



General Operating Principles of the California Dental Association

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1 **General Operating Principles**

2 Amended November 2018

3
4 **I. INTRODUCTION**

5
6 The following rules shall apply to all volunteer groups of the California Dental Association (CDA or association) as
7 defined in Section II below. The relevant provisions of the bylaws governing these bodies are referenced herein.

8
9 The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIP Standard Code)*, current
10 latest revised edition, shall govern in all matters not provided for by the CDA Bylaws or the General Operating
11 Principles and not in conflict with California law.

12
13 **II. DEFINITIONS OF VOLUNTEER GROUPS**

- 14
15 A. House of Delegates: The House of Delegates (house) is vested with the responsibility for strategic direction on
16 matters of dental policy and practice and represents all of the members of the association. The house consists of
17 200-210 delegates from component societies and one delegate from each California dental school.
- 18
19 B. Board of Trustees: The Board of Trustees (board) is the managing body of the association and is vested with the
20 fiduciary duties for the organization, including responsibility for oversight of strategic plan implementation, fiscal
21 management, and governance oversight. The powers and duties of the board are described in detail in the CDA
22 Bylaws.
- 23
24 C. Councils: Councils are established by the house and are overseen by the board in accordance with the bylaws.
25 Trustees are excluded from membership on a council, except as otherwise noted in the bylaws. (Bylaws, Chapter
26 VIII)
- 27
28 D. Standing Committees of the Board: The standing committees of the board shall be established by and serve at the
29 direction of the board. With the exception of the Audit Committee, the composition is exclusively trustees and
30 officers. (Bylaws, Chapter IX)
- 31
32 E. Standing Committees of the Association: The standing committees of the association shall be established by the
33 house and overseen by the board. The composition may include at-large members, trustees and representatives of
34 other organizations as specified in the bylaws. (Bylaws, Chapter X)
- 35
36 F. Committees of the House: The committees of the house shall be established by and serve at the direction of the
37 house. The composition is delegates and officers of the house. (Bylaws, Chapter IV, Section 110)
- 38
39 G. Special Committees: Special committees are established by the president on behalf of the house, board, or
40 executive committee, and are overseen by the board. The composition includes CDA members based on specific
41 expertise or other criteria dependent upon the nature of the committee. A special committee may serve until the end
42 of the calendar year. (Bylaws, Chapter XI)
- 43
44 H. Task Forces: Task forces serve in an advisory capacity and may be established by the president, board or house.
45 The purpose of a task force is to complete a specific project. A task force may include individuals who are not
46 members of the association. The president shall appoint members of a task force based on specific expertise and
47 relationships with other volunteer groups as appropriate to the project. A task force may serve until the end of the
48 calendar year.
- 49
50 I. Board of Managers: The Board of Managers (BOM) is established by the house and overseen by the board. The
51 BOM manages the development and implementation of all scientific sessions. (Bylaws, Chapter XIII)
- 52

53 J. Subcommittees/Workgroups: Each volunteer group may establish subcommittees and workgroups in accordance
54 with its needs. Upon appointment, a list of such groups shall be reported to the CDA secretary. The structure and
55 composition of each group shall be reported to the executive director upon its establishment.

56
57 A subcommittee is established by a volunteer group and serves at the direction of that body. A subcommittee is
58 comprised of members of that body. Subcommittees may include panels.

59
60 A workgroup is established by a volunteer group chair and serves at the direction of that body. A workgroup may
61 include members, non-members and staff. The purpose of a workgroup is to serve as a consultant to staff or a
62 volunteer group regarding an issue at the discretion of its overseeing body.

63

64 **III. VOLUNTEER DISCLOSURE OF CONFLICTS OF INTEREST**

65

66 Statements of disclosure shall be distributed on an annual basis to all members holding elective or appointive office at
67 CDA, its subsidiaries or affiliates. Any information provided in a statement of disclosure resulting in an actual or
68 potential conflict of interest shall be reported to the executive director and chair of the corresponding volunteer group.

69

70 **IV. LEADERSHIP APPLICATION AND SELECTION PROCESS**

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72 A. Authority: The bylaws and General Operating Principles shall together specify the nomination and election or
73 appointment process for all volunteer groups.

74

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

79

80 C. Procedure: The following shall govern the leadership application and selection procedure for the positions of officer,
81 council member, committee member, ADA delegate and alternate delegate, thirteenth district trustee nominee,
82 boards of directors of affiliated companies, and all dentist positions on the boards of directors of all subsidiaries:

83

84 1. The Committee on Volunteer Placement (CVP) reviews and revises application process, forms and time
85 deadlines for nomination to elective positions.

86

87 2. CVP develops applications and the Leadership Development Committee (LDC) recruits candidates for positions.

88

89 3. With the exception of the president, immediate past president, and non-dentist non-employee subsidiary and
90 affiliate positions, applicants submit applications to CVP. Applicants may utilize past applications by completing
91 the appropriate form.

92

93 4. A member of CVP:

94 • Shall not be eligible to apply for any council, committee, or at-large positions on the affiliate or subsidiary
95 boards of directors during their tenure.

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

98 • May apply for positions on the ADA delegation (delegate or alternate) and ADA councils. A CVP member
99 shall not be involved in the deliberations relating to his or her application. (Bylaws, Chapter X, Section
100 110.B.)

101

102 5. CVP forwards all eligible officer candidates to the Nominating Committee. CVP suggests and forwards one
103 candidate per position to the board for all other at-large positions.

