



General Operating Principles of the California Dental Association

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1 **General Operating Principles**

2 Amended June 2020

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)

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

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

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

III. VOLUNTEER DISCLOSURE OF CONFLICTS OF INTEREST

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

IV. LEADERSHIP APPLICATION AND SELECTION PROCESS

- A. Authority: The bylaws and General Operating Principles shall together specify the nomination and election or appointment process for all volunteer groups.
- B. Ex officio Members: The president, speaker, editor and executive director are *ex officio* members of all councils and committees except Nominating, Volunteer Placement and Audit. Except as otherwise noted in the bylaws, these officers are not counted for the purposes of computing a quorum nor do they have the right to vote. (Bylaws, Chapter VI, Section 90 and Chapter VII, Section 40)
- C. Procedure: The following shall govern the leadership application and selection procedure for the positions of officer, council member, committee member, ADA delegate and alternate delegate, thirteenth district trustee nominee, boards of directors of affiliated companies, and all dentist positions on the boards of directors of all subsidiaries:
1. The Committee on Volunteer Placement (CVP) reviews and revises application process, forms and time deadlines for nomination to elective positions.
 2. CVP develops applications and the Leadership Development Committee (LDC) recruits candidates for positions.
 3. With the exception of the president, immediate past president, and non-dentist non-employee subsidiary and affiliate positions, applicants submit applications to CVP. Applicants may utilize past applications by completing the appropriate form.
 4. A member of CVP:
 - Shall not be eligible to apply for any council, committee, or at-large positions on the affiliate or subsidiary boards of directors during their tenure.
 - 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.
 - May apply for positions on the ADA delegation (delegate or alternate) and ADA councils. A CVP member shall not be involved in the deliberations relating to his or her application. (Bylaws, Chapter X, Section 110.B.)
 5. CVP forwards all eligible officer candidates to the Nominating Committee. CVP suggests and forwards one candidate per position to the board for all other at-large positions.

D. Selection Process for At-Large Positions

- 105
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 • CDA Presents BOM manager members and new dentist member
 - 111 • ADA Thirteenth District Delegation (delegates and alternate delegates)
- 112
113 2. Unless otherwise specified, candidates for the following positions are proposed by the CVP, appointed by the
114 president in consultation with CVP, and ratified by the board:
 - 115 • Members of special committees and task forces
- 116
117 3. Candidates for the following positions submit their application to CVP for confirmation of eligibility:
 - 118 • *CDA Presents* BOM associate members - eligible candidates are forwarded to the *CDA Presents* BOM for
119 selection, and election by the board
 - 120 • Trustee members of councils and committees for election by the board
 - 121 • Trustee directors of the CDA Foundation Board of Directors for election by the board
- 122
123 4. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible
124 candidates are forwarded to the subsidiary board, which proposes a slate of candidates for consideration by
125 CVP. The slate is recommended by CVP, nominated by the CDA board and elected by the shareholder of the
126 subsidiary boards:
 - 127 • At-large member dentist directors and trustee directors of subsidiary boards
- 128
129 5. Candidates for the following positions do not submit their applications through CVP, but are proposed by the
130 subsidiary board as part of the candidate slate, nominated by the CDA board and elected by the shareholder
131 of the subsidiary boards:
 - 132 • Non-dentist non-employee directors of subsidiary boards
- 133
134 6. Candidates for the following positions do not submit their applications through CVP, but are proposed by the
135 affiliate and selected by the CDA board:
 - 136 • Non-dentist non-employee directors of affiliate boards
 - 137 • Members of the affiliate audit committee
- 138
139 7. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible
140 candidates are forwarded to the board for selection, nominated by the house, and elected by the shareholders
141 of the CDA Holding Company, Inc.
 - 142 • Trustee directors of CDA Holding Company, Inc.
- 143
144 8. Candidates for the following positions submit their application to CVP, are selected by the board, selected by
145 the house, and elected by the ADA House of Delegates. No person may be nominated for the position of
146 thirteenth district trustee if they have previously served in that position. Additional campaign information can be
147 found in Section 10 below:
 - 148 • Thirteenth District Trustee
- 149
150 9. Candidates for the following positions submit their application to CVP, are selected by the Nominating
151 Committee, and elected by the house. Additional campaign information can be found in Section 10 below:
 - 152 • Officers: President-elect, Vice President, Secretary, Treasurer, and Speaker of the House
- 153
154 10. Campaigning for Officer and Thirteenth District Trustee Positions
- 155
156 a. Candidates who submit their application to CVP may send a letter directly to the CDA president or the
157 executive director with a copy to the trustees and the Executive Committee summarizing the basis for the

