

2010 Unofficial Actions of the CDA House of Delegates

1. RESOLVED, THAT THE CANDIDATES ATTACHED BE SELECTED AS NOMINEES TO SERVE ON THE BOARDS OF DIRECTORS OF THE DENTISTS INSURANCE COMPANY AND TDIC INSURANCE SOLUTIONS, AND BE IT FURTHER

RESOLVED, THAT THIS SLATE OF NOMINEES BE RECOMMENDED TO THE CDA HOLDING COMPANY, INC. BOARD OF DIRECTORS, AS SHAREHOLDER, FOR ELECTION TO THE DENTISTS INSURANCE COMPANY AND TDIC INSURANCE SOLUTIONS BOARDS OF DIRECTORS, AND BE IT FURTHER

RESOLVED, THAT THE THIRD 2011 NONDENTIST, NONEMPLOYEE POSITION REMAIN VACANT UNTIL FILLED AS PRESCRIBED BY THE TDIC BYLAWS.

Resolution 1, as submitted by the Board of Trustees, was adopted on the consent agenda.
[The adopted list of nominees is attached \[Attachment A\].](#)

2. RESOLVED, THAT THE FOLLOWING CANDIDATES ARE SELECTED AS NOMINEES TO SERVE AS DIRECTORS OF THE CDA HOLDING COMPANY, INC.:

PresidentAndrew P. Soderstrom, DDS (Stanislaus)
TreasurerClelan G. Ehrler, DDS (Tri-County)
TrusteeGary L. Dougan, DDS, MPH (Alameda County)
CDA Executive DirectorPeter A. DuBois

Resolution 2, as submitted by the Board of Trustees, was adopted on the consent agenda.

3. RESOLVED, THAT THE CDA LOGO USAGE POLICY BE MODIFIED AS ATTACHED.

Resolution 3, as submitted by the Board of Trustees, was adopted on the consent agenda.
[The CDA Logo Usage Policy is attached \[Attachment B\].](#)

4. RESOLVED, THAT ORAL HEALTH DURING PREGNANCY AND EARLY CHILDHOOD: EVIDENCE-BASED GUIDELINES FOR HEALTH PROFESSIONALS BE ADOPTED.

Resolution 4, as submitted by the Board of Trustees, was adopted on the consent agenda.
[The Oral Health During Pregnancy and Early Childhood: Evidence-Based Guidelines for Health Professionals is attached \[Attachment C\].](#)

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5. RESOLVED, THAT THE VOLUNTEER REIMBURSEMENT POLICY OF THE CDA AUDIT COMMITTEE POLICY AND PROCEDURES MANUAL BE REVISED AS ATTACHED.

Resolution 5, as submitted by the Board of Trustees, was adopted on the consent agenda.

[The CDA Volunteer Reimbursement Policy is attached \[Attachment D\].](#)

6. RESOLVED, THAT THE BOARD OF TRUSTEES BE ALLOWED TO AUTHORIZE DUES REDUCTIONS FOR THE PURPOSE OF PROMOTING MEMBERSHIP IN CDA'S TARGET MARKETS THROUGH RECRUITMENT CAMPAIGNS RECOMMENDED BY THE COUNCIL ON MEMBERSHIP, AND BE IT FURTHER

RESOLVED, THAT THE RECOMMENDED CHANGES TO THE CDA BYLAWS, CHAPTER I, SECTION 130 AND CHAPTER V, SECTION 70 BE APPROVED AS ATTACHED.

Resolution 6, as submitted by the Board of Trustees, was adopted on the consent agenda.

