

## Resolution 1: CDA Bylaws Amendments

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CDA Board of Trustees

Like many businesses and industries, including most dental practices, CDA has experienced substantial financial implications due to the COVID-19 pandemic. The financial impact is a result of equity investment losses, membership losses due to practice recovery challenges and non-dues revenue losses, primarily from the cancellation of CDA Presents.

The organization had to make significant shifts beginning in March to respond to the changing needs of its members, fundamentally refocusing the organization's resources to a few key areas – practice support, advocacy, education, insurance/protection and communications.

To address the financial concerns, the finance and executive committees, along with management conducted a thorough evaluation of operations including programs and services in an effort to reduce expenses and ensure financial sustainability of the organization. The following areas were addressed:

- Sustainability of The Dentists Supply Company;
- Lower-value programs;
- Scrutiny of operational expenses; and
- Streamlined governance.

Based on the evaluation, a series of recommendations were presented to the board of trustees (board) as the fiduciary of the organization, which has final authority on business decisions (Resolution 22RC-2015-H). On June 13, the board approved the following resolution by vote of 35 to 13:

Resolved, that the CDA House of Delegates be held in an online virtual format in 2020 and 2021, and the agenda and format be modified to effectively facilitate the meeting with a temporary suspension of those provisions of the General Operating Principles, and be it further

Resolved, that the Thirteenth District Delegation attend the ADA House of Delegates virtually in 2020 and 2021 if a virtual option is provided, or not attend if a virtual option is not provided, and be it further

Resolved, that the remaining 2020 Executive Committee and Board of Trustees meetings be held virtually, and at least fifty percent be held virtually beginning in 2021, and be it further

Resolved, that CDA no longer fund representatives to the ADA Washington Leadership Conference, and be it further

Resolved, that the Peer Review Program be eliminated, with an appropriate closure of current cases over the next several months, and be it further

Resolved, that the Judicial Council be eliminated, with oversight of the Code of Ethics and disciplinary matters transferred to the Board of Trustees, and be it further

Resolved, that the Council on Membership be eliminated, with oversight of membership policies and issues transferred to the Board of Trustees, and be it further

Resolved that the CDA General Operating Principles be revised to reflect these changes, and be it further

Resolved, that the House of Delegates be urged to approve the conforming revisions to the CDA Bylaws, and be it further

53 Resolved, that CDA not make additional financial investment in TDSC, and support the sale or closure of the  
54 company.

55  
56 The approved recommendations result in an annual savings of approximately \$1,205,000 in 2020,  
57 \$1,715,000 in 2021, and \$1,070,000 in 2022 and beyond. Along with the operational changes, the total  
58 savings is projected to be approximately \$4.3 million annually.

59  
60 The house of delegates is being asked to adopt the conforming bylaws (Attachment A) to ensure alignment with  
61 the approved business decisions.

62  
63 **Financial Impact:** None

64  
65 **Attachments:**  
66 A. CDA Bylaws Amendments

67  
68 **Recommendation:** The house of delegates is asked to adopt the following resolution:

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70 **Resolved, that the CDA Bylaws be amended as attached.**

71 **CDA Bylaws Amendments**

72 Additions are indicated in [blue underline](#) and deletions in ~~red strikethrough~~.

73

74 **CHAPTER III – COMPONENT SOCIETIES**

75

76 Section 20. **POWERS AND DUTIES:**

77

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

84

85 B. The component shall advise and counsel members relative to disciplining its members and, where  
86 appropriate, refer such matters to the ~~Judicial Council of this association~~[board](#).

87

88 **CHAPTER V – BOARD OF TRUSTEES**

89

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

91

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

93

94 B. To direct the president to call a special session of the house as provided in Chapter IV, Section 80 of the  
95 bylaws.

96

97 C. To establish policies which are essential to the management of the association. On matters of dental  
98 practice and policy, the board may establish interim policies when the house is not in session; provided,  
99 however, that all such policies must be presented for approval at the next session of the house.

100

101 D. To levy assessments upon the membership.

102

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

105

106 [F. To consider proposals for amending the CDA Code of Ethics, and related matters.](#)

107

108 [G. To provide advisory opinions regarding the interpretations of the ADA Principles of Ethics and the CDA](#)  
109 [Code of Ethics.](#)