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

160

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

165

166 E. Board Elected Positions

167

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

170

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

173

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

176

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

180

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

182

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

185

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

188

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

192

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

197

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

199

200 F. Nominating Committee Selection Procedures

201

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

203

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

205

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

208

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

210

- 211 a. Candidates shall recuse themselves from all voting on positions to which they are seeking nomination.
212
213 b. Officers, council/committee chairs, subsidiary and affiliate chairs/presidents, guests and CDA staff may
214 attend all candidate speeches to the Nominating Committee. Following any candidate speeches, a closed
215 session selection process shall be conducted. This closed session shall be limited to nominating committee
216 members that are present (in person for any meeting called at a designated location) and designated staff
217 members supporting the nomination process.
218
219 c. The chair shall conduct the selection by vote (written, ballot, electronic or otherwise, as consistent with
220 voting practices of the board). Candidates must receive a majority of the votes cast to be nominated for
221 consideration by the house.
222
223 d. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the
224 candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until a
225 single candidate has received a majority of the votes cast for each position. If no candidate receives a
226 required majority of the votes cast nor can a candidate be removed from the ballot, each candidate will be
227 allowed to address the Nominating Committee once for an additional three minutes, and the ballot will be
228 repeated. Balloting will be repeated until a single candidate has received a majority of the votes cast. If
229 there is no change to the vote after a subsequent ballot, the names of all remaining candidates will be
230 forwarded to the house for a contested election.
231
232 e. The results of each vote taken shall be revealed to the Nominating Committee during the voting process,
233 and the final vote shall be included in the published election report to the house.
234

235 G. House Election Procedures
236

- 237 1. When there is only one candidate for a position or an equal number of candidates for the number of positions
238 available, such candidate(s) shall be declared elected or selected by the speaker. The secretary shall provide
239 facilities for voting. All candidates who have not been declared elected or selected by the speaker shall be
240 elected or selected by a majority of the house. Contested elections are held under the supervision of an ad hoc
241 house committee appointed by the secretary as needed.
242
243 2. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the candidate
244 receiving the fewest votes shall be removed from consideration. Balloting will be repeated until a single
245 candidate has received a majority of the votes cast for each position. In the event no candidate receives a
246 required majority nor does a candidate receive the fewest number of votes, each candidate will be allowed to
247 address the house once for an additional three minutes, and the ballot will be repeated. Balloting will be
248 repeated until a candidate has received a majority of the votes cast. The CDA secretary shall announce the
249 result of each vote after it has been taken, including the tally received by each candidate, if subsequent ballots
250 are necessary, names of candidates on the subsequent ballots, and, upon election of a candidate, that a
251 candidate has been elected.
252
253 3. A person who has not been brought forward to the house by nomination from the board or nominating
254 committee must notify the speaker in writing of their intention to run at the house at least 20 days before the
255 house. Nominating petitions containing signatures of no less than 25 delegates must be presented to the
256 secretary prior to the opening of the second session of the house. Early announcement of candidacy will allow
257 all interested parties equal accessibility to delegates prior to the house.
258
259 4. Campaigning for candidates other than through the established CDA mechanism mentioned in this document is
260 discouraged. Campaigning includes the personal appearance of a candidate or his/her representative for the
261 purpose of promoting the candidate at professional functions (including component dental society meetings)
262 and/or separate and personal mailings directed at trustees, delegates and alternate delegates unless otherwise
263 noted in this document.

- 264
- 265 5. Candidates will not be allowed to open hospitality suites.
- 266
- 267 6. A designated timeframe will be established for private voting.
- 268
- 269 7. Officer and Thirteenth District Trustee Guidelines for Contested Elections and Selections
- 270
- 271 a. CDA will provide each candidate for officer and thirteenth district trustee positions the opportunity to send a
- 272 one-page letter to delegates, informing them of the candidate's goals, background, experience, etc. A
- 273 curriculum vitae will be attached to this letter, which will be mailed to all delegates and alternate delegates
- 274 as an enclosure with a house mailing following notification of a contested election. No further written
- 275 information relative to the candidate's qualifications will be allowed prior to the house.
- 276
- 277 b. Each candidate for officer and thirteenth district trustee positions will be invited to deliver an address of up
- 278 to five-minutes during the second session of the house. Candidates will be expected to deliver this speech
- 279 personally.
- 280
- 281 c. Candidates for officer and thirteenth district trustee positions in contested elections and selections may
- 282 speak at component caucus meetings (upon invitation of the component or group) held in conjunction with
- 283 the house.
- 284

285 V. SANCTIONS

286

287 In cases where a volunteer has violated a policy of the association, the appropriate first step is for a report of that action

288 to be provided to a member of the Executive Committee or CDA general counsel. A discussion by the president with that

289 individual would follow with the goal of addressing the concern quickly, quietly and in a professionally respectful

290 manner. In situations of a significant violation of policy, a more formal disciplinary process shall be identified by the

291 Executive Committee and sanctions, when indicated, approved by the board.

292

293 VI. REMOVAL FROM OFFICE

- 294
- 295 A. Trustees: Trustees may be removed from office by a majority vote of the board at a properly noticed meeting for
- 296 reasons as described in the CDA Bylaws (Chapter V, Section 50).
- 297
- 298 1. The secretary shall review attendance records and qualifications of office for trustees, and shall begin the
- 299 removal as necessary.
- 300
- 301 2. The secretary of the association shall notify the trustee, component executive director, and the Executive
- 302 Committee when removal proceedings have been initiated, including the reason for consideration of removal
- 303 and the date on which the board will consider such action.
- 304
- 305 B. Officers: Removal of officers may only be done by the house as described in the CDA Bylaws (Chapter VI,
- 306 Section 80).
- 307
- 308 C. Council, Committee, Board of Managers, and ADA Delegates: Members of councils, standing committees, boards
- 309 of managers, and ADA delegates may be removed from office as described in the CDA Bylaws (Chapter VIII,
- 310 Section 70).
- 311
- 312 1. Councils, committees, boards of managers, and the ADA delegation shall submit an attendance report to the
- 313 secretary following each regular or special meeting.
- 314

