

Article I: Name, Location and Purpose

1. Name

The name of the organization is the "Organization for Safety, Asepsis and Prevention (OSAP)," a nonprofit Association incorporated in the State of Colorado.

2. Location

The principal office of the Association is located in the State of Maryland.

3. Purposes

The Association will:

- A. Provide members and others with opportunities for dialogue, research, education, advancement and improvement of all aspects of infection prevention and patient and provider safety in oral healthcare settings through meetings, seminars, communications, publications and other programs and activities;
- B. Promulgate policies and conduct activities for the safe and infection-free delivery of oral healthcare worldwide.

4. Restrictions

All policies and activities of the Association shall be consistent with:

- A. Applicable international, federal, state and local antitrust, trade regulation or other legal requirements; and
- B. Applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II: Membership

1. Membership Qualifications

Membership in the Association is available to persons or entities interested in any aspect of infection prevention or patient and provider health and safety.

2. Membership Categories

Categories of membership of this Association shall consist of Individual/Web, Professional Practice, Associate, Academic, Student, Corporate, and Honorary.

A. Individual/Web Members

Individual/Web Members shall be limited to persons with an interest in infection prevention and/or health and safety and who pay regular dues. They may be employed in such settings as clinical practice, academic institutions, hospitals, military institutions, consulting practices and governmental agencies. Individual Members may serve as directors and hold office.

B. Professional Practice Members

Professional Practice Members include dental and dental laboratory practices, other healthcare practices and infection control consulting practices. There are several types of Professional Practice Memberships based upon the total number of practices employed. Professional Practice Members have one vote per membership and any in the employ of a Professional Practice Member may serve as a director and hold office.

C. Associate Members

Associate Membership is open to not-for-profit organizations and oral health charities. Associate Members have one vote and any in the employ of the Associate Member may serve as directors and hold office.

D. Academic Members

Academic Membership is open to any educational institution serving those in the oral healthcare community. There are several types of Academic Memberships based upon the number of participating faculty per institution. Academic Members may have one vote and any in the employ of the Academic institution may serve as a Director and hold office.

E. Corporate Members

Corporate Members shall include companies involved in manufacturing and/or distribution of infection prevention and/or health and safety products or services and who pay regular dues. Corporate Members may have one vote and any in the employ of the Corporation may serve as a Director and hold office.

F. Student Members

Students attending a dental assisting, dental hygiene or dental laboratory program on a full-time basis; or graduate level students attending a dental or medical institution on a full-time basis are qualified to join OSAP as Student Members. Student Members will receive all web membership privileges and may participate in the same OSAP functions and activities as do regular members, but may not serve as directors.

G. Honorary Members

Honorary Members are persons who have made extraordinary contributions to the advancement of infection prevention and safety or other pursuits allied with and beneficial to patient and provider safety. Honorary Members may vote or hold office if otherwise eligible for active membership.

3. Applications for Membership

All applicants for membership (except Honorary Membership) must complete the appropriate application form provided by the Association and submit the application to the principal office of the Association.

4. Admission of Members

Admission to membership, with the exception of Corporate and Honorary Membership, is by completion of the appropriate membership application form and payment of the appropriate dues.

Admission of Corporate Members is by completion of the corporate membership application, payment of the appropriate fees and dues, and a three-fourths vote of the Board of Directors.

Honorary Members are persons who shall be elected for life by unanimous vote of the Board of Directors. No dues shall be required of Honorary Members.

5. Resignation

Any member may resign by filing a written resignation with the principal office of the Association; however, resignation does not relieve a member from liability for dues accrued and unpaid as of the date of resignation.

6. Expulsion

Any member may be expelled for adequate reason by a three-fourths vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership are presumed to be adequate reasons for expulsion and do not require advance notice to the member and deliberation by the Board of Directors.

Any member proposed for expulsion for another reason shall be given advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and shall receive final written notice of the Board of Directors' decision.

Article III: Dues

1. Dues

Dues and admission fees shall be established and maintained by the Board.

2. Delinquency

Any member of the Association who is delinquent in dues for a period of ninety (90) days forfeits all rights and privileges of membership and may be expelled.

3. Refunds

No dues will be refunded.

Article IV: Board of Directors

1. Responsibility

The Board of Directors shall represent the interests of its members. This Board shall actively maintain the direction of the Association, its committees, publications, educational programs, products and policies and have a close liaison with its Foundation.

2. Composition

The Board of Directors shall consist of a minimum of ten members with a balance between corporate and non-corporate representation. The members shall comprise five Office Holders including Chairman, Vice-Chairman, Secretary, Treasurer, Immediate Past Chair; and at least five Directors at large.

The Executive Director of the Association serves as an ex-officio advisor to the Board of Directors, and attends all Board meetings.

