corporation functions to the Executive Director, establish policies, and take other actions necessary to fulfill the Corporation's mission. The Board of Directors consists of the nine Directors elected according to Section 2.8. Each Director must be a senior executive, officer, or employee of a member.
- b. Director nominees shall be presented at the Annual Meeting of Members and elected by written ballot subsequent to that meeting as outlined by the Board. Directors shall be elected for terms not exceeding three years as established in a succession plan prepared by and ratified by the Board. No Board member shall serve more than two (2) consecutive terms.
- c. The term of all Directors shall begin no later than the first day of January immediately following the annual meeting of the members, held in accordance with the provisions of section 2.3 of these Bylaws, at which the Director was elected.
- f. The Board, at its discretion, may establish ex-officio and adjunct positions, to support the Board. Such individuals are not subject to election by members but their appointment does require a documented Board motion and vote. Such individuals do not vote on Board matters but may attend Board meetings at the request of the Board and may provide counsel to the Board prior to it voting. The tenure of such individuals is determined by the Board.

3.2 Selection of Board Officers. The Board will hold an annual meeting for the purpose of selecting Board officers under a procedure determined by the Board for the upcoming calendar year.

3.3 **Regular and Special Board Meetings.** The Board shall hold a minimum of three regular and/or special meetings on such dates as the Board Chairperson or Executive Director determines. Meetings will be conducted in-person or virtually, as determined by the Board Chairperson or Executive Director. Virtual attendance at in-person meetings may be permitted for cause when specifically approved by the Board Chairperson or Executive Director.

3.4 **Place.** Meetings of the Board of Directors shall be determined by the Chairperson or Executive Director.

3.5 **Quorum/Voting/Manner of Attendance.** A majority of the Directors must be in attendance to constitute a quorum. The Board cannot conduct business without a quorum. The Board may establish policies relating to participation in the regular and special meetings of the Board.

3.6 **Notice.** Notice stating the place (if to be held in person), date and time of Board meetings will be delivered to Board members not less than fifteen (15) days before the meeting. Under exceptional circumstances, the Board Chairperson or Executive Director may call for a Board meeting with less than fifteen (15) day notice; virtual participation will be permitted when fifteen-day notice is not given.

3.7 **Vacancies.** Any vacancy occurring in the Board of Directors other than by an increase in the number of Directors may be filled by the Board, and the Director so designated shall continue in office for the unexpired term of his or her predecessor. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the members.

3.8 **Removal.**

- a. One (1) or more of the Directors may be removed for cause (e.g., not upholding professional standards, criminal conviction or sanction, adverse media attention). Cause will be determined by a vote of two-thirds (2/3) of the Directors present and voted, provided that notice of the meeting and its purpose to vote upon the removal of one or more named Directors named has been delivered to all Directors. Only the Director(s) named in the notice may be removed at the meeting.
- b. The NADP Executive Director serves at the pleasure of the Board and direction of the Board Chairperson. Member feedback on Executive Director performance to the Board is encouraged. The Executive Director may be removed by a two-thirds Board vote in a manner consistent with terms in the Executive Director's contract with the Corporation.
- c. Directors are expected to attend all Board meetings and will provide notice to the Board Chairperson and Executive Director when that is not possible. The NADP Executive Director will track attendance at Board meetings. If a Director fails to attend two or more meetings within any 12-month period, the Executive Director may ask the Board to consider removing the Director from the Board. The Board may remove the Director for absences consistent with (a).

3.9 **Committees-Volunteer groups.**

3.9.1 **Board Committees.** The Board may establish standing or ad hoc committees to consider and execute the Board's and Corporation's business. Committees will conduct themselves based upon procedures established by the Board or the Committee. The purpose and composition of Board Committees will be made available to members. Members may communicate concerns directly with the Chairperson of a committee.

3.9.2 **Executive Committee.** The Corporation shall have an executive committee, consisting of the Chairperson, Vice Chairperson, Treasurer and Secretary of the Corporation, which shall, except as otherwise specified by the Board of Directors or restricted by these Bylaws, exercise the authority of the Board of Directors when the Board is not in session. The immediate past Chairperson shall serve ex officio without voting privileges.