104

105 D. Selection Process for At-Large Positions

106

- 107 1. Candidates for the following positions are proposed by CVP and elected by the board:
- 108 • Members of councils, standing committees of the association (except president-appointed positions)
- 109 • At-large and associate members of the CDA Foundation Board of Directors
- 110 • Members of Foundation advisory and standing committees
- 111 • CDA Presents BOM manager members and new dentist member
- 112 • ADA Thirteenth District Delegation (delegates and alternate delegates)
- 113
- 114 2. Unless otherwise specified, candidates for the following positions are proposed by the CVP, appointed by the
- 115 president in consultation with CVP, and ratified by the board:
- 116 • Members of special committees and task forces
- 117
- 118 3. Candidates for the following positions submit their application to CVP for confirmation of eligibility:
- 119 • CDA Presents BOM associate members - eligible candidates are forwarded to the CDA Presents BOM for
- 120 selection, and election by the board
- 121 • Trustee members of councils and committees for election by the board
- 122 • Trustee directors of the CDA Foundation Board of Directors for election by the board
- 123
- 124 4. Candidates for the following positions are proposed by CVP, selected by the board, and elected by the
- 125 shareholder of the subsidiary boards:
- 126 • At-large members dentist directors of subsidiary boards
- 127
- 128 5. Candidates for the following positions do not submit their applications through CVP, but are proposed by the
- 129 subsidiary, selected by the CDA board, and elected by the shareholder of the subsidiary boards:
- 130 • Non-dentist non-employee directors of subsidiary boards
- 131
- 132 6. Candidates for the following positions do not submit their applications through CVP, but are proposed by the
- 133 affiliate and selected by the CDA board:
- 134 • Non-dentist non-employee directors of affiliate boards
- 135
- 136 7. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible
- 137 candidates are forwarded to the board for selection and elected by the shareholders of the subsidiaries or CDA
- 138 Holding Company, Inc.:
- 139 • Trustee directors of subsidiary boards
- 140
- 141 8. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible
- 142 candidates are forwarded to the board for selection, nominated by the house, and elected by the shareholders
- 143 of the CDA Holding Company, Inc.
- 144 • Trustee directors of CDA Holding Company, Inc.
- 145
- 146 9. Candidates for the following positions submit their application to CVP, are selected by the board, selected by
- 147 the house, and elected by the ADA House of Delegates. No person may be nominated for the position of
- 148 thirteenth district trustee if they have previously served in that position. Additional campaign information can be
- 149 found in Section 10 below:
- 150 • Thirteenth District Trustee
- 151
- 152 10. Candidates for the following positions submit their application to CVP, are selected by the Nominating
- 153 Committee, and elected by the house. Additional campaign information can be found in Section 10 below:
- 154 • Officers: President-elect, Vice President, Secretary, Treasurer, and Speaker of the House
- 155
- 156 11. Campaigning for Officer and Thirteenth District Trustee Positions
- 157
- 158 a. Candidates who submit their application to CVP may send a letter directly to the CDA president or the
- 159 executive director with a copy to the trustees and the Executive Committee summarizing the basis for the

160 candidate's interest in and qualifications for the position. Candidates may receive a set of mailing labels by
161 request for the Executive Committee and trustees.

162

163 b. All candidates who submit their applications within the parameters of the CVP process will be given the
164 opportunity to speak to their qualifications and platforms at the Nominating Committee meeting. Each
165 candidate will have five minutes to speak, followed by a short standardized interview of three questions,
166 and then the candidate will be given an additional two minutes for closing remarks.

167

168 E. Board Elected Positions

169

170 1. Applicants submit applications to CVP for verification of eligibility, as described in Chapter V, Section 120, of
171 the CDA Bylaws. Applicants may utilize past applications by completing the appropriate form.

172

173 For each applicant who applies by the application deadline, the following material shall be submitted to the
174 board for review prior to the election:

- 175 • Description of the open positions
- 176 • List of all eligible applicants
- 177 • Applications and curriculum vitae for each eligible candidate

178

179 2. Trustees may be nominated on the floor of the board. Eligibility will be verified prior to a vote on the applicable
180 position. Candidates may submit their application and curriculum vitae for distribution to the board. Candidates
181 shall recuse themselves from voting for the positions to which they are seeking election.

182

183 3. The CDA secretary shall oversee the election in accordance with the following procedures:

184

185 a. When the number of candidates equals the number of positions available, such candidates shall be
186 declared elected by the secretary.

187

188 b. When the number of candidates is greater than the number of positions available, the secretary shall
189 conduct an election by ballot. Candidates must receive a majority of the votes cast to be elected.

190

191 c. In the event no candidates for such positions receive a majority of the votes cast on the first ballot, the
192 candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until
193 the appropriate number of candidates has received a majority of the votes cast.

194

195 d. If the open positions on a committee are for different terms or if a newly created committee calls for
196 staggered terms for the trustee member(s), the candidate with the greatest number of votes shall serve the
197 longest term for which he or she is eligible. If successful candidates receive an equal number of votes on the
198 same ballot, those candidates shall draw lots to determine the order in which their terms are assigned.

199

200 e. The results of each vote taken shall be revealed to the board during the voting process.

201

202 F. Nominating Committee Selection Procedures

203

204 1. Applicants submit applications to CVP for verification of eligibility.

205

206 2. The following material for each open position shall be submitted to the Nominating Committee for selection:

- 207 • Description of the open position(s)
- 208 • List of all eligible applicants
- 209 • Application and curriculum vitae for each eligible candidate

210

211 3. The Nominating Committee chair shall oversee the selection in accordance with the following procedure.

212

213 a. Candidates shall recuse themselves from all voting on positions to which they are seeking nomination.

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- b. Officers, council/committee chairs, subsidiary and affiliate chairs/presidents, guests and CDA staff may attend all candidate speeches to the Nominating Committee. Following any candidate speeches, a closed session selection process shall be conducted. This closed session shall be limited to nominating committee members that are present (in person for any meeting called at a designated location) and designated staff members supporting the nomination process.
 - c. The chair shall conduct the selection by vote (written, ballot, electronic or otherwise, as consistent with voting practices of the board). Candidates must receive a majority of the votes cast to be nominated for consideration by the house.
 - d. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until a single candidate has received a majority of the votes cast for each position. If no candidate receives a required majority of the votes cast nor can a candidate be removed from the ballot, each candidate will be allowed to address the Nominating Committee once for an additional three minutes, and the ballot will be repeated. Balloting will be repeated until a single candidate has received a majority of the votes cast. If there is no change to the vote after a subsequent ballot, the names of all remaining candidates will be forwarded to the house for a contested election.
 - e. The results of each vote taken shall be revealed to the Nominating Committee during the voting process, and the final vote shall be included in the published election report to the house.