3. Manner of Election and Term

Directors shall be elected by a vote of OSAP members present at the Annual Meeting in conformance to the organization's written policies. Each member shall have one vote and voting will be by a show of hands unless a secret ballot is proposed by a member and agreed by a majority of those present.

The Term of Office for Directors is three (3) years.

4. Term Limits

Directors may be re-elected, but may not serve more than two (2) consecutive terms. After at least one (1) year off the Board, a member otherwise qualified to serve may be nominated to the Board and is subject to a new two (2)-term limit.

5. Nominations

The Nominating Committee, acting in accordance with Article VII, Section 2.A., of these Bylaws, shall present to the Board of Directors a minimum of one nomination for each seat on the Board which is vacant or is about to expire. Nominations for such vacancies will also be invited from the general membership. Such nominations must conform to the criteria described in the written policies which are updated annually by the Board.

6. Meetings of the Board of Directors

A regular meeting of the Board of Directors shall be held no less than two (2) times during each administrative year at such time and at such place as the Board of Directors may prescribe. Additionally, regular conference calls may be conducted at the discretion of the Chairman. Notice of all such meetings shall be given to the Board of Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board of Directors may be called at the request of any three (3) members of the Board of Directors, by notice mailed, delivered, telephoned, faxed or emailed to each member of the Board of Directors not less than seventy-two hours before the meeting is held.

7. Absences

Any Board member who shall have been absent from two (2) consecutive meetings (including conference calls) of the Board during a single administrative year shall automatically be reviewed for potential removal from the Board. However, the Chair shall consider each absence as a separate circumstance and may expressly waive such absence.

8. Quorum

A quorum shall consist of a majority of the members of the Board of Directors.

9. Voting

Voting rights of the Board of Directors shall not be delegated to another, nor exercised by proxy. Each Board member shall be entitled to one (1) vote except the Chairman who shall only vote in a tie situation.

10. Voting by Mail, Fax or Email

Action taken by a mail, fax or email ballot of the members of the Board of Directors, in which at least a simple majority of such Board of Director members, in writing, indicating themselves in agreement, shall constitute a valid action of the Board of Directors if reported at the next regular meeting of the Board of Directors.

11. Vacancies and Removal

Vacancies in any elected office may be filled for the balance of the term by the Board. At its discretion by a two-thirds vote of all of its members, the Board of Directors may remove any officer or director from office.

If a Corporate Director resigns from their OSAP member company, they may retain their Board membership provided they (a) join another company that is already an OSAP corporate member or immediately initiates the application process, or (b) join in another category of membership.

12. Compensation

Directors shall not receive any stated salaries for their services as directors, but nothing herein contained shall preclude any director from serving the Association in a capacity other than that of a director and receiving compensation therefore, as determined by the Board of Directors, for services rendered in that other capacity, nor shall it preclude reimbursement for approved expenses.

13. Conflict of Interest/Disclosure

Directors shall at least annually declare their other professional interests. If a Director of the Board is aware that the Association is about to enter into any transaction directly or indirectly with any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Association of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Association, and (c) not participate in any vote on the decision to enter into such transaction.

Article V: Officers

1. Elected Officers

The elected officers of this Association shall be a Chairman, a Vice Chairman, a Secretary, and Treasurer to be elected by a majority vote of the Board of Directors immediately after the Annual Membership Meeting, and to serve until their successors have been duly elected and assume office. The Immediate Past Chair is not an elected position, and

therefore is not subject to a vote. It is preferred, but not required that the Chairman alternate between Non-corporate and Corporate members.

2. Qualifications for Office

Any Director in good standing shall be eligible for nomination for an elected officer position of the Association with the exception of Directors who are completing the last year of their second successive term of office.

3. Term of Office

Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year, or until a successor is duly elected and qualified. The Secretary and the Treasurer may be re-elected to their positions. Directors elected to the position of Vice Chair shall automatically succeed to the Chair, and then to the Immediate Past Chair positions regardless of whether or not they have less than three years remaining in their second successive term.

4. Duties

The officers perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. The Vice-Chairman will deputize for the Chair as and when necessary. The Treasurer is the financial officer of the Association and the Secretary is the recorder of the meeting proceedings. The Executive Director, appointed or terminated by the Officers, per agreement with both the Association and Foundation Boards of Directors, is the Association's chief employed administrative officer. Specific duties of the Executive Director are delineated in an employment contract.

5. Vacancies – Removal

Vacancies in any elected office may be filled for the balance of the term thereof by the Board at any regular or special meeting. The Board, at its discretion by a two-thirds vote of all of its members, may remove any Director from office for cause.

