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California Dental Association Bylaws

Last amended November 2019

CHAPTER I - ORGANIZATION

Section 10. NAME: The name of this organization shall be the California Dental Association, hereinafter referred to as “CDA” or “association.”

Section 20. PURPOSE: The primary purposes of this association are to promote high professional standards in the practice of dentistry, to encourage and promote the improvement of the health of the public and to promote the art and science of dentistry as a profession in California.

Section 30. CONSTITUENT SOCIETY OF AMERICAN DENTAL ASSOCIATION: This association is a constituent society of and chartered by the American Dental Association (“ADA”). Policies of the association shall not be in conflict with the Constitution and Bylaws of the American Dental Association.

Section 40. GOVERNANCE: The House of Delegates (house) and the Board of Trustees (board) are the governing bodies of this association. The house is vested with the responsibility for strategic direction on matters of dental policy and practice and the board is vested with the fiduciary duties for the organization, including responsibility for strategic plan implementation, fiscal management and governance oversight.

Section 50. RULES OF ORDER: The American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIP Standard Code) current edition shall govern in all matters not provided for by these bylaws or the General Operating Principles and not in conflict with California law.

Section 60. CONFLICTS OF INTEREST: It is the policy of this association that individuals who serve in elective, appointive or employed offices or positions for the association or any component society do so in a representative or fiduciary capacity that requires loyalty to the association and its component societies. At all times while serving in such offices or positions, these individuals shall further the interests of the association and its component societies as a whole. In addition, they shall avoid, without limitation, the following:

A. Placing themselves in a position where personal or professional interests may conflict with their duty to this association and its component societies.

B. Using information learned through such office or position for personal gain or advantage.

C. Obtaining by a third party an improper gain or advantage.

As a condition for selection, each nominee, candidate and applicant shall disclose any situation which might be construed as placing the individual in a position of having an interest that may conflict with their duty to the association or any component society. While serving, the individual shall comply with the conflict of interest policy applicable to their office or position, and shall report any situation in which a potential conflict of interest may arise. The Executive Committee shall approve the compliance activities that will implement the requirements of this chapter.

CHAPTER II — MEMBERSHIP

The board shall establish rules governing membership not covered by these bylaws. An individual may only be a member of this association in one of the following categories: dentist, student or general member. As used in these bylaws: (i) the term “equivalent degree” shall mean a degree that meets the educational requirements for licensure as a dentist in a state or other jurisdiction of the United States; and (ii) the term “other jurisdiction of the United States” shall mean the District of Columbia, the Commonwealth of Puerto Rico, the Commonwealth of the Northern Mariana Islands and the territories of the United States Virgin Islands, Guam and American Samoa.
Section 10. MEMBERS IN GOOD STANDING: Members who are in good standing with their component and whose dues for the current year, when applicable, have been paid, shall be in good standing with this association.

Section 20. DENTIST MEMBER:

A. Classification: An individual shall be classified as a dentist member of this association who subscribes to, adheres to and is bound by the code of ethics, Constitution and Bylaws of the ADA and this association, and who:

1. Has been accepted for membership in a component of this association; and
2. Holds a DDS, DMD or equivalent degree.

B. Privileges:

1. A dentist member shall receive the following benefits of membership: a membership card; access to a subscription for the Journal of the California Dental Association; attendance at any scientific session of this association; access to CDA-endorsed insurance plans; and such other services as are provided by the association.

2. A dentist member shall be eligible for election as a delegate or alternate delegate to the house of this association and the ADA and for election or appointment to any office or agency of this association, except as otherwise provided in these bylaws.

3. A dentist member under a disciplinary sentence of suspension shall not be privileged to hold office, either elective or appointive, including delegate and alternate delegate, in such member’s component society and this association, or to vote or otherwise participate in the selection of officials of such member’s component and this association.

4. A dentist member shall receive benefits of membership from the ADA, CDA and their component.

Section 30. STUDENT MEMBER:

A. Classification: A dental student shall be classified as a student member of this association who:

1. Predoctoral: Is enrolled in a program approved by the Dental Board of California; or
2. Postdoctoral: Is engaged full-time in:
   (a) an advanced training course of not less than one academic year’s duration in an accredited school or
   (b) an internship or residency program accredited by the Commission on Dental Accreditation.

B. Privileges:

1. A student member shall receive the following benefits of membership: a membership card; the Journal of the California Dental Association, the subscription price of which shall be included in the annual dues; attendance at any scientific session of this association; access to CDA-endorsed insurance plans; and such other services as provided by the board.

2. Unless otherwise specifically provided, a reference in these bylaws to “dentist members” shall not include student members.

3. A student member shall be considered a member of this association for the purpose of determining eligibility for appointment to committees, election to councils, and election to the CDA house as provided in these bylaws.
4. A student member shall receive benefits of membership from the ADA, CDA and their dental school component.

Section 40. GENERAL MEMBER:

A. Classification: An individual shall be classified as a general member of this association who subscribes to, adheres to and is bound by the code of ethics, Constitution and Bylaws of the ADA and this association, and who:

1. Is ineligible for any other classification of membership and is practicing dentistry or is employed in a dental related field in a country other than the United States; or

2. Is a dental hygienist, dental assistant, dental laboratory technician, or dental administrative staff person, who has not met the educational requirements for licensure as a dentist in any state or other jurisdiction of the United States; or

3. Has made outstanding contributions to the advancement of the art and science of dentistry, upon nomination by the board and election of the house, shall be classified as a general member.

B. Privileges: General members shall receive the following benefits of membership: a membership card; access to a subscription for the Journal of the California Dental Association, attendance at any scientific session of this association; access to CDA-endorsed insurance plans; and other services as are authorized by the board. General members are not eligible for election by this association as a delegate or alternate delegate to the house of the ADA or to the house of this association, nor shall they be eligible for election or appointment to any office of this association. General members are eligible to serve in appointive positions.

Section 50. WAIVER: Members waive the right to hold the association, or any member, responsible for any damages arising out of disciplinary proceedings pursuant to these bylaws.

Section 60. DUES AND ASSESSMENTS:

A. Dues and Assessments: Unless otherwise provided in these bylaws, the due date and delinquency date of the dues and assessments of members shall be established by the board. The amount of member dues shall be established by the house upon approval of a simple majority. A proposal to change the amount of dues or consider an assessment shall be sent to the delegates and alternate delegates of the house at least 30 days in advance of the session at which such proposal is to be considered. The board may adopt rules regarding the payment of dues and assessments. The board may exercise its interim authority to authorize promotional dues rates for a limited duration affiliated with membership campaigns. It shall be the responsibility of this association to bill for and process dues and assessments established by the ADA, this association, and the components.

B. Nonpayment of Dues or Assessments:

1. A member whose dues or assessments have not been paid by the delinquency date shall cease to be a member.

2. Reinstatement of membership for nonpayment of dues or assessments may be secured on the payment of the required dues and/or assessments for the current year, payment of a reinstatement fee established by the board* and on compliance with other applicable provisions of the bylaws of this association, of the component society and of the ADA. The reinstatement fee may only be waived as described below.*

   a. By component society: A component society may only waive the reinstatement fee for up to one month following the delinquency date by the component society for reasons of extraordinary circumstance, financial hardship, or upon enrollment in an electronic dues payment program.*
b. By CDA: CDA may only waive the reinstatement fee after one month following the delinquency date as part of a board-approved membership campaign.*

(*The preceding provisions marked with an asterisk and in red shall be eliminated as of December 31, 2020 in accordance with action taken by the 2019 House of Delegates.)

