Board of Trustees

Mission Statement/Purpose
The Board of Trustees (board) shall be vested with the fiduciary duties for the organization, including responsibility for oversight of strategic plan implementation, fiscal management, governance oversight and the implementation policies established by the House of Delegates (house). The board shall be the “board of directors” of this association for all purposes for which California law requires or authorizes action by a board of directors (CDA Bylaws, Chapter V).

Powers
- To establish rules and regulations consistent with these bylaws to govern its organization and procedures
- To direct the president to call a special session of the house as provided in Chapter IV, Section 80 of the bylaws
- To establish policies that are essential to the management of the association. (On matters of dental practice and policy, the board may establish interim policies when the house is not in session; provided, however, that all such policies must be presented for approval at the next session of the house.)
- To levy assessments upon the membership
- To establish rules modifying the obligation of members to pay dues or assessments and to establish promotional dues rates for a limited duration affiliated with membership campaigns
- To call a special meeting of the shareholders of CDA Holding Company, Inc. for any purpose, including a special meeting to remove and replace directors of that corporation, when the house is not in session
- To remove trustees, council members, committee members, members of the CDA Presents board of managers and ADA delegates in accordance with these bylaws
- To create special committees in accordance with Chapter XI, Section 10 of the CDA bylaws

Duties
- To serve as the fiduciary of this association
- To attend all board and committee meetings and other events such as the Leadership Education Conference and the House of Delegates
- To review agendas and supporting materials prior to board and committee meetings to ensure meaningful participation
- To appoint, remove, conduct an annual review and set the compensation of the executive director
- To appoint, remove, conduct an annual review and set the honorarium of the editor
- To nominate, through the nominating committee, candidates for each officer position to be elected by the house
- To select candidates for the boards of directors of the subsidiary companies for election by the shareholder
- To elect trustee and non-trustee, non-appointed candidates for councils and committees, delegates and alternate delegates to the ADA
- To nominate candidates for honorary membership for election by the house
- To nominate one or more candidates for the thirteenth district trustee
- To elect the trustee members of standing committees of the board
- To elect directors to the boards of directors of affiliate companies
- To determine the date and place for convening each annual session of the house
- To obtain insurance covering the acts and omissions of the board, the officers and the employees of the association, in such amount and for such coverage as the board determines
- To review and approve an annual budget
- To oversee the fiscal affairs of the association
- To engage an outside certified public accountant to audit the finances of the association at least annually
- To adopt the annual budget of the association (The annual budget shall be sent to the board at least 14 days in advance of the meeting at which it will be considered.)
- To submit an annual report to the house, including presentations of the annual budget and implementation of strategic plan
- To develop the strategic plan and oversee its implementation based on the goals adopted by the house
- To conduct an annual review of the compensation of officers
- To ratify presidential appointments of council and committee members
- To stay informed on developments about the organization’s policies, programs and services
- To foster the flow of information from the board to their respective component dental societies and vice-versa through any means possible including attendance at general membership and board of directors meetings
- To receive information from the subsidiaries and affiliates regarding newly established goals, major initiatives and annual budget
- To have final consideration of council and committee recommendations on programmatic oversight and business issues
- To forward to the house for final consideration council and committee recommendations on policy issues
Time Requirements
There shall be four or more regular meetings of the board each year as called by the president upon 20 days’ notice. A special meeting of the board may be called at any time by the president, or upon the request of 10 of the members of the board provided at least 48 hours’ notice. Only items that have been noticed shall be considered at a special meeting.

Qualifications
Prospective board members must be active, retired or life members in good standing, either elected by their component (for trustee positions) or the house (officer positions).

Skill Sets
Each board member should encompass the following characteristics: integrity, accountability, informed judgment, financial literacy and highly developed sense of responsibility. Specifically, board members should have well-developed skills in at least two of the following areas: accounting or finance, business judgment, industry/association knowledge, management, leadership and vision/strategic thinking. Board members should also be able to serve as effective communicators in their roles as liaisons to component leadership.

Composition
Except as provided, the board shall consist of 50 members and two participants as follows:

- Elected officers (6): The elected officers of this association shall be the president, president-elect, vice president, secretary, treasurer and immediate past president.
- Appointed officers (1): The appointed officers of this association shall be the executive director.
- Trustees from the component societies (43): One trustee position shall be allocated to each of the 32 component societies with the remaining 11 trustee positions allocated to the component societies in proportion to their membership on the basis of least proportionate error. Allocation of trustees to be determined every five years, beginning 2018, utilizing December 31 membership data of that year for allocation purposes. These individuals are elected by the component and installed as trustees of this association at the house.
- Participants (2): The speaker and editor of this association shall be participants on the board, but they shall not be voting members.
- The president of the association shall serve as chair of the board.

Term/Tenure
The term of office of a trustee shall be three years. The tenure of a trustee shall be limited to two full terms. Trustees may only serve two full terms and one partial term. A partial term is no more than one and one-half years.