[The amendments to the CDA Bylaws are attached \[Attachment E\].](#)

7. RESOLVED, THAT RESOLUTION 1-2004-H BE RESCINDED, AND BE IT FURTHER

RESOLVED, THAT CDA ABIDE BY THE DECISION OF COMPONENTS WITH REGARD TO FINANCIAL HARDSHIP WAIVERS FOR A MAXIMUM OF TWO CONSECUTIVE YEARS, AND BE IT FURTHER

RESOLVED THAT THIS BE REFLECTED IN THE CDA BYLAWS, CHAPTER II, SECTION 130.C. AS FOLLOWS:

“...During the period of exemption from dues, further documentation ~~shall~~may be requested ~~by this association.~~ For financial hardship waivers, CDA will follow the decision of the component for a maximum of two consecutive years.”

Resolution 7, as submitted by the Board of Trustees, was adopted on the consent agenda.

8. RESOLVED, THAT THE PEER REVIEW MANUAL AND QUALITY EVALUATION FOR DENTAL CARE MANUAL BE CATEGORIZED AS PROCEDURAL DOCUMENTS WHICH ARE NOT IN AND OF THEMSELVES POLICY, AND BE IT FURTHER

RESOLVED, THAT POLICY CHANGES TO THE PEER REVIEW PROCESS BE RECOMMENDED AND ADOPTED BY THE HOUSE OF DELEGATES WITH THE

UNDERSTANDING THAT APPROPRIATE CHANGES WILL BE REFLECTED IN THE CORRESPONDING MANUALS, AND BE IT FURTHER

RESOLVED, THAT NONPOLICY OR EDITORIAL CHANGES MAY BE RECOMMENDED BY THE COUNCIL ON PEER REVIEW AND APPROVED BY THE BOARD OF TRUSTEES.

Resolution 8, as submitted by the Board of Trustees, was adopted on the consent agenda.

9. RESOLVED, THAT RESOLUTION 35-2005-H BE RESCINDED, AND BE IT FURTHER

RESOLVED, THAT THE REQUIREMENT THAT PEER REVIEW COMPONENT AND SPECIALTY CHAIRS PARTICIPATE IN A TRAIN-THE-TRAINER COURSE AND CONDUCT AN INITIAL TRAINING OF COMMITTEE MEMBERS BE ELIMINATED FROM THE PEER REVIEW MANUAL, AND BE IT FURTHER

RESOLVED, THAT ALL COMPONENT AND SPECIALTY COMMITTEE MEMBERS AND CHAIRS ARE REQUIRED TO PARTICIPATE IN AN INITIAL AND AN EVERY TWO YEAR PEER REVIEW TRAINING CONDUCTED BY THE COUNCIL ON PEER REVIEW, AND BE IT FURTHER

RESOLVED, THAT THE PEER REVIEW MANUAL BE MODIFIED AS ATTACHED.

Resolution 9, as submitted by the Board of Trustees, was adopted on the consent agenda.

[The revisions to the Peer Review Manual are attached \[Attachment F\].](#)

10RC. RESOLVED, THAT THE DEFINITION OF *PEER* IN THE PEER REVIEW MANUAL BE MODIFIED AS ATTACHED.

Resolution 10RC was substituted for Resolution 10, as submitted by the Board of Trustees and was subsequently adopted. [The revisions to the Peer Review Manual are attached \[Attachment G\].](#)

11. RESOLVED, THAT THE REFUND GUIDELINES (FORM #61) IN THE PEER REVIEW MANUAL BE MODIFIED AS ATTACHED.

Resolution 11, as submitted by the Board of Trustees, was adopted on the consent agenda. [Peer Review Form 61 is attached \[Attachment H\].](#)

12. RESOLVED, THAT A DENTIST UNDER REVIEW BE ADVISED THAT IF HE OR SHE INTENDS TO ASSERT HIS OR HER RIGHTS TO ARBITRATE A CASE PURSUANT TO AN ARBITRATION AGREEMENT WITH THE PATIENT, THE DENTIST MUST NOTIFY CDA IN WRITING WITHIN 10 WORKING DAYS FROM THE DATE OF THE DENTIST'S NOTIFICATION LETTER, AND IF THE DENTIST FAILS TO DO SO, HE OR SHE WAIVES THE RIGHT TO CHALLENGE THE PEER REVIEW PROCESS OR ANY DECISION OF THE PEER REVIEW COMMITTEE ON THE BASIS OF THE ARBITRATION AGREEMENT, AND BE IT FURTHER

RESOLVED, THAT THE PEER REVIEW MANUAL BE MODIFIED TO REFLECT THE FOREGOING POLICY.