C. Exemption From Dues for Members: In order to be considered for a dues exemption, a member must submit, through the member’s component, documentation attesting to financial hardship, taking a leave of absence from dentistry, or serving dentistry full-time with a charitable organization. During the period of exemption from dues, further documentation may be requested. For financial hardship waivers, CDA will follow the decision of the component for a maximum of two consecutive years.

D. Assessments: Assessments may be levied upon the membership at any session of the house by two-thirds of the votes cast.

CHAPTER III – COMPONENT SOCIETIES

Section 10. ORGANIZATION: The component societies of this association shall be the 32 components currently chartered by the association. New component societies may be organized and chartered by the house, upon the application of at least 100 members of this association, subject to such rules and procedures as the house may establish. Such application must first be considered by the board.

Section 20. POWERS AND DUTIES:

A. A component society shall have the power to approve its own members who shall become members of this association, except in cases where a referral to the Judicial Council Membership Application Review Subcommittee (MARS) is mandatory. In such cases, the decision of MARS or a hearing panel shall be final. Components shall utilize the CDA Universal Application Form for all prospective members, and shall adhere to the application procedures described in the CDA Membership Policies and Procedures Manual.

B. The component shall advise and counsel members relative to disciplining its members and, where appropriate, refer such matters to the Judicial Council of this association.

Section 30. MEMBERSHIP: The membership of each component society, except as otherwise provided in these bylaws, shall be limited to individuals who are also eligible for membership in CDA. Membership within a component is assigned based on where the member either resides, or is employed or practices.

Section 40. BYLAWS: Each component society shall adopt and maintain bylaws, which shall not be in conflict with the bylaws of this association and shall not be in conflict with, or limit, the Constitution and Bylaws of the American Dental Association, and shall file a copy thereof and any changes which may be made thereafter with the secretary of this association.

Section 50. PRIVILEGE OF REPRESENTATION: Each component society shall elect its delegates to the house.

Section 60. CHARTERED COMPONENT SOCIETIES: The secretary of the association shall issue a charter to each component society denoting its name and territorial jurisdiction.

CHAPTER IV – HOUSE OF DELEGATES

Section 10. DELEGATES: The house shall consist of the following voting members:

A. Two hundred to 210 delegates from the 32 component dental societies in California. These delegates shall be members of the component societies as specified in Chapter III, Section 30A. These delegates shall be allotted to
component societies according to the methods of full allocation and absolute error adjustment. This association’s membership report for dentist members dated December 31 of the year immediately preceding the annual session shall be the basis for the allotment of delegates. If any component society is allocated fewer than two delegates, additional delegates will be added to the total and allocated until each component society has at least two delegates. No more than 10 additional delegates may be added in this manner. Each component society shall have at least two delegates.

B. One delegate shall be allotted to each accredited dental school in California; such delegates must be student members of this association.

Section 20. EX OFFICIO NON-VOTING MEMBERS: Trustees and officers of this association may not serve as delegates or alternate delegates, but shall be ex officio members of the house, without the right to vote or propose motions. Past presidents of this association shall be ex officio members of the house, without the right to vote or propose motions unless elected as delegates. All such members may participate in debate.

Section 30. DESIGNATION OF DELEGATES AND ALTERNATE DElegates: The secretary of each component society and dean of each dental school shall file with the secretary of this association, at least 120 days prior to the first day of the annual session, the names of delegates and alternate delegates designated by the component society or dental school. The secretary of this association shall provide each delegate with credentials for entrance to the house. In the event of a contest over the credentials of any delegate, the secretary shall hold a hearing and present recommendations to the house for final action.

Section 40. PROXY: Only delegates or their alternate delegates, upon substitution, can attend and vote. A proxy is not allowed.

Section 50. POWERS: The house shall have the following powers without limitation:

A. To amend the Articles of Incorporation and bylaws of this association by two thirds of the votes cast.

B. To adopt and amend the Code of Ethics.

C. To grant, amend, withhold, suspend or revoke charters of component societies.

D. To determine the strategic direction on matters of dental policy and practice when not in conflict with the Constitution and Bylaws of the American Dental Association.

E. To adopt the goals of the strategic plan.

F. To elect general members pursuant to Chapter II Section 40A.

G. To recommend that the president or board create special committees.

H. To recommend to the board an appropriation not within the annual budget.

I. To recommend to the board action to levy assessments upon the membership.

J. To create, modify or establish councils and committees of this association.

Section 60. DUTIES: It shall be the duty of the house:

A. To elect the elected officers of this association.

B. To oversee the installation of board members.
C. To select the directors of CDA Holding Company, Inc. (“CDAHCI”).
D. To select the nominee to fill the office of thirteenth district trustee to the ADA.
E. To establish membership dues.
F. To receive and act upon all matters brought before the house.

Section 70. ANNUAL SESSION: The house shall meet annually on a day or days specified by the board.

A. Notice: The notice of the annual session shall be sent to all delegates and alternates at least 60 days in advance.
B. Official Call: Each member of the house shall receive notice of the time and place of the annual session at least 60 days before the opening of such session.
C. Quorum: A quorum shall consist of at least 50 percent of the voting members of the house for the transaction of business at any official meeting.
D. Information: The house shall receive, for each annual meeting, information regarding the strategic plan, operating and capital budget, status of prior year’s house actions, and reports of councils, committees, subsidiaries, and affiliates as otherwise required. The house shall additionally receive, in accordance with election procedures (Chapter IV. Section 120), proposed nominations to all house-elected and house-nominated positions.

Section 80. SPECIAL SESSION: A special session of the house shall be called by the president on two-thirds vote of the members of the board or on written request of at least 50 officially certified delegates of the last house. The time and place of a special session shall be determined by the president. Each member of the house shall receive notice of the time and place of the special session at least 10 days before the opening of such session. The business of a special session shall be limited to that stated in the official call. Delegates at a special session shall be the officially certified delegates of the last house (or duly elected alternate delegates of the last house).

Section 90. OFFICERS: The officers of the house shall be the speaker and the secretary. The secretary of this association shall serve as secretary of the house. In the absence of the speaker, the president shall select a speaker pro tem. In the absence of the secretary of the house, the speaker shall appoint a secretary pro tem.

A. Duties:

1. Speaker: The speaker shall preside at all meetings of the house and perform such duties as these bylaws, custom and parliamentary procedures require. The speaker shall, in conjunction with the secretary, approve the minutes of the house at which he or she presided.

2. Secretary: The secretary of the house shall oversee the recording of and certify the report of the transactions of the house. The secretary shall, in conjunction with the speaker, approve the minutes of the house at which he or she served.

Section 100. RULES OF ORDER:

A. Reports: All reports of the board, elected officers, appointed officers, councils and committees shall be distributed to each delegate before the annual meeting of the house.

B. Introduction of New Business Not Requiring a Resolution: New business shall be accepted until a time designated and noticed by the speaker. The speaker will notify the House of Delegates of any new business prior to the house adopting a revised agenda.
C. **Introduction of New Resolutions:** Resolutions for the annual House of Delegates shall be accepted until 10 days prior to the first session. Any resolution submitted following the 10-day deadline will be noticed by the speaker and will require a majority affirmative vote of the house to be considered.

D. **Parliamentarian:** A parliamentarian may be appointed by the speaker.

**Section 110. COMMITTEES:** The committees of the house shall be:

A. **Reference Committees:**

1. **Composition:** Reference committees shall be appointed by the president at least 45 days in advance of each annual session. The president shall designate the chair of each committee.