- 315 2. The secretary of the association shall review attendance and qualification records of councils, committees,
316 boards of managers, and ADA delegations, and shall initiate removal procedures as necessary through the
317 notification of the Executive Committee of the reason for removal consideration.
318
319 a. In cases in which the member failed or ceased to meet the qualifications of office, the president shall
320 declare the office vacant.
321
322 b. In cases in which removal is being considered for cause, the Executive Committee shall advise the member
323 of the reason for removal and the date in which the proceedings will be considered by the board. The
324 member shall be given an opportunity to submit a written or oral statement to the board, and shall leave the
325 meeting prior to the discussion and vote on the matter, which shall be conducted in closed session.
326

327 VII. MEETINGS

328 A. Types of Meetings

- 329
330
331 1. Regular Meetings: Each volunteer group shall hold at least one meeting annually. All meetings shall be held in
332 a single location or by other means whereby all members can communicate concurrently with one another, in
333 accordance with applicable law.
334
335 2. Special Meetings: Special meetings of any volunteer group may be called at any time by the chair or upon
336 request of a majority of the members of that group provided at least 48 hours' notice. Only items that have
337 been noticed shall be considered at a special meeting.
338

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

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

- 346 C. Agenda: The following provisions regarding the agenda apply to all volunteer groups.
347

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

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

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

- 366 F. Minority Reports: Reasonable effort should be made by the members of a volunteer group to reach agreement on
367 issues. If this is not possible, the background material of the item should capture the full range of the discussion
368 including the full scope of opinions held by the group. Minority reports may be created.
369
- 370 G. Minutes: It shall be the duty of the chair for all councils, committees and boards to record the minutes of all
371 meetings and to provide copies to all members of the volunteer group before the next meeting. The minutes shall be
372 approved at the next meeting. After approval, minutes of all meetings shall be posted on the CDA website for one
373 year and accessible to members upon request following one year.
374
- 375 H. Recordings: Meetings may not be recorded by members or guests. Staff may record meetings for purposes of
376 transcription (such as in the house) or minutes. Recording meetings for other purposes (such as presentations to be
377 shared) may be done by staff at the direction and approval of the volunteer group. All recordings and their
378 subsequent distribution and destruction shall be coordinated with legal counsel.
379
- 380 I. Parliamentary Procedures
381
- 382 1. Suspension of Rules: A motion to suspend rules is an incidental motion that permits a volunteer group to vote to
383 suspend procedural rules that interfere with the accomplishment of a particular action. Rules may be suspended
384 only for a specific purpose and for the limited time necessary to accomplish the proposed action. This rule shall
385 not be suspended.
386
- 387 2. No Seconding of Motions: Following the proper movement of a motion, a second is not required.
388
- 389 3. Adopt in Lieu of: Adopt in lieu of is not an acceptable motion. All motions that are offered as substitutions will
390 be considered for substitution before they are acted upon.
391
- 392 4. Table Indefinitely: The motion to table indefinitely will not be used. All items of business that are on the agenda
393 for any given meeting will be considered and disposed of in that meeting.
394
- 395 5. Straw Votes: Straw votes are not consistent with parliamentary law and shall not be done.
396
- 397 J. Closed Session: A closed session is any meeting or portion of a meeting with limited attendance in order to
398 consider a confidential matter. A closed session will be held upon a majority vote of the members present and
399 voting. Refer to the operating principles for specific volunteer groups below for the individuals who are permitted to
400 remain in closed session for that group. The volunteer groups may invite any other persons to remain during closed
401 session by a majority vote and with the advice of legal counsel. Any member who breaches confidentiality shall be
402 in violation of the CDA Code of Ethics and is subject to discipline.
403
- 404 The four subject areas appropriate for a closed session are:
405
- 406 1. Legal Matters: Confidential communications between clients and attorneys require closed session in order to
407 maintain attorney-client privilege. Such matters could include litigation, strategy or reports on lawsuits and
408 contract terms.
409
- 410 2. Personnel Matters: It is appropriate to exclude staff from a discussion of personnel matters when such
411 discussions involve evaluation of performance or other material that would be inappropriate to discuss with staff
412 members present.
413
- 414 3. Business Secrets: Discussion of information about business practices (for example, setting insurance product
415 rates, or discussing trade secrets) may require closed sessions.
416
- 417 4. Other Occasions Calling for Closed Session: The three instances outlined above cover most situations in which
418 a closed session might be necessary. From time to time, however, sensitive material may arise that should not