Resolution 12, as submitted by the Board of Trustees, was adopted on the consent agenda.
[Peer Review Forms 13 and 15 are attached \[Attachment I\].](#)

13. RESOLVED, THAT CASES INVOLVING SOLELY IRREGULAR BILLING DISPUTES THAT ALLEGE THE BILLING IS FRAUDULENT, DECEITFUL OR MISLEADING BE REMOVED FROM THE TYPE OF DISPUTE ACCEPTED FOR PEER REVIEW, AND BE IT FURTHER

RESOLVED, THAT THE COUNCIL ON PEER REVIEW MAINTAIN ITS AUTHORITY TO RESOLVE BILLING DISPUTES THAT ARISE IN CONJUNCTION WITH QUALITY AND/OR APPROPRIATENESS OF DENTAL TREATMENT COMPLAINTS, AND BE IT FURTHER

RESOLVED, THAT THE PEER REVIEW MANUAL LANGUAGE RELATED TO IRREGULAR BILLING BE MODIFIED TO REFLECT THESE CHANGES AND RELOCATED TO CHAPTER VI. REFERRALS TO THE JUDICIAL COUNCIL, AND BE IT FURTHER

RESOLVED, THAT THIS REVISED POLICY BE IMPLEMENTED IMMEDIATELY UPON APPROVAL BY THE BOARD OF TRUSTEES.

Resolution 13, as submitted by the Board of Trustees, was adopted on the consent agenda.
[The revisions to the Peer Review Manual are attached \[Attachment J\].](#)

14. RESOLVED, THAT THE RESOLUTION 4RC-2003-H BE RESCINDED, AND BE IT FURTHER

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RESOLVED, THAT THE CDA BYLAWS, CHAPTER II, SECTION 130.B.2. BE REVISED AS FOLLOWS:

CHAPTER II – MEMBERSHIP...

Section 130. DUES AND ASSESSMENTS:

B. Nonpayment of Dues or Assessments: ...

2. Reinstatement of membership lost for nonpayment of dues or assessments may be secured on the payment of the required dues and/or assessments for the current year, ~~payment of a reinstatement fee established by the Board of Trustees~~ and on compliance with other applicable provisions of the bylaws of this association, of the component society and of the ADA.

Resolution 14, as submitted by the Board of Trustees, was defeated.

15. RESOLVED, THAT VACANCIES TO BOARD-ELECTED POSITIONS BE FILLED BY ELECTION AT THE FIRST AVAILABLE MEETING OF THE BOARD AND THAT THIS CHANGE BE REFLECTED IN THE CDA BYLAWS AS ATTACHED.

Resolution 15, as submitted by the Board of Trustees, was adopted on the consent agenda.
[The amendments to the CDA Bylaws are attached \[Attachment K\].](#)

16. RESOLVED, THAT THE GENERAL OPERATING PRINCIPLES OF THE BOARD OF TRUSTEES BE REVISED AS ATTACHED.

Resolution 16, as submitted by the Board of Trustees, was adopted on the consent agenda.
[The amendments to the General Operating Principles of the Board of Trustees are attached \[Attachment L\].](#)

17. RESOLVED, THAT THE DESCRIPTION OF ELECTION PROCEDURES OF THE HOUSE OF DELEGATES IN THE CDA BYLAWS, CHAPTER IV, SECTION 120. A. AND D. BE AMENDED TO INCLUDE THE ELECTION OF AT-LARGE MEMBERS OF COMMITTEES AS ATTACHED.