2. **Duties:** It shall be the duty of a reference committee to consider resolutions and reports referred to it, to conduct open hearings and to report its recommendations to the house.

B. **Special Committees:** The speaker, with the consent of the house, may appoint special committees to perform duties not otherwise assigned by these bylaws, to serve until adjournment sine die of the session at which they were appointed.

**Section 120. ELECTION PROCEDURES:** The following volunteer positions shall be nominated by the Nominating Committee or board and submitted to the house for election or selection as noted below, in accordance with these bylaws and the General Operating Principles:

A. **Election:** The house shall elect the presidente-elect, vice president, secretary, treasurer, and speaker.

B. **Selection:** The house shall select nominees for the following positions for election by entities as noted:

1. Nominees for the CDAHCI board shall be selected by the house and it shall instruct its proxy to vote its shares of CDAHCI, in favor of the slate selected.

2. The nominee for thirteenth district trustee to the ADA shall be selected by the house the year prior to the expiration of the incumbent term, to be submitted by the Thirteenth District Caucus to the ADA for election.

C. **Additional Nominations:** The house may consider additional nominations for elected officers, thirteenth district trustee to the ADA, and for the Board of Directors of CDAHCI provided such nominations are made by a delegate, and each such nomination is supported by the endorsing signatures of 25 delegates.

D. **Installation and Term:** Unless otherwise stated in these bylaws, terms of elected and appointed positions shall begin on January 1 and conclude on December 31. The house shall oversee the installation of all officers, newly elected board members and council/committee chairs, and shall recognize the immediate past president.

**CHAPTER V — BOARD OF TRUSTEES**

The board shall be vested with the fiduciary duties for the organization, including responsibility for oversight of strategic plan implementation, fiscal management, governance oversight and the implementation of policies established by the house. The board shall be the “Board of Directors” of this association for all purposes for which California law requires or authorizes action by a board of directors.

**Section 10. COMPOSITION:** Except as provided, the board shall consist of 50 members and two participants as follows:
A. **Elected Officers [6]**: The elected officers of this association shall be the president, presidentelect, vice president, secretary, treasurer, and immediate past president.

B. **Appointed Officers [1]**: The appointed officers of this association shall be the executive director.

C. **Trustees from the Component Societies [43]**: One trustee position shall be allocated to each of the 32 component societies, with the remaining 11 trustee positions allocated to the component societies in proportion to their dentist membership on the basis of least proportionate error. Allocation of trustees to be determined every five years, beginning 2018, utilizing December 31 membership data of dentist members of that year for allocation purposes. These individuals are elected by the component and installed as trustees of this association at the house.

D. **Participants [2]**: The speaker and editor of this association shall be participants on the Board of Trustees, but shall not be voting members.

The president of the association shall serve as chair of the board.

**Section 20. QUALIFICATIONS**: A trustee must be a dentist member in good standing of this association and of the component society from which the dentist was elected.

**Section 30. TERM OF OFFICE**: The term of office of a trustee shall be three years. The tenure of a trustee shall be limited to two full terms. Trustees may only serve two full terms, and one partial term. A partial term is no more than one and one half years.

**Section 40. NOMINATION**: Each component shall submit to this association the name of any newly elected trustee by September 1.

The trustee elected by the component shall be presented to the house and installed.

A. If the component is unable to elect a trustee, it may submit two or more nominees to the house, one of whom shall be elected by the house.

B. If the component fails to elect a trustee and does not submit nominees to the house, the house shall receive nominations and elect a trustee from among the membership of the component.

**Section 50. REMOVAL**: A trustee may be removed during his or her term and his or her office declared vacant:

A. By a majority vote of the members of the board who meet the qualifications of office for failing or ceasing to meet the qualifications of office.

B. By a majority vote of the members of the board for failing to attend, in any 12-month period, fifty percent of regularly scheduled meetings for reasons other than religious observances or the carrying out of work assigned to the trustee by the board or president, and ADA obligations on councils and committees.

**Section 60. VACANCY**: In the event of a vacancy in the office of trustee, the component in which said vacancy occurs shall select a member of that component to fill such office for the remainder of the unexpired term. If the component fails to select a replacement within 90 days from the occurrence of the vacancy, the president of the association shall appoint a member of the component to fill such office for the remainder of the unexpired term.

**Section 70. POWERS**: The board shall have the power:

A. To establish rules and regulations consistent with these bylaws to govern its organization and procedures.

B. To direct the president to call a special session of the house as provided in Chapter IV, Section 80 of the bylaws.
C. To establish policies which are essential to the management of the association. On matters of dental practice and policy, the board may establish interim policies when the house is not in session; provided, however, that all such policies must be presented for approval at the next session of the house.

D. To levy assessments upon the membership.

E. To establish rules modifying the obligation of members to pay dues or assessments and to establish promotional dues rates for a limited duration affiliated with membership campaigns.

F. To call a special meeting of the shareholders of CDAHCI for any purpose, including a special meeting to remove and replace directors of that corporation.

G. To remove trustees, council members, committee members, members of the board of managers and ADA delegates in accordance with these bylaws.

H. To create special committees in accordance with Chapter XI, Section 10 of these bylaws.

Section 80. DUTIES: It shall be the duty of the board:

A. To serve as the fiduciary of this association.

B. To appoint, remove, conduct an annual review and set the compensation of the executive director.

C. To appoint, remove, conduct an annual review and set the honorarium of the editor.

D. To nominate, through the Nominating Committee, candidates for each officer position to be elected by the house.

E. To select candidates for the boards of directors of the subsidiary companies for election by the shareholder.

F. To elect trustee and non-trustee, non-appointed candidates for councils and committees, and delegates and alternate delegates to the ADA.

G. To nominate candidates for general membership pursuant to Chapter II Section 40A for election by the house.

H. To nominate one or more candidates for the thirteenth district trustee.

I. To elect the trustee members of standing committees of the board.

J. To elect directors to the Boards of Directors of affiliate companies.

K. To determine the date and place for convening each annual session of the house.

L. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the association, in such amount and for such coverage as the board determines.

M. To oversee the fiscal affairs of the association.

N. To engage an outside certified public accountant to audit the finances of the association at least annually.

O. To review and adopt the annual budget of the association. The annual budget shall be sent to the board at least 14 days in advance of the meeting at which it will be considered.
P. To submit an annual report to the house, including presentations of the annual budget and implementation of strategic plan.

Q. To develop the strategic plan and oversee its implementation based on the goals adopted by the house.

R. To conduct an annual review of the compensation of officers.

S. To ratify presidential appointments of council and committee members.

T. To foster the flow of information from the Board of Trustees to their respective component dental societies and vice versa through any means possible including attendance at general membership and board of directors meetings.

U. To receive information from the subsidiaries and affiliates regarding newly established goals, major initiatives, and annual budget.

V. To have final consideration of council and committee recommendations on programmatic oversight and business issues.

W. To forward to the house for final consideration council and committee recommendations on policy issues.

**Section 90. MEETINGS:** All meetings shall be held in a single location or by other means whereby all members can concurrently communicate with one another, in accordance with applicable law.

A. **Regular Meetings:** There shall be four or more regular meetings of the board each year as called by the president upon 20 days’ notice.

B. **Special Meetings:** A special meeting of the board may be called at any time by the president, or upon the request of 10 of the members of the board provided at least 48 hours’ notice. Only items that have been noticed shall be considered at a special meeting.

**Section 100. QUORUM AND VOTING:** Twenty-five voting members of the board shall constitute a quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the board.

