

1 **California Dental Association**
2 **General Operating Principles of Councils, Committees, Task Forces**
3 **and the Board of Managers**

4 Revised November 2011

5
6 I. INTRODUCTION

7
8 The following rules shall apply to all councils, committees, task forces and the board of managers of the
9 California Dental Association (CDA). The relevant provisions of the bylaws governing these bodies are
10 referenced herein.

11
12 II. DEFINITIONS

13
14 A. Councils

15
16 Councils are established by the House of Delegates (house). Councils serve at the direction of the Board of
17 Trustees (board) and house. Trustees are excluded from membership on a council, except as otherwise
18 noted in the bylaws. (Bylaws, Chapter VIII)

19
20 B. Standing Committees of the Board

21
22 The standing committees of the board shall be established by and serve at the direction of the board. With
23 the exception of the Audit Committee, the composition is exclusively trustees and officers. (Bylaws,
24 Chapter IX)

25
26 C. Standing Committees of the Association

27
28 The standing committees of the association shall be established by the house and serve at the direction of
29 the board and house. The composition may include at-large members, trustees and representatives of other
30 organizations as specified in the bylaws. (Bylaws, Chapter X)

31
32 D. Committees of the House

33
34 The committees of the house shall be established by and serve at the direction of the house. The
35 composition is delegates and officers of the house. (Bylaws, Chapter IV, Section 110)

36
37 E. Special Committees

38
39 Special committees are established by the president or the house and serve at the direction of the board or
40 the house. The composition includes CDA members based on specific expertise or other criteria dependent
41 upon the nature of the committee. A special committee may serve until adjournment *sine die* of the next
42 annual session of the house. (Bylaws, Chapter XI)

43
44 F. Task Forces

45
46 Task forces serve in an advisory capacity and may be established by the president, board or house. The
47 purpose of a task force is to complete a specific project. A task force may include individuals who are not
48 members of the association. The president shall appoint members of a task force based on specific expertise
49 and relationships with other volunteer groups as appropriate to the project. A task force may serve until
50 adjournment *sine die* of the next annual session of the house.

51
52 G. Board of Managers

53

54 The Board of Managers (BOM) is established by the house and serves at the direction of the board and
55 house. The BOM manages the development and implementation of all scientific sessions. (Bylaws, Chapter
56 XIII)

57
58 H. Subcommittees/Workgroups

59
60 Each council, committee, task force and BOM may establish subcommittees and workgroups in accordance
61 with its needs. Upon appointment, a list of such groups shall be reported to the CDA secretary. The
62 structure and composition of each group shall be reported to the executive director upon its establishment.
63

64 1. A subcommittee is established by a council, committee, task force or BOM and serves at the direction
65 of that body. A subcommittee is comprised of members of that body. Subcommittees may include
66 panels.
67

68 2. A workgroup is established by a council, committee, task force or BOM chair or staff and serves at the
69 direction of that body. A workgroup may include members, non-members and staff. The purpose of a
70 workgroup is to serve as a consultant to staff or a council, committee, task force or BOM regarding an
71 issue at the discretion of its overseeing body.
72

73 **III. MEMBERSHIP ON COUNCILS, COMMITTEES, TASK FORCES AND THE BOARD OF**
74 **MANAGERS**

75
76 A. Eligibility

77
78 All members of councils, committees, task forces or BOM must be in good standing and belong to a
79 membership category that includes the privilege to hold office and meet any other eligibility requirements
80 identified in the bylaws for those positions. Task forces may include members not otherwise privileged to
81 hold office. (Bylaws, Chapters II, VIII, X, and XII)
82

83 B. Appointment and Election

84
85 The bylaws, General Operating Principles of the Board of Trustees (GOP BOT), and General Operating
86 Principles of the House of Delegates (GOP HOD) shall together specify the nomination and election or
87 appointment process for council, committee, task force and BOM members.
88

89 C. Ex officio Members

90
91 The president, speaker, editor and executive director are *ex officio* members of all councils and committees
92 except Nominating, Volunteer Placement and Audit. Except as otherwise noted in the bylaws, these officers
93 are not counted for the purposes of computing a quorum nor do they have the right to vote. (Bylaws,
94 Chapter VI, Section 90 and Chapter VII, Section 40)
95

96 D. Chair/Vice Chair

97
98 1. Chair: One member of each council, committee, task force and BOM shall be appointed chair
99 annually by the president with the approval of the board. (Bylaws, Chapter VIII, Section 40)
100

101 2. Vice Chair: One member of each council, committee and task force or BOM may be elected annually
102 by majority vote of the council, committee, task force or BOM to serve as vice chair.
103

104 In the absence of the chair and vice chair, a council, committee task force or BOM shall designate one of
105 its members to serve as chair *pro tem* for the duration of that meeting.