Resolution 17, as submitted by the Board of Trustees, was adopted on the consent agenda.
[The amendments to the CDA Bylaws are attached \[Attachment M\].](#)

18. RESOLVED, THAT THE LEADERSHIP DEVELOPMENT COMMITTEE MISSION BE “TO MEET CURRENT AND FUTURE NEEDS OF THE ASSOCIATION BY RECRUITING POTENTIAL LEADERS FROM THE BROADEST BASE OF MEMBERSHIP AND

PROVIDING QUALITY EDUCATIONAL OPPORTUNITIES FOR MEMBERS TO DEVELOP SKILLS TO BECOME EFFECTIVE LEADERS IN ORGANIZED DENTISTRY.”

Resolution 18, as submitted by the Board of Trustees, was adopted on the consent agenda.

19. RESOLVED, THAT MEMBERS BE REQUIRED TO WAIT A MINIMUM OF ONE YEAR AFTER SERVING ON THE FINANCE COMMITTEE BEFORE SERVING ON THE AUDIT COMMITTEE AND THAT THIS CHANGE BE REFLECTED IN THE CDA BYLAWS, CHAPTER IX, SECTION 50.A. AS FOLLOWS:

- A. Composition: The committee may not include any members of the CDA Executive Committee, Finance Committee, or staff. Individuals are not eligible to serve on the Audit Committee for at least one year following service on the Finance Committees of CDA or any subsidiary or affiliate. The members of the committee may not receive compensation for their services and may not have a material financial interest in any entity doing business with CDA, its affiliates or its subsidiaries....

Resolution 19, as submitted by the Board of Trustees, was adopted on the consent agenda.

20. RESOLVED, THAT THE GENERAL OPERATING PRINCIPLES OF COUNCILS, COMMITTEES, TASK FORCES AND THE BOARD OF MANAGERS BE ADOPTED AS ATTACHED, AND BE IT FURTHER

RESOLVED, THAT THE GENERAL OPERATING PRINCIPLES REPLACE THE STANDING RULES FOR COUNCILS AS ATTACHED.

Resolution 20, as submitted by the Board of Trustees, was adopted on the consent agenda.

The General Operating Principles of Councils, Committees, Task Forces and the Board of Managers are attached [Attachment N].

21. RESOLVED, THAT NOTICE FOR SPECIAL MEETINGS OF THE BOARD OF TRUSTEES BE CHANGED TO FOUR DAYS NOTICE BY MAIL OR 48 HOURS NOTICE BY PERSONAL NOTIFICATION, AND BE IT FURTHER

RESOLVED, THAT CHAPTER V, SECTION 90 OF THE CDA BYLAWS BE AMENDED AS FOLLOWS:

- B. Special Meetings: A special meeting of the board may be called at any time by the president, or upon the request of 10 of the members of the board provided at least

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~~seven days notice is given to each trustee in advance of the meeting~~ four days notice by mail or 48 hours notice delivered personally or by telephone, including a voice messaging system or by electronic transmission. Only items that have been noticed shall be considered at a special meeting.

Resolution 21, as submitted by the Board of Trustees, was adopted.

22. RESOLVED, THAT THE DUTIES OF THE PRESIDENT, SPEAKER, EDITOR AND EXECUTIVE DIRECTOR DO NOT INCLUDE SERVICE ON THE AUDIT COMMITTEE AND THAT THE CDA BYLAWS BE AMENDED TO REFLECT THIS AS ATTACHED.

Resolution 22, as submitted by the Board of Trustees, was adopted on the consent agenda.
The amendments to the CDA Bylaws are attached [Attachment O].

23. RESOLVED, THAT SERVICE ON THE COMMITTEE ON VOLUNTEER PLACEMENT BE PERMITTED FOR A MAXIMUM OF ONE PARTIAL AND ONE FULL TERM, AND BE IT FURTHER

RESOLVED, THAT THIS PRACTICE BE CLARIFIED IN THE BYLAWS, CHAPTER X, SECTION 120.B. AS FOLLOWS:

CDA BYLAWS, CHAPTER X, SECTION 120:

- B. Term of Office: The term of office shall be two years. The tenure shall be one ~~full~~ term. One tenure is the maximum service on this committee.