110

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

113

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

116

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

118

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

120

121 A. To serve as the fiduciary of this association.

122

- 123 B. To appoint, remove, conduct an annual review and set the compensation of the executive director.  
124
- 125 C. To appoint, remove, conduct an annual review and set the honorarium of the editor.  
126
- 127 D. To nominate, through the Nominating Committee, candidates for each officer position to be elected by the  
128 house.  
129
- 130 E. To select candidates for the boards of directors of the subsidiary companies for election by the shareholder.  
131
- 132 F. To elect trustee and non-trustee, non-appointed candidates for councils and committees, and delegates and  
133 alternate delegates to the ADA.  
134
- 135 G. To nominate candidates for general membership pursuant to Chapter II Section 40A for election by the  
136 house.  
137
- 138 H. To nominate one or more candidates for the thirteenth district trustee.  
139
- 140 I. To elect the trustee members of standing committees of the board.  
141
- 142 J. To elect directors to the Boards of Directors of affiliate companies.  
143
- 144 K. To determine the date and place for convening each annual session of the house.  
145
- 146 L. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the  
147 association, in such amount and for such coverage as the board determines.  
148
- 149 M. To oversee the fiscal affairs of the association.  
150
- 151 N. To engage an outside certified public accountant to audit the finances of the association at least annually.  
152
- 153 O. To review and adopt the annual budget of the association. The annual budget shall be sent to the board at  
154 least 14 days in advance of the meeting at which it will be considered.  
155
- 156 P. To submit an annual report to the house, including presentations of the annual budget and implementation  
157 of strategic plan.  
158
- 159 Q. To develop the strategic plan and oversee its implementation based on the goals adopted by the house.  
160
- 161 R. To oversee membership programs and services.  
162
- 163 S. To oversee the CDA Code of Ethics and related matters, including exercising the powers of this association  
164 to discipline members, either upon its own initiative or upon request of any component society. Decisions of  
165 the board shall be final unless a right of appeal is provided in the Constitution and Bylaws of the American  
166 Dental Association.  
167
- 168 T. To conduct an annual review of the compensation of officers.  
169
- 170 U. To ratify presidential appointments of council and committee members.  
171
- 172 V. To foster the flow of information from the Board of Trustees to their respective component dental societies  
173 and vice-versa through any means possible including attendance at general membership and board of  
174 directors meetings.

- 175  
176 W. To receive information from the subsidiaries and affiliates regarding newly established goals, major  
177 initiatives, and annual budget.  
178  
179 X. To have final consideration of council and committee recommendations on programmatic oversight and  
180 business issues.  
181  
182 Y. To forward to the house for final consideration, council and committee recommendations on policy issues.  
183

## 184 **CHAPTER VIII – COUNCILS**

185  
186 Section 10. **NAME:** The councils of this association shall be ~~Council on Membership, Council on Peer Review,~~  
187 ~~Government Affairs Council, and Judicial Council.~~

188  
189 Section 30. **ELIGIBILITY:** The following conditions apply unless otherwise stated in these bylaws:  
190

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

### 196 197 ~~Section 130.~~ **COUNCIL ON MEMBERSHIP:**

198  
199 ~~A. Composition: The Council on Membership shall be composed of nine members, at least one of whom must~~  
200 ~~be a dentist within his or her first 10 years of practice, nominated and elected as described in Chapter VIII,~~  
201 ~~Section 20.~~

202  
203 ~~B. Term and Tenure: The term of office shall be two years. The tenure shall be three terms.~~

204  
205 ~~C. Duties: The duties of the Council on Membership shall be:~~

206  
207 ~~— 1. To coordinate association membership recruitment and retention activities, including liaison with local~~  
208 ~~components, development of programs/campaigns, recruitment and retention conference and~~  
209 ~~membership marketing.~~

210  
211 ~~— 2. To develop and recommend membership related policies, including updates to the CDA Membership~~  
212 ~~Policies and Procedures Manual.~~

213  
214 ~~— 3. To recommend, develop, monitor and oversee membership services programs.~~

215  
216 ~~— 4. To develop and monitor all student membership programs.~~

### 217 218 ~~Section 140.~~ **COUNCIL ON PEER REVIEW:**

219  
220 ~~A. Composition: The Council on Peer Review shall be composed of 12 members, nominated and elected as~~  
221 ~~described in Chapter VIII, Section 20.~~

222  
223 ~~B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of three terms.~~

224  
225 ~~C. Duties: The duties of the Council on Peer Review shall be:~~

226

- ~~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 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~~

279 ~~will consist of three members of this association, at least one of whom will be a member of the Judicial~~  
280 ~~Council. The chair of the Judicial Council shall designate the chair of the Hearing Panel and a hearing~~  
281 ~~officer to preside at the hearing, who may be a member of the council. The hearing officer shall conduct the~~  
282 ~~hearing according to established procedures, shall participate in the deliberations of the Hearing Panel,~~  
283 ~~and shall not be entitled to vote. The decision of the Hearing Panel shall be considered to be the decision of~~  
284 ~~the Judicial Council and of this association.~~