106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156

E. Other Participants

1. Consultant: A council, committee, task force or BOM may appoint a consultant, who shall be an individual hired by CDA to assist with a project or issue on the basis of technical qualifications. A consultant may attend meetings at the request of the chair. (Bylaws, Chapter III, Section 50)
2. Advisor: A council, committee, BOM or the president may appoint an advisor, who shall be a volunteer who will provide guidance on the basis of technical qualifications. An advisor may attend meetings at the request of the chair. (Bylaws, Chapter III, Section 50)
3. Liaison: A council, committee or BOM may request a liaison be appointed by the president in consultation with the chair. The president may also appoint a liaison at his or her discretion. A liaison shall be invited to participate in council, committee or BOM activities because of his or her membership in another group for the purpose of providing perspectives and facilitating communications between the groups.
4. Guest: A council, committee, task force or BOM may request a guest be appointed by the president in consultation with the chair. The president may also appoint a guest at his or her discretion. A guest shall be invited to participate in council, committee, task force or BOM activities because of his or her affiliation with another group or population with the purpose of providing perspectives without the expectation of reporting to the affiliated group or population.

F. Communication

Prior to its distribution, any communication provided from a consultant, advisor, liaison or guest to another group shall be approved by the chair.

G. Voting

A consultant, advisor, liaison or guest does not have the right to vote.

H. Workgroup/Subcommittee

A consultant, advisor, liaison, or guest may participate in a workgroup or subcommittee.

I. Terms

The term of an advisor, liaison or guest shall expire annually at the adjournment *sine die* of the next annual session of the house.

IV. MEETINGS

A. Regular Meetings

Each council, committee, task force and BOM shall hold at least one meeting annually. All meetings shall be held in a single location or by other means whereby all members can communicate concurrently with one another, in accordance with applicable law.

B. Special Meetings

157 Special meetings of a council, committee, task force or BOM may be called at any time by the chair or
158 upon request of a majority of the members of that group provided at least four days notice by mail or 48
159 hours notice delivered personally or by telephone, including a voice messaging system or by electronic
160 transmission. Only items that have been noticed shall be considered at a special meeting.

161

162 C. Agenda

163

164 It shall be the duty of the chair to prepare the agenda for meetings and to send copies in advance to all
165 members of the council, committee, task force or BOM.

166

167 D. Roll Call

168

169 An official roll call shall be taken at all meetings and reported in accordance with the bylaws. (GOP BOT,
170 Chapter VII, Section C)

171

172 E. Quorum

173

174 A majority of the voting members of any council, committee, task force or BOM shall constitute a quorum.
175 (Bylaws, Chapter VIII, Section 90)

176

177 F. Voting

178

179 A majority of the votes cast of any council, committee, task force or BOM shall be required to take action
180 unless otherwise provided in the bylaws or *The Standard Code of Parliamentary Procedure* (Sturgis), latest
181 revised edition. (Bylaws, Chapter VIII, Section 90)

182

183 G. Minutes

184

185 It shall be the duty of the chair to record the minutes of all meetings and to provide copies to all members
186 of the council, committee or BOM before the next meeting. The minutes shall be approved at the next
187 meeting. Minutes of all meetings shall be posted on the CDA Website upon approval. (GOP BOT,
188 Chapter I, Section 1.H.)

189

190 H. Closed Session (GOP BOT, Chapter IV)

191

192 A closed session is any meeting or portion of a meeting of the council, committee, task force or BOM with
193 limited attendance in order to consider a confidential matter. In a closed session, attendance is limited to
194 members. The council, committee, task force or BOM may invite any other persons to remain during
195 closed session by a majority vote and with the advice of legal counsel. Any member who breaches
196 confidentiality shall be in violation of the CDA Code of Ethics and is subject to discipline. The four
197 subject areas appropriate for a closed session are:

198

199 1. Legal Matters: Confidential communications between clients and attorneys require closed session in
200 order to maintain attorney-client privilege. Such matters could include litigation, strategy or reports on
201 lawsuits and contract terms.

202

203 2. Personnel Matters: It is appropriate to exclude staff from a discussion of personnel matters when such
204 discussions involve evaluation of performance or other material that would be inappropriate to discuss
205 with staff members present.

206

207 3. Business Secrets: Discussion of information about business practices (for example, setting insurance
208 product rates, or discussing trade secrets) may require closed sessions.