237 **G. House Election Procedures**

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1. When there is only one candidate for a position or an equal number of candidates for the number of positions available, such candidate(s) shall be declared elected or selected by the speaker. The secretary shall provide facilities for voting. All candidates who have not been declared elected or selected by the speaker shall be elected or selected by a majority of the house. Contested elections are held under the supervision of an ad hoc house committee appointed by the secretary as needed.
 2. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until a single candidate has received a majority of the votes cast for each position. In the event no candidate receives a required majority nor does a candidate receive the fewest number of votes, each candidate will be allowed to address the house once for an additional three minutes, and the ballot will be repeated. Balloting will be repeated until a candidate has received a majority of the votes cast. The CDA secretary shall announce the result of each vote after it has been taken, including the tally received by each candidate, if subsequent ballots are necessary, names of candidates on the subsequent ballots, and, upon election of a candidate, that a candidate has been elected.
 3. A person who has not been brought forward to the house by nomination from the board or nominating committee must notify the speaker in writing of their intention to run at the house at least 20 days before the house. Nominating petitions containing signatures of no less than 25 delegates must be presented to the secretary prior to the opening of the second session of the house. Early announcement of candidacy will allow all interested parties equal accessibility to delegates prior to the house.
 4. Campaigning for candidates other than through the established CDA mechanism mentioned in this document is discouraged. Campaigning includes the personal appearance of a candidate or his/her representative for the purpose of promoting the candidate at professional functions (including component dental society meetings) and/or separate and personal mailings directed at trustees, delegates and alternate delegates unless otherwise noted in this document.
 5. Candidates will not be allowed to open hospitality suites.

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6. A designated timeframe will be established for private voting.
7. Officer and Thirteenth District Trustee Guidelines for Contested Elections and Selections
 - a. CDA will provide each candidate for officer and thirteenth district trustee positions the opportunity to send a one-page letter to delegates, informing them of the candidate's goals, background, experience, etc. A curriculum vitae will be attached to this letter, which will be mailed to all delegates and alternate delegates as an enclosure with a house mailing following notification of a contested election. No further written information relative to the candidate's qualifications will be allowed prior to the house.
 - b. Each candidate for officer and thirteenth district trustee positions will be invited to deliver an address of up to five-minutes during the second session of the house. Candidates will be expected to deliver this speech personally.
 - c. Candidates for officer and thirteenth district trustee positions in contested elections and selections may speak at component caucus meetings (upon invitation of the component or group) held in conjunction with the house.

V. SANCTIONS

In cases where a volunteer has violated a policy of the association, the appropriate first step is for a report of that action to be provided to a member of the Executive Committee or CDA general counsel. A discussion by the president with that individual would follow with the goal of addressing the concern quickly, quietly and in a professionally respectful manner. In situations of a significant violation of policy, a more formal disciplinary process shall be identified by the Executive Committee and sanctions, when indicated, approved by the board.

VI. REMOVAL FROM OFFICE

- A. Trustees: Trustees may be removed from office by a majority vote of the board at a properly noticed meeting for reasons as described in the CDA Bylaws (Chapter V, Section 50).
 1. The secretary shall review attendance records and qualifications of office for trustees, and shall begin the removal as necessary.
 2. The secretary of the association shall notify the trustee, component executive director, and the Executive Committee when removal proceedings have been initiated, including the reason for consideration of removal and the date on which the board will consider such action.
- B. Officers: Removal of officers may only be done by the house as described in the CDA Bylaws (Chapter VI, Section 80).
- C. Council, Committee, Board of Managers, and ADA Delegates: Members of councils, standing committees, boards of managers, and ADA delegates may be removed from office as described in the CDA Bylaws (Chapter VIII, Section 70).
 1. Councils, committees, boards of managers, and the ADA delegation shall submit an attendance report to the secretary following each regular or special meeting.
 2. The secretary of the association shall review attendance and qualification records of councils, committees, boards of managers, and ADA delegations, and shall initiate removal procedures as necessary through the notification of the Executive Committee of the reason for removal consideration.

- 321 a. In cases in which the member failed or ceased to meet the qualifications of office, the president shall
322 declare the office vacant.
- 323
- 324 b. In cases in which removal is being considered for cause, the Executive Committee shall advise the member
325 of the reason for removal and the date in which the proceedings will be considered by the board. The
326 member shall be given an opportunity to submit a written or oral statement to the board, and shall leave the
327 meeting prior to the discussion and vote on the matter, which shall be conducted in closed session.
- 328

329 VII. MEETINGS

330 A. Types of Meetings

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- 333 1. Regular Meetings: Each volunteer group shall hold at least one meeting annually. All meetings shall be held in
334 a single location or by other means whereby all members can communicate concurrently with one another, in
335 accordance with applicable law.
- 336
- 337 2. Special Meetings: Special meetings of any volunteer group may be called at any time by the chair or upon
338 request of a majority of the members of that group provided at least 48 hours' notice. Only items that have
339 been noticed shall be considered at a special meeting.
- 340

341 Special meetings of the house of delegates may be called in accordance with the procedure set forth the CDA
342 Bylaws, Chapter IV, Section 80.

343

- 344 B. Quorum: A majority of the voting members of any volunteer group shall constitute a quorum. (Bylaws, Chapter VIII,
345 Section 90.) No actions may be taken by a volunteer group without a quorum, except to adjourn. Discussions and
346 reports may be heard.
- 347

- 348 C. Agenda: The following provisions regarding the agenda apply to all volunteer groups.
- 349

- 350 1. The agenda shall be established by the chair. Copies of agendas and associated meeting materials shall be
351 sent in advance to all members of the volunteer group.
- 352
- 353 2. The order of business for all meetings shall be determined by the chair.
- 354
- 355 3. The volunteer group or the chair, with permission of the group, shall have the authority to deviate from the order
356 and timing published on the agenda as needed to facilitate business.
- 357
- 358 4. Items not on the agenda shall require approval of a majority of the members present and voting prior to
359 consideration as new business.
- 360

- 361 D. Voting: A majority of the votes cast shall be required to take action unless otherwise provided in the bylaws
362 (Bylaws, Chapter VIII, Section 90). Final vote totals shall be recorded.
- 363

- 364 E. Material: For volunteer group recommendations that have policy implications, all relevant background information
365 should be provided to the Board of Trustees and House of Delegates in a timely manner and relevant options for
366 actions should be presented.
- 367

- 368 F. Minority Reports: Reasonable effort should be made by the members of a volunteer group to reach agreement on
369 issues. If this is not possible, the background material of the item should capture the full range of the discussion
370 including the full scope of opinions held by the group. Minority reports may be created.
- 371

- 372 G. Minutes: It shall be the duty of the chair for all councils, committees and boards to record the minutes of all
373 meetings and to provide copies to all members of the volunteer group before the next meeting. The minutes shall be

374 approved at the next meeting. After approval, minutes of all meetings shall be posted on the CDA website for one
375 year and accessible to members upon request following one year.

376

377 H. Recordings: Meetings may not be recorded by members or guests. Staff may record meetings for purposes of
378 transcription (such as in the house) or minutes. Recording meetings for other purposes (such as presentations to be
379 shared) may be done by staff at the direction and approval of the volunteer group. All recordings and their
380 subsequent distribution and destruction shall be coordinated with legal counsel.