**Section 110. OFFICERS:**

A. **Chair and Secretary:** The officers of the board shall be the president and secretary of the association. The president shall serve as chair. In the absence of the president, the office of chair shall be filled by the president-elect, and in their absence, a voting member of the board shall be elected chair pro tem by the board.

B. **Duties:**

1. **Chair:** The chair shall preside at all meetings of the board.

2. **Secretary:** The secretary shall oversee the recording of and certify the report of the transactions of the board.

**Section 120. ELECTION PROCEDURES:** The following procedures shall apply to board-elected trustee positions on committees and affiliate Boards of Directors, and board-elected trustee positions on subsidiary Boards of Directors.

A. To be eligible for a trustee positions on committees, or subsidiary or affiliate Boards of Directors, a trustee’s term on the board may not expire prior to the term of the elected position, unless otherwise stated in these bylaws.

B. Applicants for board-elected or board-selected trustee positions shall be subject to the application and election process as set forth in the General Operating Principles.
Section 130. REPORTS OF THE BOARD OF TRUSTEES: The board shall identify those matters which are policies for consideration by the House of Delegates. In making such determination, the board shall refer to the powers and duties of the house and board as prescribed in Chapters IV and V.

CHAPTER VI — ELECTED OFFICERS

Section 10. DESIGNATION OF ELECTED OFFICERS: The elected officers shall be the president, president-elect, vice president, secretary, treasurer, speaker and immediate past president.

Section 20. ELIGIBILITY: Only a dentist member in good standing shall be eligible to serve as an elected officer.

Section 30. ELECTION: Except for the president and the immediate past president, the elected officers of this association shall be elected by majority of the votes cast by the house.

Section 40. INSTALLATION: The elected officers shall be installed at the annual session of the house at which they were elected, to begin their official term on January 1. The president-elect shall be installed as president at the next annual session of the house following election as president-elect and as immediate past-president at the next annual session of the house following installation as president.

Section 50. TERM OF OFFICE: The elected officers (with the exception of the treasurer and speaker) shall serve for a term of one year or until their successors are elected and installed. The treasurer and speaker shall be elected to a two-year term with eligibility to serve a maximum three terms.

Section 60. VACANCIES: Any vacancy in an elected office shall be filled by the board in a timely fashion.

Section 70. COMPENSATION: The elected officers shall receive such compensation as the board may authorize.

Section 80. REMOVAL: Any officer may be removed by the house whenever, in its judgment, the best interests of the association would be served. Two-thirds of the votes cast are necessary for removal from office. In all such actions, the officer involved and all members of the house shall be furnished a copy of the statement of reasons for removal not less than 30 days in advance of the session. These activities shall be conducted during a closed session.

Section 90. DUTIES:

A. President: It shall be the duty of the president:

1. To serve as an official representative of this association to governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this association.

2. To serve as chair of the board.

3. To serve as chair of the Executive Committee.

4. To serve as chair of the CDA Holding Company, Inc.

5. To call special meetings of the house and the board.

6. To appoint members of all committees of the house.

7. To fill vacancies.

8. To submit an annual report to the house.
9. To appoint a chair of the delegation who shall be an ADA delegate to the annual meeting of the ADA.

10. To serve ex officio on all councils and committees, except Nominating, Volunteer Placement and Audit, without the right to vote.

11. To serve as an ex officio member of the house without the right to vote.

12. To call forums comprised of representatives of specialty organizations at least once per year.

13. To present recommendations of forums to other governing bodies of the organization.

B. President Elect: It shall be the duty of the president elect:

1. To assist the president as requested.

2. To serve as an ex officio member of the house without the right to vote.

3. To serve as a voting member of the board.

4. To serve as a voting member of the Executive Committee.

5. To serve as a delegate to the annual session of the ADA.

6. To succeed to the office of president at the next annual session of the house following election as president elect.

C. Vice President: It shall be the duty of the vice president:

1. To assist the president as requested.

2. To serve as an ex officio member of the house without the right to vote.

3. To serve as a voting member of the board.

4. To serve as a voting member of the Executive Committee.

5. To serve as a delegate to the annual session of the ADA.

D. Secretary: It shall be the duty of the secretary:

1. To assist the president as requested.

2. To serve as an ex officio member of the house without the right to vote.

3. To serve as a voting member of the board.

4. To serve as a voting member of the Executive Committee.

5. To submit an annual report to the house.

6. To oversee the recording of and certify the report of the transactions of the house, including:

   a. To record and report the roll call of the house at each session;
b. To conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and
report its recommendations to the house;

c. To supervise the election process; and

d. To call a special committee if necessary to oversee contested elections at the house.

7. To oversee the recording of and certify the report of the transactions of the board.

8. To serve as a delegate to the annual session of the ADA.

9. To receive and review attendance records of meetings of the board, councils, committees, CDA Presents
Board of Managers, and the ADA thirteenth district delegation.

10. To initiate any necessary procedures for the removal of a member from office pursuant to the bylaws, Chapter
V, Section 50 or Chapter VIII, Section 70.

E. Treasurer: It shall be the duty of the treasurer:

1. To oversee the finances of the association, as chair of the Finance Committee, subject to the direction of the
board.

2. To cause the preparation of a proposed annual budget for submission to the board.

3. To submit a comprehensive annual report to the house including all fund balances.

4. To serve as an ex officio member of the house without the right to vote.

5. To serve as a voting member of the board.

6. To serve as a voting member of the Executive Committee.

7. To serve as a delegate to the annual session of the ADA.

F. Speaker of the House: The speaker shall preside at the meetings of the house and shall perform such duties as
custom and parliamentary procedure require. It shall be the duty of the speaker to prepare the agenda for the
House of Delegates for approval by the house. The speaker shall be an ex officio member of all councils and
committees, except Executive, Nominating, Volunteer Placement and Audit, without the right to vote. The speaker
shall also serve as a delegate to the annual session of the ADA.

CHAPTER VII — APPOINTED OFFICERS

Section 10. TITLE: The appointed officers of this association shall be the executive director and editor. The association
may have, at the discretion of the board, one or more assistant secretaries, one or more assistant treasurers and such
other appointed officers as may be designated by the board.

Section 20. APPOINTMENTS: The executive director and editor shall be appointed or removed by the board.
Membership is not a requirement for appointment as executive director. In the event of a vacancy in either position,
the president shall appoint a task force to recruit, evaluate, and recommend to the board a candidate to fill the
vacancy. In the event of a vacancy in the executive director position, the president may appoint, with ratification by
the board, an interim executive director who shall be a member of the executive or senior management teams or an
individual who is not currently serving as a volunteer leader of the association, its affiliate, or its subsidiaries.

Section 30. TERM OF OFFICE AND SALARY: The board shall determine the salary or honorarium and tenure of
each appointed officer.
Section 40. DUTIES: The duties of the appointed officers shall be as follows:

A. Executive Director: The executive director shall be the chief executive of the association, and shall have the authority to employ, define terms of employment for, and terminate employment of association personnel. The executive director shall coordinate the activities of all councils and committees, including the preparation of their reports. The executive director shall communicate regularly with leadership and submit an annual report to the house. The executive director shall serve as an ex officio member of the house, all councils and committees, except Nominating, Volunteer Placement and Audit, without the right to vote. The executive director shall serve as an ex officio member of the board and Executive Committee, but shall not be present during deliberation or voting on his or her evaluation and compensation. The executive director shall perform such other duties as may be assigned by the board or the Executive Committee.