Article VI: Meetings

1. Annual Membership Meeting

The Association holds an annual meeting of the membership at the place and on the date that the Board determines. This will normally be during the Association's Annual Symposium. At least 30 days before the date set for the Annual Membership Meeting the Agenda will be sent to members. The Agenda must include a Report from the Board of Directors (including a financial report) and a slate of nominees for vacant positions on the Board of Directors.

2. Special Meetings

Special meetings of the Association's regular membership may be called by the Board at any time.

3. Notice

The Board must give Association members reasonable notice of all annual and special meetings.

Article VII: Committees

1. Executive Committee

The Executive Committee is composed of the Officers of the Association. The Executive Committee may meet between meetings of the Board to conduct the business of the Association. All decisions taken by the Executive Committee shall be reported promptly to the Board.

2. Standing Committees

The organization shall maintain two standing committees.

A. Nominations

The Nominations Committee is composed of a chair who should previously have served on the Nominations Committee and no more than four OSAP members who should be representative of OSAP's constituencies. The Nominations Committee shall obtain Board input on the specific governance needs and develop a recruitment plan to deliver a slate of nominees no later than 30 days before the Annual Membership Meeting in conformance to the organization's written policies.

B. Finance

The Finance Committee shall be a joint committee with the Foundation composed of the Treasurer who shall serve as committee chair and no more than four OSAP members who shall be representative of OSAP's constituencies. The Finance committee shall serve as the Organization's Audit Committee, shall oversee the annual budget process and shall engage in other financial oversight activities as proscribed by the Board.

3. Other Committees

The Chairman shall appoint such other committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these Bylaws and the duties of any such committees shall be proscribed by the Board upon their appointment.

All OSAP-appointed workgroups shall be instructed at the time of their appointments as to the nature and scope of their work.

Article VIII: Use of Name and Logo

1. Reference to the OSAP Name

OSAP members in good standing are encouraged to reference OSAP in lectures, seminars, or other programs and presentations. Any OSAP publications utilized in such presentations must receive written approval via the OSAP Reprint Request Form signed by the Executive Director.

2. Use of the OSAP Logo

Members are encouraged to feature the OSAP logo in their literature. However, use of the OSAP logo shall not be used to endorse or indicate approval of any company or products. It can only be used to indicate membership in the Association. Any member using the OSAP logo must review and conform to the logo guidelines.

Article IX: Use of Funds

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article X: Indemnification

The Association shall indemnify its officers, directors, employees and agents to the extent permitted by the laws of the State of Maryland (or federal law should such law allow for greater protection for such individuals), provided that such indemnification does not constitute an act of self-dealing, as defined in Section 4941(d) or a taxable expenditure under Section 4945(d) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue laws. The Association shall purchase and maintain insurance on behalf of any such officers and directors against any liabilities asserted against such persons whether or not the Association would have the power to indemnify such officers and directors against such liability under the laws of the State of Maryland.

Article XI: Books and Records

1. Books and Records

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office of the Association a record giving the names and addresses of the members of the Board of Directors entitled to vote. All books and records of the Association may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time.

2. Fiscal Year

The fiscal year of the Association shall be July 1 through June 30 in each year, or such other date as may be set by the Board of Directors.

Article XII: Relationship of the OSAP Association to the OSAP Foundation

The OSAP Foundation is a supported organization of the Association. The purpose of the Association is to create and disseminate programs to advance dental infection prevention and patient and provider safety around the world. The Foundation's role is to augment and expand the Association's ability to provide information and education by raising funds from the healthcare industry, private sector businesses, foundations and government bodies. The Foundation has its own Bylaws and Board of Directors. However, the Association and Foundation maintain one joint Board position. This joint position is designed to facilitate communication and improve the effectiveness of both organizations.

Article XIII: Rules of Order and Dispute Resolution

The rules contained in *The Standard Code of Parliamentary Procedure* by Sturgis, or as it may be amended from time to time, shall govern OSAP's meetings in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

Procedural disputes shall be resolved by the Chairman of the Association. All other disputes between and among the Association, its directors and officers relating to the management of the Association or the application of these bylaws shall be resolved exclusively by arbitration in Anne Arundel County, Maryland according to the rules then in effect of the Judicial Arbitration and Mediation Services (JAMS). The arbitrator may award attorneys' fees and costs to the prevailing party in any such arbitration.

Article XIV: Amendments

These Bylaws may be amended or repealed by a two-thirds vote of the Board of Directors at any meeting of the Board of Directors duly called and regularly held, notice of such proposed changes having been sent in writing to the Board of Directors thirty (30) days before such meeting.

Certificate

The undersigned Therese M. Long, MBA, CAE, the Executive Director of the OSAP Association, hereby certifies that this document is a true, correct and complete copy of the Bylaws of the Association as adopted by the Board of Directors of the Association.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand, all as of the 10th day of January 2014.