## 285 **CHAPTER XII – PRINCIPLES OF ETHICS AND JUDICIAL PROCEDURES**

286 **Section 10. PROFESSIONAL CONDUCT OF MEMBERS:** The professional conduct of members in all  
287  
288 membership classifications shall be governed by this association’s bylaws, the Principles of Ethics and Code of  
289 Professional Conduct of the American Dental Association, the CDA Code of Ethics and the codes of ethics and  
290 bylaws of the component societies where the member practices or conducts or participates in other professional  
291 dental activities.  
292

### 293 **Section 20. DISCIPLINE OF MEMBERS:**

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295  
296 A. Conduct Subject to Discipline: Members may be disciplined by the ~~Judicial Council~~Board of Trustees  
297 (board) for (1) having been found guilty of a felony, (2) having been found guilty of violating the Dental  
298 Practice Act of the state of California, or (3) violating the CDA Bylaws, the Principles of Ethics and Code of  
299 Professional Conduct of the American Dental Association, the CDA Code of Ethics or the code of ethics or  
300 bylaws of their component society.

301  
302 B. Disciplinary Penalties: A member may be placed under a sentence of censure, suspension, or may be  
303 expelled from membership for any of the offenses enumerated in Chapter XII, Section 20A. A member may  
304 be placed under the conditional status of probation following the stay of a penalty of censure, suspension  
305 or expulsion.

306  
307 Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular type  
308 of conduct or act.

309  
310 Suspension means all membership privileges, except continued entitlement to coverage under insurance  
311 programs, are lost during the suspension period.

312  
313 Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided  
314 herein.

315  
316 Probation, to be imposed for a specified period and without loss of rights, may be administratively and  
317 conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been  
318 suspended. Probation shall be conditioned upon good behavior. Additional reasonable conditions may be  
319 set forth in the decision for the continuation of probation. In the event that the conditions for probation are  
320 found by the society which preferred charges to have been violated, after a hearing on the probation  
321 violation charges in accordance with Chapter XII, Section 20C, the original disciplinary penalty shall be  
322 automatically reinstated; except that when circumstances warrant the original disciplinary penalty may be  
323 reduced to a lesser penalty. There shall be no right of appeal from a finding that the conditions of  
324 probation have been violated.

325  
326 C. Disciplinary Proceedings: Disciplinary proceedings may be initiated only by the ~~Judicial Council~~board, either upon  
327 its own initiative or upon request of any component society. A component society shall refer disciplinary  
328 matters to the ~~Judicial Council~~board with a request that the ~~council~~board initiate disciplinary proceedings.  
329 In the event that the ~~Judicial Council~~board declines to initiate the requested disciplinary proceedings, the

330 ~~council~~board shall promptly notify the component society. Before a disciplinary penalty is invoked against a  
331 member, the following procedures shall be followed by the body preferring charges:

- 332
- 333 1. Hearing: The accused member shall be entitled to a hearing at which they shall be given the  
334 opportunity to present a defense to all charges. Accused members may represent themselves, be  
335 represented by another member or be represented by legal counsel. Members shall bear all costs for  
336 representation.
- 337
- 338 2. Notice: The accused member shall be notified in writing of charges and of the time and place of the  
339 hearing, such notice to be sent by certified letter and mailed not less than 21 days prior to the date set  
340 for the hearing.
- 341
- 342 3. Charges: The written charges shall include an officially certified copy of the alleged conviction or  
343 determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been  
344 violated and shall include a description of the conduct alleged to constitute each violation.
- 345
- 346 4. Decision: Every decision which shall result in censure, suspension or expulsion shall be documented,  
347 and shall specify the charges made against the member, the facts which substantiate any or all of the  
348 charges, the verdict rendered and the penalty imposed. A notice shall be mailed to the accused  
349 member about the right to appeal. Within 10 days of the date on which the decision is rendered, a  
350 copy shall be sent by certified mail to the last known address of each of the following parties: the  
351 accused member, the secretary of this association, the chair of the ~~Judicial Council~~board, and the  
352 executive director and chair of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.

353

354 D. Investigating Panels: If needed for a disciplinary matter, the chair of the ~~Judicial Council~~board shall appoint  
355 an Investigating Panel and designate a chair to investigate the facts in connection with potential disciplinary  
356 proceedings. The Investigating Panel shall consist of at least three members of the ~~Judicial Council~~board,  
357 none of whom may be from the component of the member under investigation. The recommendation of the  
358 Investigating Panel shall be considered to be the action of the ~~Judicial Council~~board and of this association.

359

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

368

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

373

374 G. Non-Compliance: In the event of a failure of technical conformance to the procedural requirements, the  
375 agency hearing the appeal shall determine the effect of technical nonconformance.