B. Editor: The editor shall be editor-in-chief of the official publication of the association, the Journal of the California Dental Association, and shall exercise full editorial control over such publication. The editor may appoint an editorial board and associate editors, subject to approval of the board, to advise and assist the editor. The editor shall also oversee publication of the Update, and shall serve as an ex officio member of the house, all councils and committees, except Executive, Nominating, Volunteer Placement and Audit, without the right to vote. The editor shall submit an annual report to the house. The editor shall also serve as a delegate to the annual session of the ADA.

CHAPTER VIII — COUNCILS

Section 10. NAME: The councils of this association shall be Council on Membership, Council on Peer Review, Government Affairs Council, and Judicial Council.

Section 20. MEMBERS: Members of the councils shall be elected by the board.

Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws:

A. All members of councils must be in good standing.

B. No trustee shall serve concurrently as a member of any council. Newly installed trustees who are already serving on councils other than the Council on Peer Review or the Judicial Council at the time of their election as a trustee shall be allowed to serve the remainder of their unexpired council term, not to exceed one year. Newly installed trustees who are already serving on the Council on Peer Review or the Judicial Council shall immediately vacate their council positions.

C. Members who previously served a tenure on a council are eligible to serve a full tenure on that council again following a period of time greater than or equal to one term. Members who do not complete a full tenure are eligible to serve on that council again for the number of terms remaining within that tenure. If a period of time greater than or equal to a term intervenes between terms, members are eligible to serve a full tenure.

Section 40. CHAIRS: One member of each council shall be appointed chair annually by the president (in consultation with the president-elect, vice president, secretary and chair of the Committee on Volunteer Placement) with the approval of the board.

Section 50. CONSULTANTS, ADVISORS AND STAFF SUPPORT: Each council shall have the authority to appoint consultants and advisors. The executive director of the association shall provide each council with staff support.

Section 60. TERM OF OFFICE: The term and tenure for each position is noted in the council descriptions below. Except as otherwise noted in these bylaws, a member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a full term.
Section 7.0. REMOVAL:

A. The president may declare the office of a council member vacant for failing or ceasing to meet the eligibility requirements of office.

B. The board by a majority vote may remove a council member for cause, which shall include:

1. Violation of the Code of Ethics;

2. Failing to timely disclose a conflict of interest;

3. Engaging in conduct which violates the bylaws, operating principles, or standing rules of the association, or which is damaging to the association or its members; or

4. Failing to attend, in any 12-month period, fifty percent of regularly scheduled council meetings for reasons other than religious observances or the carrying out of work assigned to the member by the council, board, or president, and ADA obligations on councils and committees. These attendance requirements do not apply to ex officio members.

C. Prior to removing a council member for cause, the Executive Committee shall advise the council member of the reason for removal and the council member shall be given an opportunity to submit a written or oral statement to the board. If present, the council member shall leave the meeting prior to the discussion and vote on the matter.

Section 8.0. VACANCY: In the event of a vacancy in the membership of any council, the president shall nominate, for board election, a member of the association to fill such vacancy for the remainder of the unexpired term. In the event such vacancy involves the chair of the council, the president shall have the power to appoint an interim chair.

Section 9.0. QUORUM AND VOTING: A majority of the voting members of any council shall constitute a quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the council.

Section 10.0. PRIVILEGE OF THE FLOOR: Council chairs who are not delegates of the house have the right to participate in debate on their respective reports but shall not have the right to vote.

Section 11.0. REPORTS AND BUDGET: Each council shall submit periodic reports to the board, an annual report to the house, and shall submit a proposed itemized budget to the board.

Section 12.0. DUTIES: Each council shall perform those duties as listed below and as assigned by the board.

Section 13.0. COUNCIL ON MEMBERSHIP:

A. Composition: The Council on Membership shall be composed of nine members, at least one of whom must be a dentist within his or her first 10 years of practice, nominated and elected as described in Chapter VIII, Section 20.

B. Term and Tenure: The term of office shall be two years. The tenure shall be three terms.

C. Duties: The duties of the Council on Membership shall be:

1. To coordinate association membership recruitment and retention activities, including liaison with local components, development of programs/campaigns, recruitment and retention conference and membership marketing.
2. To develop and recommend membership-related policies, including updates to the CDA Membership Policies and Procedures Manual.

3. To recommend, develop, monitor and oversee membership services programs.

4. To develop and monitor all student membership programs.

Section 140. COUNCIL ON PEER REVIEW:

A. Composition: The Council on Peer Review shall be composed of 12 members, nominated and elected as described in Chapter VIII, Section 20.

B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of three terms.

C. Duties: The duties of the Council on Peer Review shall be:

1. To oversee the peer review system to ensure that component and specialty committees consistently follow the format, policies, and procedures outlined in the California Dental Association Peer Review Manual.

2. To directly manage and oversee the appeals process to ensure that all appeals of the peer review resolutions are objective and fair to all parties involved.

3. To provide information on current peer review issues, policy, and procedural modification to component peer review staff, committee members, and the general membership.

4. To review and update the California Dental Association Peer Review Manual and Quality Evaluation Manual, as needed.

5. To provide regional calibration workshops and training materials for components and specialty committee members to ensure uniformity, consistency, timelines, and effectiveness.

6. To review and finalize all peer review cases filed throughout the state.

7. To promote peer review as a membership benefit.

8. To facilitate and maintain communication between component and specialty peer review committees.

Section 150. GOVERNMENT AFFAIRS COUNCIL:

A. Composition: The Government Affairs Council shall be composed of 16 members, at least one of whom must be a dentist within his or her first 10 years of practice. Ex officio voting members are: the CDA president, president-elect, and immediate past president. Ex officio, non-voting members are: the CDA executive director, CDAPAC chair and the ADA Government Affairs Council representative. Ten at-large members shall be nominated and elected as described in Chapter VIII, Section 20.

B. Term and Tenure: The term of office for at-large members shall be two years. The tenure shall be three terms. The term shall begin on December 1 and conclude on November 30.

C. Duties: The duties of the Government Affairs Council shall be:

1. To initiate legislation on behalf of CDA that implements CDA policies and/or resolutions.
2. To review legislation introduced by others and to evaluate its effect on the practice of dentistry and Californians’ oral health and to establish CDA positions on such legislation.

3. To monitor and assess the activities of state regulatory boards and agencies as to their potential impact on dentistry and Californians’ oral health, and to take appropriate action based on CDA policies and resolutions.

4. To evaluate the implementation and administration of previously enacted legislation.

5. To convey information regarding the council’s activities to CDA membership through a system of verbal and written communications.

6. To make recommendations regarding candidates for appointment to state boards, commissions and committees.

D. Powers: In addition to any duties assigned to it by the board and the house, the Government Affairs Council shall have the authority on behalf of CDA to negotiate and take positions on legislation or governmental regulation. All negotiations shall be pursued in such a manner as to reflect the intent and integrity of the association and its membership.

Section 160. JUDICIAL COUNCIL:

A. Composition: The Judicial Council shall be composed of a total of 12 members, at least one of whom must be a dentist within his or her first 10 years of practice who will be a non-voting member, nominated and elected as described in Chapter VIII, Section 20.

B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of three terms.

C. Duties: The duties of the Judicial Council shall be:

1. To consider proposals for amending the CDA Code of Ethics, and related matters.

2. To provide advisory opinions regarding the interpretations of the ADA Principles of Ethics and the CDA Code of Ethics.

3. To consider appeals from members.

4. To exercise the powers of this association to discipline members, either upon its own initiative or upon request of any component society. Decisions of the council shall be final unless a right of appeal is provided in the Constitution and Bylaws of the American Dental Association.