3.9.3 **Volunteer groups.**

- a. The Board of Directors may establish volunteer groups to advance the Corporation's work on a given topic. Subject to restrictions deemed necessary by the Board, Volunteer groups may include officers, employees, or agents of members and associates. Volunteer groups execute the charges given them by the Board of Directors. All work products developed by the Volunteer group are the property of the Corporation. Volunteer groups do not exercise the authority of the Board and are not empowered to bind the Corporation to any action. Volunteer groups may draft policies or make recommendations for the Board's consideration and may request the opportunity to discuss these draft policies and recommendations with the Board.
- b. In general and except under extenuating circumstances, Workgroup Chairperson and Vice Chairperson tenures should be limited in order to facilitate new ideas and leadership. Workgroup Chairs and Vice-Chairs serve at the pleasure of the Board and the Board will, as needed, counsel Workgroup Chairs and Vice-Chairs regarding their tenures and the need for new leadership. When necessary, the Board may remove a Workgroup Chair or Vice-Chair. The Board may appoint new leadership or direct the Executive Director to engage the Workgroup in selecting new leadership.
- c. For Volunteer groups with Chairpersons or Vice Chairpersons who have served more than three years as of the date of enactment of these Bylaws, that Chairperson or Vice Chairperson may serve in the position for up to one (1) additional year. This additional year may be further extended per (b).
- d. Certain volunteer groups may be established with a limited number of volunteers. In such cases, the Board may choose to limit service on this volunteer group if other eligible volunteers, consistent with (a), have not been allowed to participate in that volunteer group.
- e. The Board of Directors may establish and dissolve volunteer groups as it deems appropriate and will establish policy with regard to Associate participation on volunteer groups. In absence of permission from Board Chair or Executive Director, Associates cannot participate as Chair or Vice Chair of a volunteer group.

3.10 **Officers.**

3.10.1 **Number of Officers.** The Corporation shall have the following officers chosen by the Board of Directors from those serving as Directors: Chairperson, Vice Chairperson, Treasurer and Secretary. The Corporation may employ an Executive Director. Two (2) or more offices may be held by the same officer except that the Chairperson may not hold any other office.

3.10.2 **Election and Term of Office for Officers.** The officers of the Corporation, other than the Executive Director, shall be elected annually by the newly elected Board of Directors. Vacancies or new offices may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor is elected to serve or until death or until resignation or removal in the manner provided in these Bylaws. All newly-elected officers' terms shall begin no later than January 1 of each year.

3.10.3 **Duties.**

- a. Chairperson. The Chairperson shall preside at all meetings of members of the Corporation and of the Board of Directors, and shall perform such other duties as may from time to time be delegated by the Board of Directors.
- b. Vice Chairperson. In the absence of the Chairperson or in the event of death, inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall also perform such other duties as may be assigned by the Chairperson or the Board of Directors.
- c. Treasurer. The Treasurer shall assure the management of funds is within the financial policy established by the Board; serve as Chairperson of the Budget Committee; and may review all expenditures of the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.
- d. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Corporation, make service of such notices as may be necessary or proper, and discharge such other duties as may be prescribed from time to time by the Board of Directors.
- e. Executive Director. The Executive Director shall have such duties and responsibilities as the Board of Directors shall specify. The Executive Director may represent the Corporation subject to parameters and direction determined by the Board. The Executive Director reports to the Board Chairperson.

3.10.4 **Removal of Officers.** Any officer may be removed for cause by the affirmative vote of two-thirds (2/3) of the Board of Directors. Cause is determined by the Board. Election or appointment of an officer shall not of itself create any contract rights.

Article Four

(Article Four shall be held for future use.)

Article Five

Loans and

5.1 **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Article Six

Dues and Related Entities

6.1 **Establishment of Dues.** The Board of Directors shall determine the amount of dues and assessments payable by all categories of members. The Board of Directors shall define the basis for dues for all categories of membership established under Article Two of these by-laws.

6.2 **Related Entities.** At the recommendation of the Executive Director, the Board of Directors may choose to establish related legal entities to the Corporation subject to their own governance and funding. The Corporation's assets, including the Executive Director, may be shared with the related legal entity subject to approval of the Board.

Article Seven

Miscellaneous

7.1 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

7.2 **Prohibitions and Dissolution.**

- a. No part of the net earning of this Corporation shall inure to the benefit of any member, Director or private individual.
- b. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

7.3 **Delivery of Notice.** Unless otherwise provided by law, for purposes of these Bylaws, "delivery" of notice shall include (i) facsimile transmission of the notice to the Member or Associate at the facsimile number last furnished to the Corporation by the Member or Associate and (ii) electronic mail transmission of the notice to the Member at the electronic mailing address last furnished to the Corporation by the Member or Associate with delivery confirmation receipt.

7.4 **Amendment to Bylaws.**

- a. The Board may establish a procedure for periodically reviewing the Bylaws, considering potential Bylaw amendments proposed by members, and recommending Bylaw amendments to members.
- b. Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any meeting of the members at which a quorum is present by a vote of two-thirds (2/3) of the members present. Before such a vote is taken members will typically be provided with ample opportunity (not less than 30 days) to consider proposed Bylaws changes, which will be sent no later than the meeting notice. If less than 30 days notice and review is given, a vote to revise the Bylaws can only occur if a quorum is achieved and two-thirds (2/3) of present members first vote to affirm that adequate time to consider revisions was provided.