419 be widely publicized. All volunteer groups should be guided by a sense of discretion in determining what
420 information should be made public and what information should remain confidential. Although the general rule
421 is that proceedings should be characterized by openness rather than secrecy, there will always be times in
422 which members must decide to maintain certain information in confidence.
423

424 **VIII. REIMBURSEMENT OF EXPENSES**

425
426 A. General Expenses: The general expenses of volunteer group members shall be reimbursed in accordance with CDA
427 policy. All requests for reimbursement must be submitted on official forms.
428

429 B. Reimbursement of Travel and Maintenance Expenses: It is the general policy to provide reimbursement for travel
430 and maintenance expense for all personnel on official business for the association on the basis of the most direct
431 and inexpensive method of travel; funds available in the budget; the completion of signed reimbursement requests
432 approved by a proper authorizing official; and compliance with the following rules:
433

434 1. Basis of Reimbursement: Members of volunteer groups and other individuals traveling officially for the
435 association shall be remunerated on the following formula when on official business of the association: the IRS
436 standard mileage rate at the time of travel (e.g., office to place of meeting or airport), airfare, and current per
437 diem. The per diem is intended to defray all out-of-pocket expenses for gratuities and meals. All flight and hotel
438 arrangements will be made and paid by CDA.
439

440 2. Reimbursement from More than One Source: Reimbursement shall not be made by the association when
441 reimbursement is made for the same expense by any other agency or organization.
442

443 3. Reimbursement for Attendance at the House of Delegates: Reimbursement for maintenance and transportation
444 expenses related to the house shall be made only to trustees, officers and chairs or his or her designee unless
445 otherwise directed by the board.
446

447 4. Reimbursement for Conferences and Other Events: Reimbursement for transportation and lodging related to
448 conferences and other events shall not be made unless such expenses were approved prior to attendance and
449 are within the approved budget or approved by the executive director.
450

451 **IX. PUBLIC STATEMENTS**

452
453 No member of any volunteer group may issue a public statement in the name of that volunteer group or the association
454 unless the statement is clearly in accord with the policies of the association.
455

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

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

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

464
465 No volunteer group is authorized to appoint or designate official representatives of the association on the request of, or
466 for liaison with, other organizations and agencies. When requests for official representation or liaison are received,
467 they shall be forwarded to the executive director and president.
468

469 **XI. HOUSE OF DELEGATES**

470

- 471 A. Introduction: All participants at the house have the duty to consider the welfare of the association, the dental
472 profession as a whole, improvement of the health of the public, the wishes of their societies and their geographical
473 region.
474
- 475 B. General Information for Delegates and Alternates: The house normally meets once a year to consider and legislate
476 on many matters. The following information describes the organization and operation of the house. This material
477 will give a delegate a more informed view of the activities which lead to establishment of the policy of the
478 association.
479
- 480 1. Credentials for Delegates: Official credentials (admission cards) are prepared and distributed in advance for all
481 delegates by the staff of the association. Substitution of alternate delegates may be made during all four
482 meetings of the house. Delegates wishing to substitute alternate delegates from their delegation for themselves
483 during a meeting of the house must complete the appropriate delegate-alternate substitution form. The delegate
484 or the component delegation secretary is required to sign the form and surrender the delegate's admission
485 cards for the meeting or meetings not attended. Admission cards will be issued to the alternate delegate after
486 the staff administering the credentialing process receive the substitution form and the delegate's admission
487 cards. Only those substitutions completed in this manner will be part of the official house record.
488
 - 489 2. Admission Cards for Delegates: Each delegate will receive an admission card for each meeting of the house.
490 The card should be presented to the doorkeeper for each meeting for admission to the floor of the house. The
491 loss of admission cards should be reported promptly to staff.
492
 - 493 3. Seating of Alternate Delegates: If a delegate cannot attend a meeting of the house, he or she should surrender
494 the admission card to staff for the meeting or meetings not attended in order for the alternate delegate to apply
495 for credentials.
496
 - 497 4. Access to Floor: Access to the floor of the house is limited to the delegates, elected and appointed officers of the
498 association, past presidents of this association, trustees, council and committee chairs, members of councils and
499 committees when requested by chairs, one representative from each of the ADA recognized specialty
500 organizations who is a CDA member, executive directors of component societies, the designated ADHP guests
501 of the house, and CDA staff. Trustees and executive directors of component societies will be seated with their
502 delegations.
503
504 Alternate delegates may also have the privilege of access to the floor with an appropriate delegate admission
505 or readmission card. An alternate delegate who does not obtain credentials as a delegate will not be
506 recognized as a delegate in the official house record. Additionally, the delegate from whom the alternate
507 delegate was given the admission or readmission card will not have access to the floor until the admission or
508 readmission card is returned. Without credentials, alternate delegates may be seated in the visitors section.
509 Alternate delegates are privileged to attend all closed sessions of the house.
510
 - 511 5. Visitors at the House: Visitors may attend meetings of the house, but are not permitted access to the floor. They
512 are seated in the visitors' section.
513
 - 514 6. House Meetings: The house shall meet annually on a day or days specified by the board. The notice of the
515 annual session shall be sent to all delegates and alternate delegates at least 60 days in advance. Reference
516 committee hearings will be held at a time and place designated by the Speaker of the House (speaker). All
517 members of the association may attend the hearings of the reference committees.
518
 - 519 7. House Materials: House meeting notices, agendas, proposed resolutions and other materials are provided to
520 delegates, officers, council and committee chairs, component presidents and executive directors, and
521 subsidiary/affiliate presidents and chairs. The house materials are also made available on the CDA website.
522