381

382 I. Parliamentary Procedures

383

384 1. Suspension of Rules: A motion to suspend rules is an incidental motion that permits a volunteer group to vote to
385 suspend procedural rules that interfere with the accomplishment of a particular action. Rules may be suspended
386 only for a specific purpose and for the limited time necessary to accomplish the proposed action. This rule shall
387 not be suspended.

388

389 2. No Seconding of Motions: Following the proper movement of a motion, a second is not required.

390

391 3. Adopt in Lieu of: Adopt in lieu of is not an acceptable motion. All motions that are offered as substitutions will
392 be considered for substitution before they are acted upon.

393

394 4. Table Indefinitely: The motion to table indefinitely will not be used. All items of business that are on the agenda
395 for any given meeting will be considered and disposed of in that meeting.

396

397 5. Straw Votes: Straw votes are not consistent with parliamentary law and shall not be done.

398

399 J. Closed Session: A closed session is any meeting or portion of a meeting with limited attendance in order to
400 consider a confidential matter. A closed session will be held upon a majority vote of the members present and
401 voting. Refer to the operating principles for specific volunteer groups below for the individuals who are permitted to
402 remain in closed session for that group. The volunteer groups may invite any other persons to remain during closed
403 session by a majority vote and with the advice of legal counsel. Any member who breaches confidentiality shall be
404 in violation of the CDA Code of Ethics and is subject to discipline.

405

406 The four subject areas appropriate for a closed session are:

407

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

411

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

415

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

418

419 4. Other Occasions Calling for Closed Session: The three instances outlined above cover most situations in which
420 a closed session might be necessary. From time to time, however, sensitive material may arise that should not
421 be widely publicized. All volunteer groups should be guided by a sense of discretion in determining what
422 information should be made public and what information should remain confidential. Although the general rule
423 is that proceedings should be characterized by openness rather than secrecy, there will always be times in
424 which members must decide to maintain certain information in confidence.

425

426 **VIII. REIMBURSEMENT OF EXPENSES**

427

- 428 A. General Expenses: The general expenses of volunteer group members shall be reimbursed in accordance with CDA
429 policy. All requests for reimbursement must be submitted on official forms.
430
- 431 B. Reimbursement of Travel and Maintenance Expenses: It is the general policy to provide reimbursement for travel
432 and maintenance expense for all personnel on official business for the association on the basis of the most direct
433 and inexpensive method of travel; funds available in the budget; the completion of signed reimbursement requests
434 approved by a proper authorizing official; and compliance with the following rules:
435
- 436 1. Basis of Reimbursement: Members of volunteer groups and other individuals traveling officially for the
437 association shall be remunerated on the following formula when on official business of the association: the IRS
438 standard mileage rate at the time of travel (e.g., office to place of meeting or airport), airfare, and current per
439 diem. The per diem is intended to defray all out-of-pocket expenses for gratuities and meals. All flight and hotel
440 arrangements will be made and paid by CDA.
441
 - 442 2. Reimbursement from More than One Source: Reimbursement shall not be made by the association when
443 reimbursement is made for the same expense by any other agency or organization.
444
 - 445 3. Reimbursement for Attendance at the House of Delegates: Reimbursement for maintenance and transportation
446 expenses related to the house shall be made only to trustees, officers and chairs or his or her designee unless
447 otherwise directed by the board.
448
 - 449 4. Reimbursement for Conferences and Other Events: Reimbursement for transportation and lodging related to
450 conferences and other events shall not be made unless such expenses were approved prior to attendance and
451 are within the approved budget or approved by the executive director.
452

453 **IX. PUBLIC STATEMENTS**

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455 No member of any volunteer group may issue a public statement in the name of that volunteer group or the association
456 unless the statement is clearly in accord with the policies of the association.
457

458 Prior to its distribution, any communication provided from a consultant, advisor, liaison or guest to another group shall
459 be approved by the chair.
460

461 Volunteer group members may discuss actions taken with their respective component board or membership as a means
462 to increase communication unless the action was discussed in closed session. The CDA website has all recent
463 association minutes and policy documents online which can be easily accessed, printed or reviewed for reference.
464

465 **X. RELATIONS WITH OTHER ORGANIZATIONS AND AGENCIES**

466
467 No volunteer group is authorized to appoint or designate official representatives of the association on the request of, or
468 for liaison with, other organizations and agencies. When requests for official representation or liaison are received,
469 they shall be forwarded to the executive director and president.
470

471 **XI. HOUSE OF DELEGATES**

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473 A. Introduction: All participants at the house have the duty to consider the welfare of the association, the dental
474 profession as a whole, improvement of the health of the public, the wishes of their societies and their geographical
475 region.
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477 B. General Information for Delegates and Alternates: The house normally meets once a year to consider and legislate
478 on many matters. The following information describes the organization and operation of the house. This material
479 will give a delegate a more informed view of the activities which lead to establishment of the policy of the
480 association.
481