5. To act on the recommendation of the Membership Application Review Subcommittee.

D. Investigating Panels: The chair of the Judicial Council shall appoint an Investigating Panel and designate a chair to investigate the facts in connection with potential disciplinary proceedings. The Investigating Panel shall consist of at least three members of the Judicial Council. The recommendation of the Investigating Panel shall be considered to be the action of the Judicial Council and of this association.

E. Hearing Panels: In those cases where the Judicial Council initiates disciplinary proceedings, the chair of the Judicial Council appoints a Hearing Panel to hear the charges and render a decision. The Hearing Panel will consist of three members of this association, at least one of whom will be a member of the Judicial Council. The chair of the Judicial Council shall designate the chair of the Hearing Panel and a hearing officer to preside at the hearing, who may be a member of the council. The hearing officer shall conduct the hearing according to established procedures, shall participate in the deliberations of the Hearing Panel, and shall not be entitled to
vote. The decision of the Hearing Panel shall be considered to be the decision of the Judicial Council and of this
association.

CHAPTER IX – STANDING COMMITTEES OF THE BOARD

The standing committees of the board shall be established by the board and, in addition to duties specified below,
shall be charged with duties assigned by the board. A member of a standing committee of the board may be
removed by the board in the same manner as council members (Chapter VIII, Section 70). Vacancies to board-elected
trustee positions shall be filled by board election at the next regular meeting, with the elected trustee completing the
remainder of the unexpired term. Trustees elected to incompatible positions at the same election shall immediately
forfeit one, with the resulting vacancy being filled by a subsequent vote (following the reopening of nominations). A
majority of the voting members of the committee shall constitute a quorum. A quorum must be present to transact
business. A majority of the votes cast is the act of the committee.

Section 10. EXECUTIVE COMMITTEE:

A. Composition: The Executive Committee shall be composed of the president (who shall serve as chair), president-
elect, immediate past president, vice president, secretary, treasurer, and executive director as voting members.
The speaker and editor shall be ex officio participants without the right to vote. In the absence of the president, the
chair shall be filled by the president-elect, and in their absence, the vice president shall succeed as chair.

B. Authority: The actions of the Executive Committee shall be reported to the board for approval.

C. Duties: The duties of the Executive Committee shall be:

1. To conduct and supervise the business of the association and to direct the officers in the exercise of their
powers and duties when the board is not in session. All decisions and interim policies of the Executive
Committee are subject to review and approval at the next board meeting.

2. To develop annual goals and conduct an annual evaluation of the CDA executive director with a report to the
board, including compensation recommendations.

3. To develop annual goals and conduct an annual evaluation of the CDA editor with a report to the board.

4. To call meetings, if necessary, of an advisory committee to report to the board all proposed amendments to
the governance documents for the CDA Holding Company, Inc., CDA, its affiliates and subsidiaries to ensure
the proposed amendments are necessary and consistent with other related provisions in the governance
documents.

5. To carry out any duties assigned to it by the board.

6. To oversee the preparation of the agenda for the board meetings.

7. To notify a council member, committee member, board of managers member or an ADA delegate of the
commencement of a removal proceeding and the reason for removal.

8. To ensure the relevance of the strategic plan on an annual basis.

D. Meetings: Meetings of the Executive Committee shall be subject to the call of the chair or any three of its members.

Section 20. FINANCE COMMITTEE:
A. Composition: The Finance Committee shall be composed of six members. *Ex officio* members are: the treasurer, who serves as chair, president and president-elect. Three trustee members shall be elected by the board.

B. Term and Tenure: The term of office for trustee members shall be three years. An individual may remain on the Finance Committee for up to one year following completion of service as a trustee. Tenure shall be two terms.

C. Duties: The duties of the Finance Committee shall be:

1. To review annually preliminary estimates of income, expenditures and additions to reserves and to review and submit an annual budget to the board.

2. To oversee and provide guidance concerning investment of reserve funds. The Finance Committee shall report periodically to the board and annually to the house.

3. To present written reports at least annually to the board.

4. To review and report to the board semiannually, the financial and operational records of all subsidiaries and affiliates.

5. To conduct an annual review of all employee retirement plans to ensure continued compliance with all federal laws and regulations.

Section 30. NOMINATING COMMITTEE:

A. Composition:

1. The Nominating Committee shall be composed of the 43 trustees. The president shall appoint the chair of the Nominating Committee, who shall be a trustee serving on the Committee on Volunteer Placement. The chair of the Nominating Committee may not be a candidate for any officer position or for the position of thirteenth district trustee.

2. The Nominating Committee shall meet annually prior to the house.

3. Twenty-two members shall constitute a quorum for the transaction of business.

B. Duties: The duties of the Nominating Committee shall be to name at least one candidate for each of the offices of president-elect, vice president, secretary, speaker of the house and treasurer when appropriate.

1. Such nominations shall be submitted to the delegates and alternate delegates at least 30 days prior to the house.

2. The membership of this association shall be notified not less than 30 days prior to the house of the nominations made by the Nominating Committee.

3. Subsequent to the 30-day notice, should the name of one or more officer candidates be withdrawn for any reason, the Nominating Committee shall amend its report to the house so that it contains at least one candidate for each position to be filled.

Section 40. AUDIT COMMITTEE:

A. Composition: The Audit Committee shall be composed of two trustee members elected by the board and two at-large members appointed by the president. The committee may not include any members of the CDA Executive Committee, Finance Committee, or staff. Individuals are not eligible to serve on the Audit Committee for at least
one year following service on the Finance Committees of CDA, any subsidiary or affiliate, or any subsidiary or affiliate board exercising the authority of a Finance Committee. The members of the committee may not receive compensation for their services and may not have a material financial interest in any entity doing business with CDA, its affiliates or its subsidiaries. The president shall appoint the chair with board approval.

B. **Term and Tenure:** The term of office shall be two years. The tenure shall be two terms. The eligibility criteria set forth in Chapter VIII, Section 30C, shall apply.

C. **Duties:** The duties of the Audit Committee shall be:

1. To recommend to the board the retention or termination of an independent auditor;
2. To negotiate the compensation of the independent auditor for approval by the board;
3. To confer with the independent auditor to satisfy the committee members that the financial affairs of the association are in order;
4. To review and determine whether to accept the audit;
5. To approve the performance of any non-audit services by the auditing firm; and
6. To recommend to the board procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters.

**CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION**

Section 10. **NAME:** The association has standing committees established by the house and in addition to duties specified below, shall be charged with duties assigned by the house and board: Committee on Volunteer Placement and Leadership Development Committee.

Section 20. **MEMBERS:** All at-large members of committees shall be elected by the board unless otherwise noted in these bylaws.

Section 30. **ELIGIBILITY:** The following conditions apply unless otherwise stated in these bylaws:

A. All members of committees must be in good standing.

B. Members who previously served a tenure on a committee are eligible to serve a full tenure on that committee again following a period of time greater than or equal to one term. Members who do not complete a full tenure are eligible to serve on that committee again only for the number of terms remaining within that tenure. If a period of time greater than or equal to a term intervenes between terms, members are eligible to serve a full tenure.

C. Members elected to incompatible positions during the same election must immediately forfeit one, with the resulting vacancy being filled by a subsequent vote (following the reopening of nominations).

Section 40. **CHAIRS:** One member of each committee shall be appointed chair annually by the president (in consultation with the president-elect, secretary, vice president and chair of the Committee on Volunteer Placement) with the approval of the board.