- 523 Materials for the house will be provided as information is available. Materials will include annual reports of
524 officers, councils and committees and resolutions to be considered.
525
- 526 8. Distribution of Materials at the House: No materials may be distributed at the house without obtaining
527 permission from the speaker. Material to be distributed must relate to subjects and activities that are proposed
528 for house action or information.
529
- 530 9. Leadership Recognition: Leadership recognition plaques, awards and gifts will be presented at the house.
531
- 532 10. Component Responsibilities:
- 533
- 534 a. Although CDA will recognize the achievements of CDA leadership, components will not be given an
535 opportunity to make special presentations during the house meeting or during social events.
536
- 537 b. Components are encouraged to recognize their leadership at membership or social functions sponsored by
538 the component within their jurisdiction.
539
- 540 c. Separate receptions or open suite festivities during the house in honor of outgoing leadership are
541 discouraged.
542
- 543 11. American and Californian Flags: The American and Californian flags are to be displayed on the podium during
544 all sessions of the house. The Pledge of Allegiance will be included in the opening ceremony of each house
545 meeting, led by a person designated by the speaker.
546
- 547 C. Operation of the House of Delegates
548
- 549 1. Officers: The house has two officers: the speaker and the secretary. The speaker is elected every two years by
550 the house. The secretary is the secretary of the association. In the absence of the speaker, the president shall
551 appoint a speaker pro tem. In the absence of the secretary, the speaker shall appoint a secretary pro tem. The
552 speaker presides at all meetings and the secretary serves as the recording officer and custodian of records.
553
- 554 2. Duties of the House: The house elects the elected officers of the association and selects the thirteenth district
555 trustee nominee. The powers and duties of the house are described in detail in the CDA Bylaws.
556
- 557 3. Resolutions and Reports:
- 558
- 559 a. The component societies, delegates, councils, committees, task forces, subsidiaries and affiliates, and the
560 board may submit resolutions to the house. Occasionally, the house will receive a recommendation on a
561 resolution from an outside organization, such as a specialty group in the field of dentistry or from a civic or
562 philanthropic organization. Acceptance of such resolutions for consideration by the house will be
563 determined by the speaker subject to the approval of the house.
564
- 565 b. The house shall be provided annually with information on the status of prior year's house activities, board
566 actions, the strategic plan, and operational and capital budget. The president, secretary, treasurer, editor,
567 executive director, shall submit an annual report to the house.
568
- 569 D. Procedures of the House of Delegates
570
- 571 1. Seating of Delegations: The component society delegations shall be seated in accordance with a rotational
572 plan.
573
- 574 2. Identification of Speakers: All speakers on the floor of the house shall state all of the following CDA positions
575 currently held by them: delegate, trustee, CDA officer, CDA staff, council chairperson, committee chairperson,

- 576 past president, ADHP guest of the house and/or council member and identify themselves by name and relevant
577 position.
- 578
- 579 3. Speaking Privileges: The right to speak to issues before the house is held, in addition to delegates, by the
580 officers, trustees, past presidents of the association, one representative from each of the ADA recognized
581 specialty organizations who is a CDA member, and the designated ADHP guests of the house. Chairs and
582 members of councils and committees shall have the right to participate in debate on their respective reports.
583 Executive directors of component societies, members of CDA staff, and others may be privileged to speak when
584 called upon as a resource.
- 585
- 586 4. Parliamentarian: The speaker shall ensure that the house has a parliamentarian at each session. The speaker
587 may fill that role or appoint a parliamentarian.
- 588
- 589 5. Agenda and Priority Agenda: The proposed agenda for the house is prepared by the speaker of the house. A
590 priority agenda and a consent agenda are prepared by the speaker in consultation with the reference
591 committee chairs. Any delegate may remove any resolution from the consent agenda. Resolutions shall be
592 accepted until 10 days prior to the first session of the house. Any resolution submitted following the 10-day
593 deadline will be noticed by the speaker and will require a majority affirmative vote of the house to be
594 considered.
- 595
- 596 6. Referral of Reports and Resolutions: The speaker shall prepare and provide a list of referrals of reports and
597 resolutions to reference committees to all delegates and alternate delegates in advance of the hearings.
- 598
- 599 7. Presentation of Board Reports: The board shall provide written reports as required in the bylaws, and shall
600 provide annual presentations of the strategic plan and budget.
- 601
- 602 8. Resolutions on the Appropriation of Funds: The treasurer shall report on fund required for any resolution
603 proposing an appropriation of funds.
- 604
- 605 9. Notice of Dues Change: A change in dues may be adopted by the house only if proposal has been provided to
606 the delegates and alternate delegates no less than 30 days in advance of the session at which such proposal is
607 to be considered.
- 608
- 609 E. Reference Committees of the House of Delegates
- 610
- 611 1. Reference Committees: Each reference committee shall consist of five members of the house appointed by the
612 president in consultation with the speaker. The number and scope of reference committees varies from year to
613 year depending on the issues which are before the house.
- 614
- 615 2. Duties: The primary duty of a reference committee is to recommend to the house an appropriate course of action
616 on all matters which have been placed before it based on all available information and advice and by making
617 its decision in the best interests of the association, the dental profession and the public. Reference committees
618 may make recommendations to adopt, amend, postpone, revise, refer or reject a resolution or may propose
619 resolutions.
- 620
- 621 3. Referral of Items of Business to Reference Committees: The speaker prepares the list of referrals in consultation
622 with the president and secretary. The list of referrals will be transmitted to the delegates in advance of the
623 reference committee hearings to inform them of matters to be considered. Following transmittal of the list of
624 referrals to the delegates, additional items of business may be referred to a reference committee by the speaker.
- 625
- 626 4. Conduct of Hearings: The chair of the reference committee will preside at both the reference committee hearing
627 and the closed session.
- 628