Resolution 23, as submitted by the Board of Trustees, was adopted on the consent agenda.

24. RESOLVED, THAT THE REVISED CDA MISSION STATEMENT BE APPROVED, AND BE IT FURTHER

RESOLVED, THAT THE 2011-2013 CDA STRATEGIC PLAN BE APPROVED.

Resolution 24, as submitted by the Board of Trustees, was adopted.

The 2011-2013 CDA Strategic Plan is attached [Attachment P].

25. RESOLVED, THAT THE PRESIDENT SHALL APPOINT A TASK FORCE TO FILL A VACANCY IN THE EDITOR OR EXECUTIVE DIRECTOR POSITION, AND BE IT FURTHER

RESOLVED, THAT DURING THE SELECTION PROCESS FOR A NEW EXECUTIVE DIRECTOR, THE PRESIDENT MAY APPOINT, WITH RATIFICATION BY THE BOARD, AN INTERIM EXECUTIVE DIRECTOR WHO IS A MEMBER OF THE EXECUTIVE OR SENIOR MANAGEMENT TEAMS OR AN INDIVIDUAL WHO IS NOT CURRENTLY SERVING AS A VOLUNTEER LEADER OF THE ASSOCIATION, ITS AFFILIATE, OR ITS SUBSIDIARIES, AND BE IT FURTHER

RESOLVED, THAT THE CDA BYLAWS CHAPTER VII, SECTION 20 BE AMENDED TO REFLECT THESE CHANGES AS FOLLOWS:

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

Resolution 25, as submitted by the Board of Trustees, was adopted on the consent agenda.

26. RESOLVED, THAT RETIRING MONTEREY BAY DENTAL SOCIETY EXECUTIVE DIRECTOR CAROLE HART BE ELECTED AS AN HONORARY MEMBER IN THE CALIFORNIA DENTAL ASSOCIATION.

Resolution 26, as submitted by the Board of Trustees, was adopted.

27. RESOLVED, THAT COLONEL ROBERT G. HALE, DDS OF THE SAN FERNANDO VALLEY DENTAL SOCIETY BE ELECTED AS AN HONORARY MEMBER IN THE CALIFORNIA DENTAL ASSOCIATION.

Resolution 27, as submitted by the Board of Trustees, was adopted.

28. RESOLVED, THAT CDA CONSIDER SPONSORING LEGISLATION IN 2011 REQUIRING ALL DENTAL LABORATORIES DOING BUSINESS IN CALIFORNIA TO PROVIDE DENTISTS WITH DOCUMENTATION OF THE MATERIALS USED AND PLACE OF ORIGIN OF ALL DENTAL PROTHESIS FABRICATED BY THE LABORATORY AND

PROVIDED TO THE DENTIST FOR PLACEMENT IN A PATIENT'S MOUTH, AND BE IT FURTHER

RESOLVED, THAT THE CDA PRESIDENT APPOINT A TASK FORCE, MADE UP OF REPRESENTATIVES FROM CDA, THE DENTAL LABORATORY INDUSTRY, THE CALIFORNIA DENTAL SCHOOLS, AND OTHER APPROPRIATE EXPERTS TO EVALUATE WAYS TO ASSIST AND ENHANCE THE STATURE AND VIABILITY OF THE DENTAL LABORATORY INDUSTRY IN CALIFORNIA, AND BE IT FURTHER

RESOLVED, THAT THE TASK FORCE PROVIDE A REPORT WITH RECOMMENDATIONS TO THE 2011 CDA HOUSE OF DELEGATES.

Resolution 28, as submitted by the Board of Trustees, was adopted on the consent agenda.