Section 50. **TERM OF OFFICE:** The term and tenure for each position is noted in the committee descriptions below. A member shall be permitted to serve a partial term (consisting of less than one-half of a full term) when filling a vacancy which shall not count as service when computing terms towards a tenure.
Section 60. REMOVAL AND VACANCY: A member of a standing committee of the association may be removed by the board in the same manner as council members (Chapter VIII, Section 70). In the event of a vacancy to an at-large position, the president shall nominate, for board election, a member of the association to fill such for the remainder of the unexpired term. In the event of a vacancy to a trustee position, the board shall elect a successor at its next meeting to fill the remainder of the unexpired term.

Section 70. QUORUM AND VOTING: A majority of the voting members of any committee shall constitute a quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the committee.

Section 80. PRIVILEGE OF THE FLOOR: Committee chairs who are not delegates of the house have the right to participate in debate on their respective reports but shall not have the right to vote.

Section 90. REPORTS AND BUDGET: Each committee shall submit periodic reports to the board, an annual report to the house, and shall submit a proposed itemized budget to the board.

Section 100. DUTIES: Each committee shall perform those duties assigned to it by the board.

Section 110. COMMITTEE ON VOLUNTEER PLACEMENT:

A. Composition: The Committee on Volunteer Placement shall consist of eight members: four at-large members, who are not members of the board; and four trustees. At least one member must be a dentist within his or her first 10 years of practice. The trustee members shall be elected by the board. A member elected to a trustee position may remain a voting member for up to one year following completion of trustee service. The at-large positions and the chair shall be appointed by the president.

B. Restrictions: Except for the chair, who shall serve as a guest to the Leadership Development Committee, no other members may serve concurrently on the Leadership Development Committee. A member of the Committee on Volunteer Placement:

1. Shall not be eligible to apply for any at-large positions on councils, committees, or affiliate or subsidiary boards of directors during their tenure.

2. May apply for any officer or board-elected trustee position. Any member applying for an officer position shall resign from the committee immediately upon applying.

3. May apply for positions on the ADA delegation and ADA councils. Any member doing so shall recuse himself or herself from the deliberation process related to these positions.

C. Term of Office: The term of office shall be three years. The tenure shall be one term. One tenure is the maximum service on this committee.

D. Duties: The duties of the Committee on Volunteer Placement shall be:

1. To accept and review candidate applications for volunteer leadership positions as specified in the General Operating Principles.

2. To recommend to the Nominating Committee at least one candidate per position to be filled as specified in the General Operating Principles.

3. To recommend candidates to fill other appointed positions as requested by the president.

4. To maintain a database of volunteers including their current skill sets and experience.
Section 120. LEADERSHIP DEVELOPMENT COMMITTEE:

A. Composition: The Leadership Development Committee shall be composed of 10 elected members: two trustees elected by the board, and eight at-large members, at least one of whom must be a dentist within his or her first 10 years of practice. At-large members shall be nominated and elected as described in Chapter VIII, Section 20.

B. Term and Tenure: The term of office shall be two years. The tenure shall be three terms.

C. Duties: The duties of the Leadership Development Committee shall be:

1. To identify and recruit leaders for the tripartite organization, who will represent the membership of the association.

2. To develop in the members of the association the skills needed to serve in positions of leadership throughout organized dentistry.

CHAPTER XI — SPECIAL COMMITTEES

Section 10. APPOINTMENT AND TERM: Special committees of this association may be created by the president with ratification of the board, upon request of the house, board, or Executive Committee for the purpose of performing duties not otherwise assigned by these bylaws. Such special committees may serve until the end of the calendar year. The president shall appoint members of a special committee unless a different method of appointment is specified in the resolution creating such committees. A member of a special committee may be removed by the board in the same manner as council members (Chapter VIII, Section 70).

Section 20. PRIVILEGE OF THE FLOOR: Chairs of special committees who are not members of the house shall have the right to participate in the debate on their respective reports but shall not have the right to vote.

CHAPTER XII — PRINCIPLES OF ETHICS AND JUDICIAL PROCEDURES

Section 10. PROFESSIONAL CONDUCT OF MEMBERS: The professional conduct of members in all membership classifications shall be governed by this association’s bylaws, the Principles of Ethics and Code of Professional Conduct of the American Dental Association, the CDA Code of Ethics and the codes of ethics and bylaws of the component societies where the member practices or conducts or participates in other professional dental activities.

Section 20. DISCIPLINE OF MEMBERS:

A. Conduct Subject to Discipline: Members may be disciplined by the Judicial Council for (1) having been found guilty of a felony, (2) having been found guilty of violating the Dental Practice Act of the state of California, or (3) violating the CDA Bylaws, the Principles of Ethics and Code of Professional Conduct of the American Dental Association, the CDA Code of Ethics or the code of ethics or bylaws of their component society.

B. Disciplinary Penalties: A member may be placed under a sentence of censure, suspension, or may be expelled from membership for any of the offenses enumerated in Chapter XII, Section 20A. A member may be placed under the conditional status of probation following the stay of a penalty of censure, suspension or expulsion.

Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular type of conduct or act.

Suspension means all membership privileges, except continued entitlement to coverage under insurance programs, are lost during the suspension period.

Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided herein.
Probation, to be imposed for a specified period and without loss of rights, may be administratively and conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been suspended. Probation shall be conditioned upon good behavior. Additional reasonable conditions may be set forth in the decision for the continuation of probation. In the event that the conditions for probation are found by the society which preferred charges to have been violated, after a hearing on the probation violation charges in accordance with Chapter XII, Section 20C, the original disciplinary penalty shall be automatically reinstated; except that when circumstances warrant the original disciplinary penalty may be reduced to a lesser penalty. There shall be no right of appeal from a finding that the conditions of probation have been violated.

C. Disciplinary Proceedings: Disciplinary proceedings may be initiated only by the Judicial Council, either upon its own initiative or upon request of any component society. A component society shall refer disciplinary matters to the Judicial Council with a request that said council initiate disciplinary proceedings. In the event that the Judicial Council declines to initiate the requested disciplinary proceedings, the council shall promptly notify the component society. Before a disciplinary penalty is invoked against a member, the following procedures shall be followed by the body preferring charges:

1. Hearing: The accused member shall be entitled to a hearing at which they shall be given the opportunity to present a defense to all charges. Accused members may represent themselves, be represented by another member, or, be represented by legal counsel. Members shall bear all costs for representation.

2. Notice: The accused member shall be notified in writing of charges and of the time and place of the hearing, such notice to be sent by certified letter and mailed not less than 21 days prior to the date set for the hearing.

3. Charges: The written charges shall include an officially certified copy of the alleged conviction or determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been violated, and shall include a description of the conduct alleged to constitute each violation.

4. Decision: Every decision which shall result in censure, suspension, or expulsion shall be documented, and shall specify the charges made against the member, the facts which substantiate any or all of the charges, the verdict rendered and the penalty imposed. A notice shall be mailed to the accused member about the right to appeal. Within 10 days of the date on which the decision is rendered, a copy shall be sent by certified mail to the last known address of each of the following parties: the accused member, the secretary of this association, the chair of the Judicial Council, and to the executive director and chair of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.

D. Appeals: A member, under sentence of censure, suspension or expulsion, shall have the right to appeal a decision of the Judicial Council, or Hearing Panel thereof, to the Council on Ethics, Bylaws and Judicial Affairs of the ADA, in accordance with the Constitution and Bylaws of the American Dental Association.

E. NonCompliance: In the event of a failure of technical conformance to the procedural requirements, the agency hearing the appeal shall determine the effect of technical nonconformance.