- 482 1. Credentials for Delegates: Official credentials (admission cards) are prepared and distributed in advance for all
 483 delegates by the staff of the association. Substitution of alternate delegates may be made during all four
 484 meetings of the house. Delegates wishing to substitute alternate delegates from their delegation for themselves
 485 during a meeting of the house must complete the appropriate delegate-alternate substitution form. The delegate
 486 or the component delegation secretary is required to sign the form and surrender the delegate's admission
 487 cards for the meeting or meetings not attended. Admission cards will be issued to the alternate delegate after
 488 the staff administering the credentialing process receive the substitution form and the delegate's admission
 489 cards. Only those substitutions completed in this manner will be part of the official house record.
 490
- 491 2. Admission Cards for Delegates: Each delegate will receive an admission card for each meeting of the house.
 492 The card should be presented to the doorkeeper for each meeting for admission to the floor of the house. The
 493 loss of admission cards should be reported promptly to staff.
 494
- 495 3. Seating of Alternate Delegates: If a delegate cannot attend a meeting of the house, he or she should surrender
 496 the admission card to staff for the meeting or meetings not attended in order for the alternate delegate to apply
 497 for credentials.
 498
- 499 4. Access to Floor: Access to the floor of the house is limited to the delegates, elected and appointed officers of the
 500 association, past presidents of this association, trustees, council and committee chairs, members of councils and
 501 committees when requested by chairs, one representative from each of the ADA recognized specialty
 502 organizations who is a CDA member, executive directors of component societies, the designated ADHP guests
 503 of the house, and CDA staff. Trustees and executive directors of component societies will be seated with their
 504 delegations.
 505
- 506 Alternate delegates may also have the privilege of access to the floor with an appropriate delegate admission
 507 or readmission card. An alternate delegate who does not obtain credentials as a delegate will not be
 508 recognized as a delegate in the official house record. Additionally, the delegate from whom the alternate
 509 delegate was given the admission or readmission card will not have access to the floor until the admission or
 510 readmission card is returned. Without credentials, alternate delegates may be seated in the visitors section.
 511 Alternate delegates are privileged to attend all closed sessions of the house.
 512
- 513 5. Visitors at the House: Visitors may attend meetings of the house, but are not permitted access to the floor. They
 514 are seated in the visitors' section.
 515
- 516 6. House Meetings: The house shall meet annually on a day or days specified by the board. The notice of the
 517 annual session shall be sent to all delegates and alternate delegates at least 60 days in advance. Reference
 518 committee hearings will be held at a time and place designated by the Speaker of the House (speaker). All
 519 members of the association may attend the hearings of the reference committees.
 520
- 521 7. House Materials: House meeting notices, agendas, proposed resolutions and other materials are provided to
 522 delegates, officers, council and committee chairs, component presidents and executive directors, and
 523 subsidiary/affiliate presidents and chairs. The house materials are also made available on the CDA website.
 524
- 525 Materials for the house will be provided as information is available. Materials will include annual reports of
 526 officers, councils and committees and resolutions to be considered.
 527
- 528 8. Distribution of Materials at the House: No materials may be distributed at the house without obtaining
 529 permission from the speaker. Material to be distributed must relate to subjects and activities that are proposed
 530 for house action or information.
 531
- 532 9. Leadership Recognition: Leadership recognition plaques, awards and gifts will be presented at the house.
 533
- 534 10. Component Responsibilities:
 535

- 536 a. Although CDA will recognize the achievements of CDA leadership, components will not be given an
537 opportunity to make special presentations during the house meeting or during social events.
538
- 539 b. Components are encouraged to recognize their leadership at membership or social functions sponsored by
540 the component within their jurisdiction.
541
- 542 c. Separate receptions or open suite festivities during the house in honor of outgoing leadership are
543 discouraged.
544
- 545 11. American and Californian Flags: The American and Californian flags are to be displayed on the podium during
546 all sessions of the house. The Pledge of Allegiance will be included in the opening ceremony of each house
547 meeting, led by a person designated by the speaker.
548

549 C. Operation of the House of Delegates
550

- 551 1. Officers: The house has two officers: the speaker and the secretary. The speaker is elected every two years by
552 the house. The secretary is the secretary of the association. In the absence of the speaker, the president shall
553 appoint a speaker pro tem. In the absence of the secretary, the speaker shall appoint a secretary pro tem. The
554 speaker presides at all meetings and the secretary serves as the recording officer and custodian of records.
555
- 556 2. Duties of the House: The house elects the elected officers of the association and selects the thirteenth district
557 trustee nominee. The powers and duties of the house are described in detail in the CDA Bylaws.
558
- 559 3. Resolutions and Reports:
560
- 561 a. The component societies, delegates, councils, committees, task forces, subsidiaries and affiliates, and the
562 board may submit resolutions to the house. Occasionally, the house will receive a recommendation on a
563 resolution from an outside organization, such as a specialty group in the field of dentistry or from a civic or
564 philanthropic organization. Acceptance of such resolutions for consideration by the house will be
565 determined by the speaker subject to the approval of the house.
566
- 567 b. The house shall be provided annually with information on the status of prior year's house activities, board
568 actions, the strategic plan, and operational and capital budget. The president, secretary, treasurer, editor,
569 executive director, shall submit an annual report to the house.
570

571 D. Procedures of the House of Delegates
572

- 573 1. Seating of Delegations: The component society delegations shall be seated in accordance with a rotational
574 plan.
575
- 576 2. Identification of Speakers: All speakers on the floor of the house shall state all of the following CDA positions
577 currently held by them: delegate, trustee, CDA officer, CDA staff, council chairperson, committee chairperson,
578 past president, ADHP guest of the house and/or council member and identify themselves by name and relevant
579 position.
580
- 581 3. Speaking Privileges: The right to speak to issues before the house is held, in addition to delegates, by the
582 officers, trustees, past presidents of the association, one representative from each of the ADA recognized
583 specialty organizations who is a CDA member, and the designated ADHP guests of the house. Chairs and
584 members of councils and committees shall have the right to participate in debate on their respective reports.
585 Executive directors of component societies, members of CDA staff, and others may be privileged to speak when
586 called upon as a resource.
587
- 588 4. Parliamentarian: The speaker shall ensure that the house has a parliamentarian at each session. The speaker
589 may fill that role or appoint a parliamentarian.

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5. Agenda and Priority Agenda: The proposed agenda for the house is prepared by the speaker of the house. A priority agenda and a consent agenda are prepared by the speaker in consultation with the reference committee chairs. Any delegate may remove any resolution from the consent agenda. Resolutions shall be accepted until 10 days prior to the first session of the house. 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.
6. Referral of Reports and Resolutions: The speaker shall prepare and provide a list of referrals of reports and resolutions to reference committees to all delegates and alternate delegates in advance of the hearings.
7. Presentation of Board Reports: The board shall provide written reports as required in the bylaws, and shall provide annual presentations of the strategic plan and budget.
8. Resolutions on the Appropriation of Funds: The treasurer shall report on fund required for any resolution proposing an appropriation of funds.
9. Notice of Dues Change: A change in dues may be adopted by the house only if proposal has been provided to the delegates and alternate delegates no less than 30 days in advance of the session at which such proposal is to be considered.

E. Reference Committees of the House of Delegates

1. Reference Committees: Each reference committee shall consist of five members of the house appointed by the president in consultation with the speaker. The number and scope of reference committees varies from year to year depending on the issues which are before the house.
2. Duties: The primary duty of a reference committee is to recommend to the house an appropriate course of action on all matters which have been placed before it based on all available information and advice and by making its decision in the best interests of the association, the dental profession and the public. Reference committees may make recommendations to adopt, amend, postpone, revise, refer or reject a resolution or may propose resolutions.
3. Referral of Items of Business to Reference Committees: The speaker prepares the list of referrals in consultation with the president and secretary. The list of referrals will be transmitted to the delegates in advance of the reference committee hearings to inform them of matters to be considered. Following transmittal of the list of referrals to the delegates, additional items of business may be referred to a reference committee by the speaker.
4. Conduct of Hearings: The chair of the reference committee will preside at both the reference committee hearing and the closed session.