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

632
633 All members of CDA have the right to attend reference committee hearings and participate in the discussion,
634 whether or not they are members of the house. Non-members of the association may participate in the
635 discussion at hearings only at the invitation of a majority of the reference committee.

636
637 Reference committees are expected to be available during the announced hours of applicable hearings and
638 deliberations.

639
640 5. Conduct of Closed Session: After evidence and information have been received at the open hearing, the
641 committee shall go into closed session at which only the members and staff may be present. They may call upon
642 the officers, the board, councils, consultants, or staff for additional information. At this meeting, the committee
643 reaches its decisions and prepares its report.

644
645 6. Reference Committee Reports: The report of the reference committee to the house represents comments and
646 recommendations on the material that it has considered.

647
648 Items for which no discussion occurred during the reference committee hearing may be placed on a consent
649 agenda. The reports of the reference committees shall be signed by members of the committee and distributed
650 to members of the house as early as time permits.

651
652 The reference committee chair should be prepared to comment on the committee position taken in its report and
653 provide an explanation of this decision prior to recommending that a resolution be adopted, rejected,
654 amended, postponed or replaced by a substitute resolution to the house.

655
656 F. Voting: The time and method of voting in the house is determined by the speaker. Voting is accomplished generally
657 by one of three methods: consent, voting cards, or electronic voting.

658
659 G. Closed Session: In a closed session, attendance is limited to officers of the house, delegates and alternate
660 delegates, the elective and appointive officers, trustees and general counsel of the association.

661
662 H. Emergency Operating Guidelines: In the case of an emergency or extenuating circumstance that affects the house
663 proceedings, (e.g., severe weather, state of emergency, or death), a decision to interrupt or cancel the house
664 proceedings may be necessary. If there is time to gather and present information prior to the house making a
665 decision, CDA will provide as much information as is available regarding:

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

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

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

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

677 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
678 or the executive committee (if the board is unavailable) will have the authority to interrupt or cancel house

679 proceedings. In this instance, the board of trustees or the executive committee (if the board is unavailable) will be
680 responsible for determining if a continued meeting should be scheduled. A full report to the house will be sent
681 containing the decision and information used to make this decision.

682 **XII. BOARD OF TRUSTEES**

683 **A. Responsibilities**

- 684
- 685 1. Attendance at Meetings of the House of Delegates: All members of the board are required to attend all
686 meetings of the house. Members of the board should be seated with their delegations or in the special section
687 provided for them.
 - 688 2. Attendance at Reference Committee Meetings: All members of the board are required to attend the reference
689 committees of the house.
 - 690 3. Meetings of Component Delegates: Elected trustees are responsible for attending any caucuses of their
691 component to discuss information that will be considered by the house.
 - 692 4. Fiscal Responsibilities: The board has the same duties and responsibilities as any corporate board, including the
693 fiduciary and management responsibilities for the association. The association employs a chief financial officer
694 and staff who work with the Finance Committee and treasurer to maintain the association's day-to-day
695 accounting records and implement investment strategies. The board sets financial policy and is responsible for
696 the association budget, reserves and accounts.