209
210 4. Other Occasions Calling for Closed Session: The three instances outlined above cover most situations
211 in which a closed session might be necessary. From time to time, however, sensitive material may arise
212 that should not be widely publicized. Councils, committees, task forces and BOM should be guided by
213 a sense of discretion in determining what information should be made public and what information
214 should remain confidential. Although the general rule is that proceedings should be characterized by
215 openness rather than secrecy, there will always be times in which members must decide to maintain
216 certain information in confidence. (GOP HOD, Chapter IV, Section N)

217
218 **V. MISSION STATEMENTS**

219
220 The board may assign duties to each council, committee, or BOM in addition to those described in the bylaws
221 for that group. Mission statements shall be approved by the board. Mission statements for each council,
222 committee or BOM are:

223
224 Audit Committee: To assist the board in fulfilling their oversight responsibilities by reviewing the systems of
225 internal controls that management and the Board of Trustees have established, as well as audited financial
226 statements and the audit process. The committee shall have the power to conduct or authorize investigations
227 into any matters within the committee's scope of responsibilities. The committee shall retain independent
228 counsel, auditors or others to assist in the conduct of the investigation upon funding approval by the Board of
229 Trustees. (Statement of purpose per Resolution 38-2008-H)

230
231 CDA Presents Board of Managers: To produce two preeminent CDA Presents per year for the dental community
232 and to assist the association in achieving its goals by working with other councils and committees as well as
233 provide expertise in the development of CDA's educational programs. (Adopted by the CDA Presents Board of
234 Managers per Bylaws, Chapter XIII, Section 30)

235
236 Committee on the New Dentist (CND): To identify and address the needs and issues facing new dentists, assist
237 in the transition from graduate to new practitioner, encourage and promote membership, involvement and
238 active participation of new dentists in organized dentistry, serve in an advisory role on issues affecting new
239 dentists, and promote the perspectives of the new dentist on councils, committees, and task forces as appointed
240 by the president. (Resolution 10RC-2008-H)

241
242 Committee on Volunteer Placement: To recommend the best candidates for available leadership positions and
243 seek to improve the application and review procedures. (Resolution 24S1-2009-H)

244
245 Council on Endorsed Programs: To identify, evaluate and monitor quality programs and services that enhance
246 the value of California Dental Association membership. (Resolution 14-2005-H)

247
248 Council on Membership: To assess the needs of all California dentists and to address those needs through the
249 development, coordination and implementation of programs designed to promote the success, health, welfare
250 and diversity of CDA membership. To this end, the council undertakes activities intended to maximize the
251 accessibility, usefulness and relevance of CDA's services, programs and membership benefits, which in turn will
252 enhance membership recruitment and retention efforts. (Resolution 12-2002-H)

253
254 Council on Peer Review: To ensure that the public and profession have access to an objective, professional
255 review of disputes concerning the quality and/or appropriateness of dental care via the statewide peer review
256 system. (Resolution 13-2002-H)

257
258 Finance Committee: To monitor the California Dental Association's financial assets and liabilities, to oversee
259 the preparation of accurate and meaningful financial records for the association, and to communicate such to
260 the Board of Trustees and the House of Delegates as those entities shall require. (Resolution 29RC-1999-H)

261
262 Government Affairs Council: To support and advance the interests and the strategic plan of CDA by
263 implementing CDA policy through state legislation, regulation, or administrative action, and to raise the
264 profile and level of understanding of the dental profession in these arenas. (Resolution 16RC-2005-H)

265
266 Interdisciplinary Affairs Committee: To seek information from and to advise the association on issues of
267 interest to general and specialty dentists and to CDA and specialty organizations. (Resolution 17RC-2011-H)

268
269 Judicial Council: The mission of the Judicial Council is the promotion and maintenance of high ethical
270 standards within the dental profession; development and uniform enforcement of a viable and legally
271 enforceable *Code of Ethics*; and interpretation and enforcement of the *Code of Ethics* on behalf of the
272 association, components, individual members and the public. (Resolution 24-1999-H)

273
274 Leadership Development Committee: The mission of the Leadership Development Committee is to meet
275 current and future needs of the association by recruiting potential leaders from the broadest base of
276 membership and providing quality educational opportunities for members to develop skills to become effective
277 leaders in organized dentistry. (Resolution 18-2010-H)

278
279 Policy Development Council: To assess the numerous and complex public policy issues that affect, or have the
280 potential to affect, the practice of dentistry, and to develop policy guidance for the association. It does so in a
281 manner that seeks varying perspectives and expertise, that is issue-focused, and that enhances the ability of the
282 association to respond or act in a timely fashion. (Resolution 15-2005-H)

283 284 VI. BUDGET

285 286 A. Preparation

287
288 Each council, committee or BOM shall submit a proposed itemized budget for inclusion in the association
289 annual budget. A collective task force budget is included in the association annual budget. (Bylaws,
290 Chapter VIII, Section 110)

291 292 B. Administration

293
294 It shall be the duty of the chair of each council, committee or BOM to supervise the administration of the
295 budget of that council, committee or BOM.