CHAPTER XIII — CDA PRESENTS BOARD OF MANAGERS

Section 10. COMPOSITION: The CDA Presents Board of Managers (board of managers) shall be composed of between 16 and 18 members: 13 manager members, one or two associate members, one new dentist member, the thirteenth district representative on the ADA Council on Scientific Sessions, who shall be an ex officio voting member (and may concurrently serve as a manager or associate member), and the CDA executive director, who shall be the vice chair and ex officio voting member. Manager, associate, and the new dentist members shall be selected as described in Chapter VIII, Section 20, using specific criteria and qualifications established by the board of managers.

Section 20. TERMS AND TENURE:
A. The term of office for manager members shall be three years. The lifetime tenure of a manager member shall be five terms. Full terms do not have to be served consecutively to count towards tenure. A partial term shall be no more than one and one half years.

B. The term of office for associate members shall be one year. The tenure as an associate member shall be two terms. A partial term shall be no more than six months. An associate member may not have previously served as a manager member, and may not have previously served more than one term as an associate. The number of associate members shall be determined by the board of managers and communicated to the Committee on Volunteer Placement annually.

C. The term of office of the new dentist member shall be one year. The tenure as a new dentist member shall be two terms. A partial term shall be no more than six months. A new dentist member may not have previously served as a manager member or associate member, and may not have previously served more than one term a new dentist member. There shall be one new dentist member.

D. A member of the board of managers may be removed by the board in the same manner as council members (Chapter VIII, Section 70).

Section 30. DUTIES: The board of managers shall establish a mission statement and manage the development and implementation of all scientific sessions.

Section 40. ANNUAL REPORT AND BUDGET: The board of managers shall submit periodic reports to the board, annual reports to the house, and shall propose an itemized budget annually to the board.

CHAPTER XIV — FINANCES

Section 10. FISCAL YEAR: The fiscal year of the association shall begin January 1 of each calendar year and end December 31 of that year.

Section 20. GENERAL FUND: The General Fund shall consist of all monies received other than those specifically allocated to other funds. The General Fund may be divided into operating and reserve funds at the direction of the board.

CHAPTER XV — DELEGATES TO THE AMERICAN DENTAL ASSOCIATION

Section 10. COMPOSITION: The CDA delegation to the ADA shall consist of the number of delegates allocated to this association by the ADA. Ex officio delegates are: the president, president-elect, vice-president, secretary, treasurer, speaker, immediate past president, editor, and TDIC/TDIC Insurance Solutions chair. A reasonable number of alternate delegates shall be nominated and elected as set forth in Section 40 below.

Section 20. QUALIFICATIONS: Delegates and alternate delegates must be members in good standing.

Section 30. TERM AND TENURE: The term of office for delegates and alternate delegates is one year. An unlimited number of terms may be served.

Should any delegate position be vacated, the president shall replace the delegate from the list of alternate delegates. Should any alternate delegate position be vacated, it may remain unfilled, or the president, in consultation with the chair of the committee on volunteer placement, the thirteenth district trustee, and the delegation chair, shall appoint a replacement with ratification by the CDA board.
Section 40. NOMINATION AND ELECTION: Candidates for delegates and alternate delegates shall be elected by the board. Additional nominations for candidates for election as delegates and alternate delegates may be made as provided in the General Operating Principles.

Section 50. REMOVAL: Delegates may be removed by the board in the same manner as council members (Chapter VIII, Section 70).

Section 60. DUTIES: The delegates shall be the official representatives of CDA in the ADA House of Delegates.

CHAPTER XVI – AFFILIATES AND SUBSIDIARIES

This association may create affiliates and subsidiaries, both nonprofit and for-profit, as it deems appropriate to conduct programs and activities of this association.

Section 10. AFFILIATES:

A. CDA Foundation: This association shall maintain the CDA Foundation, a nonprofit public benefit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code.

1. Purpose: The purpose of this affiliate is to receive grants, donations and contributions and to allocate funds to promote and advance oral health research, to educate the public regarding oral health-related issues, and to support other charitable and educational projects relating to the oral health of Californians, pursuant to its tax-exempt purpose.

2. Reports: The CDA Foundation shall submit periodic reports to the CDA board, and shall present an annual report to the house.

Section 20. SUBSIDIARIES:

A. Subsidiaries: The association shall create and maintain subsidiaries as it deems necessary. A subsidiary shall comply with the following requirements unless preempted by law, regulation, order or other regulatory directive.

1. Composition of the Board of Directors: The board of directors of each subsidiary having more than one director, shall include at least one director in each of the following categories: at-large, non-member/non-employee, trustee, and the CDA executive director. The subsidiary board shall also include as directors two CDA officers, one of whom shall be the CDA treasurer.

The subsidiary board shall also include the president/chief executive officer as ex officio, without the right to vote. The immediate past chair shall be selected to serve on the subsidiary board of directors for an additional year as ex officio, without the right to vote. If the CDA executive director is serving as president and chief executive officer of a subsidiary, he or she shall be a member of the board of such subsidiary ex officio, without the right to vote.

2. Term and Tenure: The term and tenure of office of directors of the subsidiary companies shall be established within the bylaws of the subsidiaries. Unless otherwise provided in those bylaws, trustee and ex officio terms shall not be considered in the calculation of tenure. The CDA executive director and the president/chief executive officer serve on the subsidiary boards without term limitation.

3. Administration: The chief executive officer of a subsidiary company shall report to the chair of the board of CDA Holding Company Inc.. The chair, or a representative appointed by the chair, shall in turn present periodic reports of the activities of the subsidiary companies to the CDA board, and shall present an annual report to the house.
B. CDA Holding Company, Inc. (CDAHCI):

1. **Purpose:** This association shall establish CDAHCI for the purpose of holding the shares of each of the subsidiary companies created by the association, electing the subsidiary companies’ boards of directors and receiving dividends from the subsidiaries. The board of directors of CDAHCI shall establish such policies and procedures as it deems reasonable for the administration of CDAHCI and its subsidiary companies.

2. **Administration:** The chief executive officers of each of the subsidiary companies shall report to the chair of the board of CDAHCI who also sits as a member of the Executive Committee of this association.

3. **Composition of the Board of Directors:** The board of directors of CDAHCI shall be composed of four members. *Ex officio* members are: the CDA president, who shall serve as chair, CDA treasurer and CDA executive director. A CDA trustee, who does not serve on a subsidiary board, shall be nominated by the CDA board, selected by the CDA house, and elected by the shareholder of CDAHCI. If the CDA executive director is serving as president and chief executive officer of any subsidiary, he or she shall be a non-voting member of the CDHBI board.

4. **Term and Tenure:** The term of office for the elected member shall be one year. The tenure shall be six years.

5. **Election and Removal of Subsidiary Company Board Members:** CDAHCI, as shareholder of the subsidiary companies, shall elect, by act of its board of directors, the directors of each of the subsidiary companies by voting the shares of the subsidiary company in favor of the candidates recommended by the board or such other candidates as the board of directors of CDAHCI deems appropriate.

   CDAHCI, as shareholder of the subsidiary companies, may remove and replace any subsidiary company board member in accordance with procedures established by it.

6. **Dividends:** Dividends received by CDAHCI may be held and invested. Dividends deemed reasonable and prudent by the board of directors of CDAHCI may be declared to this association.

**CHAPTER XVII – AMENDMENTS TO BYLAWS**

These bylaws may be amended at any session of the house by two-thirds of the votes cast, provided that the proposed amendment shall have been distributed to the delegates at least 30 days prior to an annual session of the house at which such proposal is to be considered or as part of the meeting notice of a special session.