700 a. Definition of Financial Terms

- 701 i. Surplus: Surplus is the excess of receipts (income) over disbursements (expense) at the end of the fiscal
702 year. The board shall be authorized to draw from surplus as needed to meet the obligations/liabilities
703 of the association.
 - 704 ii. Reserves: Reserves are cash or its equivalent maintained to meet obligations/liabilities of the
705 association for which current surplus funds are not available. An affirmative vote of two-thirds of the
706 votes cast is required to authorize use of reserves for any purpose.
 - 707 (a) Operating Reserve – The target balance in this fund shall be four months operating expenses. The
708 purpose of the operating reserve is to provide a stable cushion against unforeseen events that
709 would impact current year operations. This fund shall be managed with the primary goals of capital
710 preservation and liquidity, with a secondary goal of keeping pace with any annual increases in the
711 size of the operating budget.
 - 712 (b) Strategic Fund – When the operating reserve has achieved the target balance, additional funds
713 shall be placed into the strategic fund. These funds could potentially be used for any purpose and
714 at any time on approval of the board. The primary goal is capital preservation with a secondary
715 goal of keeping pace with inflation.
 - 716 (c) Issues Fund – Twenty-five dollars from each dues-paying member is allocated to the issues fund
717 annually. These funds may be used at any time on approval of the board to fund public initiatives
718 or matters that are legal, legislative, or regulatory in nature.
 - 719 iii. Capital Expenditures: Capital expenditures are depreciable items with a purchase price in excess of
720 \$1,000. Purchases are to be submitted to and approved by the board.
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731 5. Legal Responsibilities: In addition to the duties described in the association governing documents, trustees are
732 also required to comply with applicable state and federal law when acting on behalf of the association. CDA
733 purchases insurance to protect its trustees and officers. From a legal standpoint, trustees are the equivalent of
734 corporate directors. It is their responsibility to act (1) in good faith, (2) with the care an ordinary prudent person
735 in a like position would exercise in similar circumstances, and (3) in the best interest of the corporation and its
736 shareholders. These duties are generally called the three basic duties of corporate directors: the duty of loyalty,
737 the duty of care, and the duty of obedience.
738

- 739 a. Duty of Loyalty: The duty of loyalty requires trustees to exercise their powers in the interests of the
740 corporation rather than in their own or another's interest. It includes avoiding conflicts of interest,
741 confidentiality, and not taking personal advantage of corporate opportunities. A trustee has the fiduciary
742 obligation to work solely for the benefit of the corporation. Any activity by a trustee to the detriment of a
743 corporation is contrary to this duty. When a trustee has a material financial interest in a transaction
744 involving the corporation, all material facts as to the transaction and the trustee's financial interest must be
745 disclosed to the board and the trustee director may not vote on the matter. If a trustee is a member of a
746 board which is entering into a contract or other transaction with another corporation or association of
747 which he or she is also member (and which is not a wholly-owned corporation of a common parent), the
748 material facts of the transaction and the common directorship must also be disclosed. The contract or
749 transaction must be approved by a sufficient vote without the common directors.
750

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

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

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

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

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

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

788

789 B. Attendance at Meetings

790

791 1. Members

792

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

794

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

798

799 For meetings called as a teleconference or videoconference, all members of the board will be permitted to fully
800 participate in discussion and voting.

801

802 2. Participants and Standing Guests

803

804 a. In accordance with the bylaws, the speaker of the house and editor may attend and participate in meetings
805 of the board without the right to vote. The thirteenth district trustee, CDA council and committee chairs, the
806 CDA PAC chair, invited component representatives, guests of the board, CDA staff, and the staff and
807 elected officers of CDA subsidiary and affiliated companies may attend and address meetings of the board.

808

809 b. A council or committee chair may request that a representative serve in place of the chair with the consent
810 of the president.

811

812 c. Task forces and workgroups may provide written reports to the board, but chairs do not attend unless
813 invited by the board or president to a specific meeting.

814

815 3. Component and Other Guests

816

817 a. When a trustee from a single-trustee component or both trustees from a two-trustee component are unable to
818 attend a meeting, the component may make a request to the president that one named, non-voting guest
819 attend. If approved, expenses will be paid by CDA for one guest.

820

821 b. The president or board may invite other guests to attend a meeting.

822

823 c. Other individuals who wish to attend a meeting shall submit a written request to the president for approval
824 seven days in advance of the meeting.

825

826 4. Closed Session: In a closed session, attendance is limited to officers, trustees, and general counsel participating
827 at the designated location. Other persons may be invited to remain or join during closed session by a majority
828 vote of the board and with the advice of legal counsel.

829

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

831

832 A. Eligibility: All members of councils, committees, task forces or BOM must be in good standing and belong to a
833 membership category that includes the privilege to hold office and meet any other eligibility requirements identified
834 in the bylaws for those positions. Task forces may include members not otherwise privileged to hold office. (Bylaws,
835 Chapters II, VIII, IX, X, and XIII)

836

837 B. Chair/Vice Chair

838

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

841

842 a. Nominating Committee Chair: The chair of the Nominating Committee shall be a trustee member of CVP.

843

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

846

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

849

850 C. Other Participants

851

852 1. Consultant: A council, committee, task force or BOM may appoint a consultant, who shall be an individual
853 hired by CDA to assist with a project or issue on the basis of technical qualifications. A consultant may attend
854 meetings at the request of the chair. (Bylaws, Chapter VIII, Section 50)

855

856 2. Advisor: A council, committee, BOM or the president may appoint an advisor, who shall be a volunteer who
857 will provide guidance on the basis of technical qualifications. An advisor may attend meetings at the request of
858 the chair. (Bylaws, Chapter VIII, Section 50)

859

860 3. Liaison: A council, committee or BOM may request a liaison be appointed by the president in consultation with
861 the chair. The president may also appoint a liaison at his or her discretion. A liaison shall be invited to
862 participate in council, committee or BOM activities because of his or her membership in another group for the
863 purpose of providing perspectives and facilitating communications between the groups.