296 297 VII. REPORTS AND RESOLUTIONS

298 299 A. Reports

300
301 Each council, committee and BOM shall submit a quarterly report to the board and an annual report to
302 the house. Subcommittees, task forces and workgroups shall provide reports as directed. (Bylaws, Chapter
303 VIII, Section 110)

304 305 B. Resolutions

306
307 If a council, committee, task force or BOM seeks to create or change policy on any matter, a resolution
308 must be presented to the Executive Committee, board or house. Reports shall not include requests for
309 action. (GOP HOD, Chapter III, Section C)

310

311 **VIII. LIMITATION OF AUTHORITY**

312

313 A. Employment

314

315 No council, committee, task force or BOM is authorized to engage any employees except on authorization
316 of the executive director.

317

318 B. Contracts

319

320 No contract involving the association may be completed by any member of any council, committee, task
321 force or BOM.

322

323 C. Establishment of Policy

324

325 All councils, committees, task forces and BOMs are charged with recommending policy. Unless otherwise
326 provided in the bylaws, no council, committee, task force or BOM may establish policy or implement a
327 major extension or alteration of an existing policy.

328

329 D. Public Statements

330

331 No member of any council, committee, task force or BOM may issue a public statement in the name of
332 that council, committee, task force or BOM, or in the name of the association unless the statement is
333 clearly in accord with the policies of the association.

334

335 E. Relations with Other Organizations and Agencies

336

337 No council, committee, task force or BOM is authorized to appoint or designate official representatives of
338 the association on the request of, or for liaison with, other organizations and agencies. When requests for
339 official representation or liaison are received, they shall be forwarded to the executive director and
340 president.

341

342 **IX. HOUSE OF DELEGATES**

343

344 All chairs of councils, committees and BOM or their designated representatives must attend all sessions of the
345 house, including reference committee hearings. Council, committee and BOM members who are not delegates
346 have the right to participate in debate on their respective reports but shall not have the right to make a motion
347 or vote. Chairs of subcommittees, task forces and workgroups may attend upon invitation of the president.
348 (GOP HOD, Chapter IV, Section C)

349

350 **X. ADDITIONAL RULES**

351

352 Councils, committees, task forces and BOM may prepare additional procedural rules that do not conflict with
353 these general operating principles. Any such additional rules shall not conflict with, expand, or amend existing
354 CDA policy.

355

356 **XI. REIMBURSEMENT OF EXPENSES**

357

358 A. General Expenses

359

360 The general expenses of council, committee, task force and BOM members shall be reimbursed in
361 accordance with CDA policy. All requests for reimbursement must be submitted on official forms.

362

363 B. Reimbursement of Travel and Maintenance Expenses

364

365 It is the general policy to provide reimbursement for travel and maintenance expense for all personnel on
366 official business for the association on the basis of the most direct and inexpensive method of travel; funds
367 available in the budget; the completion of signed reimbursement requests approved by a proper authorizing
368 official; and compliance with the following rules:

369

370 1. Basis of Reimbursement: Members of councils, committees, task forces or BOMs and other individuals
371 traveling officially for the association shall be remunerated on the following formula when on official
372 business of the association: the IRS standard mileage rate at the time of travel (e.g., office to place of
373 meeting or airport), airfare, and current per diem. The per diem is intended to defray all out-of-pocket
374 expenses for gratuities and meals. All flight and hotel arrangements will be made and paid by CDA.

375

376 2. Reimbursement from More than One Source: Reimbursement shall not be made by the association
377 when reimbursement is made for the same expense by any other agency or organization.

378

379 3. Reimbursement for Attendance at the House of Delegates: Reimbursement for maintenance and
380 transportation expenses related to the house shall be made only to the chair of the council, committee
381 or BOM or his or her designee unless otherwise directed by the board.

382

383 4. Reimbursement for Conferences and Other Events: Reimbursement for transportation and lodging
384 related to conferences and other events shall not be made unless such expenses were approved prior to
385 attendance and are within the approved budget or approved by the executive director.

386

387 **XII. AMENDMENT OR SUSPENSION OF GENERAL OPERATING PRINCIPLES**

388

389 These principles may not be amended or suspended without approval of the board.

390