29. RESOLVED, THAT THE REPORT ON INDEMNIFICATION OR IMMUNITY FOR UNINSURED, RETIRED VOLUNTEER DENTISTS BE FILED.

Resolution 29, as submitted by the Board of Trustees, was adopted.

30. RESOLVED, THAT THE REPORT ON RESTRICTION OF FEE CAPS BE FILED.

Resolution 30, as submitted by the Board of Trustees, was adopted on the consent agenda.

31. RESOLVED, THAT THIS REPORT ON THE STATUS OF RESOLUTION 36S1-2008-H DIRECTED ACTIVITIES BE FILED, AND BE IT FURTHER

RESOLVED, THAT A FINAL COMPREHENSIVE REPORT BE PROVIDED TO THE 2011 HOUSE OF DELEGATES.

Resolution 31, as submitted by the Board of Trustees, was adopted on the consent agenda.

32. RESOLVED, THAT RESOLUTION 33RC-2003-H BE RESCINDED, AND BE IT FURTHER

RESOLVED, THAT GUEST REGISTRATION FEES BE DETERMINED ANNUALLY BY THE BOARD OF TRUSTEES.

Resolution 32, as submitted by the Board of Trustees, was adopted.

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33. RESOLVED, THAT THE FIXED INCOME PORTFOLIO OF THE CALIFORNIA DENTAL ASSOCIATION INVESTMENT POLICY BE AMENDED AND APPROVED AS ATTACHED.

Resolution 33, as submitted by the Board of Trustees, was adopted on the consent agenda.

[The CDA Investment Guidelines – Fixed Income Portfolio is attached \[Attachment Q\].](#)

34. RESOLVED, THAT THE PRESIDENT SHALL APPOINT A COMPONENT CORE SERVICES TASK FORCE TO ESTABLISH METHODOLOGY, GOALS AND A TIMELINE TO COMPLETE THE WORK DEFINED IN THE 2006 GOAL 9 TASK FORCE REPORT, AND BE IT FURTHER

RESOLVED, THAT THE REPORT ON THE STATUS OF THE COMPONENT CORE SERVICES TASK FORCE BE PROVIDED TO THE 2011 HOUSE OF DELEGATES.

Resolution 34, as submitted by the Board of Trustees, was adopted on the consent agenda.

35. RESOLVED, THAT THE REVISED CDA WELL-BEING PROGRAM MISSION STATEMENT BE APPROVED AS ATTACHED.

Resolution 35, as submitted by the Board of Trustees, was adopted on the consent agenda.

[The CDA Well-Being Program Mission Statement is attached \[Attachment R\].](#)

36. RESOLVED, THAT THE BOARD OF TRUSTEES NONPOLICY ACTIONS AS IDENTIFIED IN BOARD REPORT 3, ATTACHMENT D, “DETAILED LIST OF 2010 NONPOLICY ACTIONS OF THE BOARD OF TRUSTEES” BE RATIFIED.

Resolution 36, as submitted by the Board of Trustees, was adopted on the consent agenda.

37. RESOLVED, THAT THE REQUIREMENT ADOPTED IN RESOLUTION 9S1-2002-H THAT BEFORE TDIC CAN SELL INSURANCE IN A CONSTITUENT’S SOCIETY IT MUST OBTAIN THE PERMISSION FROM THE EXECUTIVE DIRECTOR AND PRESIDENT OF THE CONSTITUENT DENTAL ASSOCIATION BE RESCINDED, AND BE IT FURTHER

RESOLVED, THAT THE TDIC EXPANSION POLICY SUPPORTING THE SALE OF INSURANCE IN STATES OUTSIDE OF CALIFORNIA, BE ADOPTED, AND BE IT FURTHER

RESOLVED, THAT TDIC CONTINUE TO EXPLORE ADDITIONAL PRODUCT OFFERINGS.

Resolution 37, as submitted by the Board of Trustees, was adopted.