The chair will not permit motions or voting, since the objective of the hearing is to receive information and not make decisions. The chair, with the consent of the committee, may place reasonable limitations on discussion and debate.

All members of CDA have the right to attend reference committee hearings and participate in the discussion, whether or not they are members of the house. Non-members of the association may participate in the discussion at hearings only at the invitation of a majority of the reference committee.

Reference committees are expected to be available during the announced hours of applicable hearings and deliberations.

5. Conduct of Closed Session: After evidence and information have been received at the open hearing, the committee shall go into closed session at which only the members and staff may be present. They may call upon

644 the officers, the board, councils, consultants, or staff for additional information. At this meeting, the committee
645 reaches its decisions and prepares its report.

646

647 6. Reference Committee Reports: The report of the reference committee to the house represents comments and
648 recommendations on the material that it has considered.

649

650 Items for which no discussion occurred during the reference committee hearing may be placed on a consent
651 agenda. The reports of the reference committees shall be signed by members of the committee and distributed
652 to members of the house as early as time permits.

653

654 The reference committee chair should be prepared to comment on the committee position taken in its report and
655 provide an explanation of this decision prior to recommending that a resolution be adopted, rejected,
656 amended, postponed or replaced by a substitute resolution to the house.

657

658 F. Voting: The time and method of voting in the house is determined by the speaker. Voting is accomplished generally
659 by one of three methods: consent, voting cards, or electronic voting.

660

661 G. Closed Session: In a closed session, attendance is limited to officers of the house, delegates and alternate
662 delegates, the elective and appointive officers, trustees and general counsel of the association.

663

664 H. Emergency Operating Guidelines: In the case of an emergency or extenuating circumstance that affects the house
665 proceedings, (e.g., severe weather, state of emergency, or death), a decision to interrupt or cancel the house
666 proceedings may be necessary. If there is time to gather and present information prior to the house making a
667 decision, CDA will provide as much information as is available regarding:

668

- 668 o general financial implications to CDA and the components
- 669 o logistical implications to CDA, components and delegates, and
- 670 o determination of how and when any incomplete business of the house will be conducted

671

671 Every effort will be made to provide complete information to the house regarding financial and logistical
672 implications; however, based on the timing of the emergency or extenuating circumstance, some information may
673 be incomplete prior to the house being asked to make a decision.

674

674 Options will include calling for a continued House of Delegates. A motion for a continued house may exclude the
675 date, time and location in an emergency situation, and such meeting will allow the inclusion of new business. A
676 special house, in accordance with the AIP, precludes the acceptance of new business.

677

677 If house proceedings are cancelled, the House of Delegates will be responsible for determining if a continued
678 meeting should be scheduled.

679

679 If the emergency is such that there is no time or it is infeasible to put the decision to the house, the board of trustees
680 or the executive committee (if the board is unavailable) will have the authority to interrupt or cancel house
681 proceedings. In this instance, the board of trustees or the executive committee (if the board is unavailable) will be
682 responsible for determining if a continued meeting should be scheduled. A full report to the house will be sent
683 containing the decision and information used to make this decision.

684

685 **XII. BOARD OF TRUSTEES**

686

687 **A. Responsibilities**

688

689 1. Attendance at Meetings of the House of Delegates: All members of the board are required to attend all
690 meetings of the house. Members of the board should be seated with their delegations or in the special section
691 provided for them.

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693 2. Attendance at Reference Committee Meetings: All members of the board are required to attend the reference
694 committees of the house.

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3. Meetings of Component Delegates: Elected trustees are responsible for attending any caucuses of their component to discuss information that will be considered by the house.
4. Fiscal Responsibilities: The board has the same duties and responsibilities as any corporate board, including the fiduciary and management responsibilities for the association. The association employs a chief financial officer and staff who work with the Finance Committee and treasurer to maintain the association's day-to-day accounting records and implement investment strategies. The board sets financial policy and is responsible for the association budget, reserves and accounts.
 - a. Definition of Financial Terms
 - i. Surplus: Surplus is the excess of receipts (income) over disbursements (expense) at the end of the fiscal year. The board shall be authorized to draw from surplus as needed to meet the obligations/liabilities of the association.
 - ii. Reserves: Reserves are cash or its equivalent maintained to meet obligations/liabilities of the association for which current surplus funds are not available. An affirmative vote of two-thirds of the votes cast is required to authorize use of reserves for any purpose.
 - (a) Operating Reserve – The target balance in this fund shall be four months operating expenses. The purpose of the operating reserve is to provide a stable cushion against unforeseen events that would impact current year operations. This fund shall be managed with the primary goals of capital preservation and liquidity, with a secondary goal of keeping pace with any annual increases in the size of the operating budget.
 - (b) Strategic Fund – When the operating reserve has achieved the target balance, additional funds shall be placed into the strategic fund. These funds could potentially be used for any purpose and at any time on approval of the board. The primary goal is capital preservation with a secondary goal of keeping pace with inflation.
 - (c) Issues Fund – Twenty-five dollars from each dues-paying member is allocated to the issues fund annually. These funds may be used at any time on approval of the board to fund public initiatives or matters that are legal, legislative, or regulatory in nature.
 - iii. Capital Expenditures: Capital expenditures are depreciable items with a purchase price in excess of \$1,000. Purchases are to be submitted to and approved by the board.
5. Legal Responsibilities: In addition to the duties described in the association governing documents, trustees are also required to comply with applicable state and federal law when acting on behalf of the association. CDA purchases insurance to protect its trustees and officers. From a legal standpoint, trustees are the equivalent of corporate directors. It is their responsibility to act (1) in good faith, (2) with the care an ordinary prudent person in a like position would exercise in similar circumstances, and (3) in the best interest of the corporation and its shareholders. These duties are generally called the three basic duties of corporate directors: the duty of loyalty, the duty of care, and the duty of obedience.
 - a. Duty of Loyalty: The duty of loyalty requires trustees to exercise their powers in the interests of the corporation rather than in their own or another's interest. It includes avoiding conflicts of interest, confidentiality, and not taking personal advantage of corporate opportunities. A trustee has the fiduciary obligation to work solely for the benefit of the corporation. Any activity by a trustee to the detriment of a corporation is contrary to this duty. When a trustee has a material financial interest in a transaction involving the corporation, all material facts as to the transaction and the trustee's financial interest must be disclosed to the board and the trustee director may not vote on the matter. If a trustee is a member of a board which is entering into a contract or other transaction with another corporation or association of

749 which he or she is also member (and which is not a wholly-owned corporation of a common parent), the
750 material facts of the transaction and the common directorship must also be disclosed. The contract or
751 transaction must be approved by a sufficient vote without the common directors.