864

865 4. Guest: A council, committee, task force or BOM may request a guest be appointed by the president in
866 consultation with the chair. The president may also appoint a guest at his or her discretion. A guest shall be
867 invited to participate in council, committee, task force or BOM activities because of his or her affiliation with
868 another group or population with the purpose of providing perspectives without the expectation of reporting to
869 the affiliated group or population.

870

871 5. Voting: A consultant, advisor, liaison or guest does not have the right to vote.

872

873 6. Workgroup/Subcommittee: A consultant, advisor, liaison or guest may participate in a workgroup or
874 subcommittee.

875

876 7. Terms: The term of an advisor or guest shall expire annually at the adjournment *sine die* of the next annual
877 session of the house.

878

879 **XIV. MISSION STATEMENTS**

880

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

884

885 A. Audit Committee: To assist the board in fulfilling their oversight responsibilities by reviewing the systems of internal
886 controls that management and the Board of Trustees have established, as well as audited financial statements and
887 the audit process. The committee shall have the power to conduct or authorize investigations into any matters within
888 the committee's scope of responsibilities. The committee shall retain independent counsel, auditors or others to assist

- 889 in the conduct of the investigation upon funding approval by the Board of Trustees. (Statement of purpose per
890 Resolution 38-2008-H)
- 891
- 892 B. CDA Presents Board of Managers: To produce two preeminent *CDA Presents* per year for the dental community and
893 to assist the association in achieving its goals by working with other councils and committees as well as provide
894 expertise in the development of CDA's educational programs. (Adopted by the *CDA Presents* Board of Managers
895 per bylaws, Chapter XIII, Section 30)
- 896
- 897 C. Committee on Volunteer Placement: To recommend the best candidates for available leadership positions and seek
898 to improve the application and review procedures. (Resolution 24S1-2009-H)
- 899
- 900 D. Council on Membership: To assess the needs of all California dentists and to address those needs through the
901 development, coordination and implementation of programs designed to promote the success, health, welfare and
902 diversity of CDA membership. To this end, the council undertakes activities intended to maximize the accessibility,
903 usefulness and relevance of CDA's services, programs and membership benefits, which in turn will enhance
904 membership recruitment and retention efforts. (Resolution 12-2002-H)
- 905
- 906 E. Council on Peer Review: To ensure that the public and profession have access to an objective, professional review
907 of disputes concerning the quality and/or appropriateness of dental care via the statewide peer review system.
908 (Resolution 13-2002-H)
- 909
- 910 F. Finance Committee: To monitor the California Dental Association's financial assets and liabilities, to oversee the
911 preparation of accurate and meaningful financial records for the association, and to communicate such to the
912 Board of Trustees and the House of Delegates as those entities shall require. (Resolution 29RC-1999-H)
- 913
- 914 G. Government Affairs Council: To support and advance the interests and the strategic plan of CDA by implementing
915 CDA policy through state legislation, regulation, or administrative action, and to raise the profile and level of
916 understanding of the dental profession in these arenas. (Resolution 16RC-2005-H)
- 917
- 918 H. Judicial Council: The mission of the Judicial Council is the promotion and maintenance of high ethical standards
919 within the dental profession; development and uniform enforcement of a viable and legally enforceable *Code of*
920 *Ethics*; and interpretation and enforcement of the *Code of Ethics* on behalf of the association, components,
921 individual members and the public. (Resolution 24-1999-H)
- 922
- 923 I. Leadership Development Committee: The mission of the Leadership Development Committee is to meet current and
924 future needs of the association by recruiting potential leaders from the broadest base of membership and providing
925 quality educational opportunities for members to develop skills to become effective leaders in organized dentistry.
926 (Resolution 18-2010-H)
- 927

928 **XV. BUDGET**

- 929
- 930 A. Preparation: Each council, committee or BOM shall submit a proposed itemized budget for inclusion in the
931 association annual budget. A collective task force budget is included in the association annual budget. (Bylaws,
932 Chapter VIII, Section 110 and Chapter XIII, Section 40)
- 933
- 934 B. Administration: It shall be the duty of the chair of each council, committee or BOM to supervise the administration
935 of the budget of that council, committee or BOM.
- 936

937 **XVI. REPORTS AND RESOLUTIONS**

- 938
- 939 A. Reports: Each council, committee and BOM shall submit periodic reports to the board and an annual report to the
940 house. Subcommittees, task forces and workgroups shall provide reports as directed. (Bylaws, Chapter VIII, Section
941 110 and Chapter XIII, Section 40)

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- B. Resolutions: If a council, committee, task force or BOM seeks to create or change policy on any matter, a resolution must be presented to the Executive Committee, board or house. Reports shall not include requests for action.

XVII. LIMITATION OF AUTHORITY

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

XVIII. ATTENDANCE AT HOUSE OF DELEGATES

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

XIX. ADDITIONAL RULES

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

XX. AMENDMENT OF GENERAL OPERATING PRINCIPLES

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