752
753 The duty of loyalty is the standard that requires a trustee to act in good faith, be faithful to the organization
754 and pursue the organization's best interests. It means that trustees must be dedicated to the organization
755 mission and put the interests of the organization above component and self-interest. Once a decision has
756 been made by the board, its individual members must now honor that decision as the "will of the body."
757 When communicating such decisions outside of CDA deliberative bodies, there should not be actions which
758 suggest an individual trustee position rather than the will of the group.

759
760 b. Duty of Care: The duty of care requires trustees to be informed. Trustees are expected to attend meetings,
761 ask questions, and obtain the information they need to make reasonable decisions on issues. If a problem
762 arises over a decision made by a board, ignorance of the facts is not an excuse. California law mandates
763 that trustees be "reasonably" informed about the corporation's performance. Although the board is
764 responsible for management of the corporation's business, many of its functions can be delegated. A trustee
765 must be satisfied that the corporation's information gathering and reporting system represents a good faith
766 attempt to provide senior management and the board with information concerning material acts, events or
767 conditions within the corporation, including compliance with applicable statutes and regulations.

768
769 To satisfy their duty of care, the law permits a board member to rely on information provided by others as
770 long as the information provided is within the area of expertise of the person providing the information. For
771 example, a trustee can rely on information provided by accountants and lawyers. If a trustee relies on such
772 information and advice in making a decision, no liability would attach even if those decisions were
773 ultimately found to be erroneous. Decisions contrary to such advice may create legal issues. Trustees are
774 cautioned to proceed cautiously when acting contrary to the advice of experts.

775
776 The "business judgment rule" protects trustees. A court will not second guess the decisions of a board which
777 are taken in conformance with the general fiduciary standards of directors. In other words, the trustees must
778 exercise reasonable diligence in obtaining the facts, and rely on the expert advice obtained. If honest and
779 unbiased judgment is exercised, even decisions later determined to be wrong or injurious to the
780 corporation, are protected from liability.

781
782 c. Duty of Obedience: The duty of obedience requires that trustees comply with the laws and governing and
783 policy documents of the association. Trustees are expected to read and understand the Articles of
784 Incorporation, the CDA Bylaws, and all other guidelines and manuals of the organization.

785
786 9. Evaluation of the Executive Director: The board is responsible for the annual evaluation of the executive director.
787 The board shall determine on an annual basis the trustees who will participate with the Executive Committee
788 and subsidiary board chairs in developing the annual goals and conducting an annual evaluation of the CDA
789 executive director with a report to the board.

790
791 B. Attendance at Meetings

792
793 1. Members

794
795 Board members are expected to attend and participate in all meetings of the board.

796
797 For meetings called at a designated location, members of the board unable to attend in person will be
798 permitted to join the meeting via teleconference or videoconference to participate in open sessions; however,
799 such members shall abstain from voting and will be recused from breakout group activities and closed sessions.

800

- 801 For meetings called as a teleconference or videoconference, all members of the board will be permitted to fully
802 participate in discussion and voting.
- 803
- 804 2. Participants and Standing Guests
- 805
- 806 a. In accordance with the bylaws, the speaker of the house and editor may attend and participate in meetings
807 of the board without the right to vote. The thirteenth district trustee, CDA council and committee chairs, the
808 CDA PAC chair, invited component representatives, guests of the board, CDA staff, and the staff and
809 elected officers of CDA subsidiary and affiliated companies may attend and address meetings of the board.
810
- 811 b. A council or committee chair may request that a representative serve in place of the chair with the consent
812 of the president.
- 813
- 814 c. Task forces and workgroups may provide written reports to the board, but chairs do not attend unless
815 invited by the board or president to a specific meeting.
816
- 817 3. Component and Other Guests
- 818
- 819 a. When a trustee from a single-trustee component or both trustees from a two-trustee component are unable to
820 attend a meeting, the component may make a request to the president that one named, non-voting guest
821 attend. If approved, expenses will be paid by CDA for one guest.
822
- 823 b. The president or board may invite other guests to attend a meeting.
- 824
- 825 c. Other individuals who wish to attend a meeting shall submit a written request to the president for approval
826 seven days in advance of the meeting.
827
- 828 4. Closed Session: In a closed session, attendance is limited to officers, trustees, and general counsel participating
829 at the designated location. Other persons may be invited to remain or join during closed session by a majority
830 vote of the board and with the advice of legal counsel.
831

832 **XIII. COUNCILS, COMMITTEES, TASK FORCES AND THE BOARD OF MANAGERS**

- 833
- 834 A. Eligibility: All members of councils, committees, task forces or BOM must be in good standing and belong to a
835 membership category that includes the privilege to hold office and meet any other eligibility requirements identified
836 in the bylaws for those positions. Task forces may include members not otherwise privileged to hold office. (Bylaws,
837 Chapters II, VIII, IX, X, and XIII)
- 838
- 839 B. Chair/Vice Chair
- 840
- 841 1. Chair: One member of each council, committee, task force and BOM shall be appointed chair annually by the
842 president with the approval of the board. (Bylaws, Chapter VIII, Section 40)
- 843
- 844 a. Nominating Committee Chair: The chair of the Nominating Committee shall be a trustee member of CVP.
845
- 846 2. Vice Chair: One member of each council, committee and task force or BOM may be elected annually by
847 majority vote of the council, committee, or task force to serve as vice chair.
- 848
- 849 In the absence of the chair and vice chair, a council, committee, task force or BOM shall designate one of its
850 members to serve as chair *pro tem* for the duration of that meeting.
851

- 852 C. Other Participants
- 853

- 854 1. Consultant: A council, committee, task force or BOM may appoint a consultant, who shall be an individual
855 hired by CDA to assist with a project or issue on the basis of technical qualifications. A consultant may attend
856 meetings at the request of the chair. (Bylaws, Chapter VIII, Section 50)
857
- 858 2. Advisor: A council, committee, BOM or the president may appoint an advisor, who shall be a volunteer who
859 will provide guidance on the basis of technical qualifications. An advisor may attend meetings at the request of
860 the chair. (Bylaws, Chapter VIII, Section 50)
861
- 862 3. Liaison: A council, committee or BOM may request a liaison be appointed by the president in consultation with
863 the chair. The president may also appoint a liaison at his or her discretion. A liaison shall be invited to
864 participate in council, committee or BOM activities because of his or her membership in another group for the
865 purpose of providing perspectives and facilitating communications between the groups.
866
- 867 4. Guest: A council, committee, task force or BOM may request a guest be appointed by the president in
868 consultation with the chair. The president may also appoint a guest at his or her discretion. A guest shall be
869 invited to participate in council, committee, task force or BOM activities because of his or her affiliation with
870 another group or population with the purpose of providing perspectives without the expectation of reporting to
871 the affiliated group or population.
872
- 873 5. Voting: A consultant, advisor, liaison or guest does not have the right to vote.
874
- 875 6. Workgroup/Subcommittee: A consultant, advisor, liaison or guest may participate in a workgroup or
876 subcommittee.
877
- 878 7. Terms: The term of an advisor or guest shall expire annually at the adjournment *sine die* of the next annual
879 session of the house.
880

881 **XIV. MISSION STATEMENTS**

882

883 Mission statements shall be approved by the board. The board may assign duties to each council, committee, or BOM
884 in addition to those described in the bylaws or mission statement for that group. Mission statements for each council,
885 committee or BOM are:

- 886
- 887 C. Audit Committee: To assist the board in fulfilling their oversight responsibilities by reviewing the systems of internal
888 controls that management and the Board of Trustees have established, as well as audited financial statements and
889 the audit process. The committee shall have the power to conduct or authorize investigations into any matters within
890 the committee's scope of responsibilities. The committee shall retain independent counsel, auditors or others to assist
891 in the conduct of the investigation upon funding approval by the Board of Trustees. (Statement of purpose per
892 Resolution 38-2008-H)
893
- 894 D. CDA Presents Board of Managers: To produce two preeminent *CDA Presents* per year for the dental community and
895 to assist the association in achieving its goals by working with other councils and committees as well as provide
896 expertise in the development of CDA's educational programs. (Adopted by the *CDA Presents* Board of Managers
897 per bylaws, Chapter XIII, Section 30)
898
- 899 E. Committee on Volunteer Placement: To recommend the best candidates for available leadership positions and seek
900 to improve the application and review procedures. (Resolution 24S1-2009-H)
901
- 902 F. Council on Membership: To assess the needs of all California dentists and to address those needs through the
903 development, coordination and implementation of programs designed to promote the success, health, welfare and
904 diversity of CDA membership. To this end, the council undertakes activities intended to maximize the accessibility,
905 usefulness and relevance of CDA's services, programs and membership benefits, which in turn will enhance
906 membership recruitment and retention efforts. (Resolution 12-2002-H)
907

- 908 G. Council on Peer Review: To ensure that the public and profession have access to an objective, professional review
909 of disputes concerning the quality and/or appropriateness of dental care via the statewide peer review system.
910 (Resolution 13-2002-H)
911
- 912 H. Finance Committee: To monitor the California Dental Association's financial assets and liabilities, to oversee the
913 preparation of accurate and meaningful financial records for the association, and to communicate such to the
914 Board of Trustees and the House of Delegates as those entities shall require. (Resolution 29RC-1999-H)
915
- 916 I. Government Affairs Council: To support and advance the interests and the strategic plan of CDA by implementing
917 CDA policy through state legislation, regulation, or administrative action, and to raise the profile and level of
918 understanding of the dental profession in these arenas. (Resolution 16RC-2005-H)
919
- 920 J. Judicial Council: The mission of the Judicial Council is the promotion and maintenance of high ethical standards
921 within the dental profession; development and uniform enforcement of a viable and legally enforceable *Code of*
922 *Ethics*; and interpretation and enforcement of the *Code of Ethics* on behalf of the association, components,
923 individual members and the public. (Resolution 24-1999-H)
924
- 925 K. Leadership Development Committee: The mission of the Leadership Development Committee is to meet current and
926 future needs of the association by recruiting potential leaders from the broadest base of membership and providing
927 quality educational opportunities for members to develop skills to become effective leaders in organized dentistry.
928 (Resolution 18-2010-H)
929

930 **XV. BUDGET**

- 931
- 932 A. Preparation: Each council, committee or BOM shall submit a proposed itemized budget for inclusion in the
933 association annual budget. A collective task force budget is included in the association annual budget. (Bylaws,
934 Chapter VIII, Section 110 and Chapter XIII, Section 40)
935
- 936 B. Administration: It shall be the duty of the chair of each council, committee or BOM to supervise the administration
937 of the budget of that council, committee or BOM.
938

939 **XVI. REPORTS AND RESOLUTIONS**

- 940
- 941 A. Reports: Each council, committee and BOM shall submit periodic reports to the board and an annual report to the
942 house. Subcommittees, task forces and workgroups shall provide reports as directed. (Bylaws, Chapter VIII, Section
943 110 and Chapter XIII, Section 40)
944
- 945 B. Resolutions: If a council, committee, task force or BOM seeks to create or change policy on any matter, a resolution
946 must be presented to the Executive Committee, board or house. Reports shall not include requests for action.
947

948 **XVII. LIMITATION OF AUTHORITY**

- 949
- 950 A. Employment: No council, committee, task force or BOM member is authorized to engage any employees except on
951 authorization of the executive director.
952
- 953 B. Contracts: No trustee or council, committee, task force or BOM member may bind the association to any contract.
954
- 955 C. Establishment of Policy: All councils, committees, task forces and BOMs are charged with recommending policy.
956 Unless otherwise provided in the bylaws, no council, committee, task force or BOM may establish policy or alter an
957 existing policy.
958

959 **XVIII. ATTENDANCE AT HOUSE OF DELEGATES**

960

961 All chairs of councils, committees and BOM or their designated representatives must attend all sessions of the house,
962 including reference committee hearings. Council, committee and BOM members who are not delegates have the right
963 to participate in debate on their respective reports but shall not have the right to make a motion or vote. Chairs of
964 subcommittees, task forces and workgroups may attend upon invitation of the president.
965

966 **XIX. ADDITIONAL RULES**

967
968 Councils, committees, task forces and BOM may prepare additional procedural rules that do not conflict with these
969 general operating principles. Any such additional rules shall not conflict with, expand, or amend existing CDA policy.
970

971 **XX. AMENDMENT OF GENERAL OPERATING PRINCIPLES**

972
973 These principles may only be amended with approval of the board or house. Once the amendment is adopted, it
974 becomes effective immediately unless otherwise noted.