38. RESOLVED, THAT THE AMENDED AND RESTATED BYLAWS OF THE DENTISTS INSURANCE COMPANY BE APPROVED, AND BE IT FURTHER

RESOLVED, THAT THE AMENDED AND RESTATED BYLAWS OF TDIC INSURANCE SOLUTIONS BE APPROVED.

Resolution 38, as submitted by the Board of Trustees, was adopted on the consent agenda.

[The amendments to the TDIC and TDIC Insurance Solutions Bylaws are attached \[Attachment S\].](#)

39. RESOLVED, THAT THE PORTIONS OF RESOLUTION 8-2004-H ESTABLISHING THE PRODUCT EVALUATION COMMITTEE AS AN ADVISORY COMMITTEE OF THE TDIC INSURANCE SOLUTIONS BOARD BE RESCINDED, AND BE IT FURTHER

RESOLVED, THAT THE RESPONSIBILITIES OF THE PRODUCT EVALUATION COMMITTEE BE INCORPORATED INTO THE RESPONSIBILITIES OF A COMMITTEE OF THE TDIC INSURANCE SOLUTIONS BOARD OF DIRECTORS, AND BE IT FURTHER

RESOLVED, THAT IT BE RECOMMENDED TO THE CDA HOLDING COMPANY, INC. TO ADD A MEMBER TO THE TDIC/TDIC INSURANCE SOLUTIONS MIRROR BOARDS OF DIRECTORS, AND BE IT FURTHER

RESOLVED, THAT IT BE RECOMMENDED TO THE CDA HOLDING COMPANY, INC. TO AMEND THE TDIC AND TDIC INSURANCE SOLUTIONS BYLAWS, AS ATTACHED.

Resolution 39, as submitted by the Board of Trustees, was adopted on the consent agenda.

[The amendments to the TDIC and TDIC Insurance Solutions Bylaws are attached \[Attachment T\].](#)

40. RESOLVED, THAT THE 2011 CDA BUDGET BE APPROVED, AND BE IT FURTHER

RESOLVED, THAT THE BOARD OF TRUSTEES APPROVE THE ALLOCATION OF UP TO \$2,053,123 FROM STRATEGIC RESERVES TO BALANCE THE 2011 OPERATING BUDGET, AND BE IT FURTHER

RESOLVED, THAT THE BOARD OF TRUSTEES APPROVE THE ALLOCATION OF \$460,379 FROM STRATEGIC RESERVES FOR THE 2011 CAPITAL BUDGET.

Resolution 40, as submitted by the Board of Trustees, was adopted.

41. RESOLVED, THAT IT IS THE POSITION OF THE CALIFORNIA DENTAL ASSOCIATION THAT THE POOR LEVEL OF ORAL HEALTH LITERACY IS A SIGNIFICANT COMPONENT IN THE UNDER UTILIZATION OF DENTAL CARE SERVICES AND THE ACCESS TO CARE PROBLEM, AND BE IT FURTHER

RESOLVED, THAT PROMOTION OF ORAL HEALTH LITERACY BE A PRIORITY FOR THE CALIFORNIA DENTAL ASSOCIATION IN ITS LEGISLATIVE AGENDA AND ASSOCIATION PROGRAMS TO EDUCATE AT RISK GROUPS, AND BE IT FURTHER

RESOLVED, THAT THE CALIFORNIA DENTAL ASSOCIATION ENCOURAGE THE CALIFORNIA DENTAL ASSOCIATION FOUNDATION TO PROVIDE ADDITIONAL FUNDING FOR EDUCATIONAL PROGRAMS DIRECTED TO AT RISK GROUPS AND TO ENCOURAGE PARTNERSHIPS WITH OTHER FOUNDATIONS IN THOSE OUTREACH EFFORTS.

Resolution 41, as submitted by the Board of Trustees, was defeated.

- 42RC. RESOLVED, THAT THE APPROPRIATE CDA ENTITY CONSIDER OPTIONS, INCLUDING LEGISLATION THAT WILL IMPROVE ACCESS TO THE DISABLED AND PROTECT SMALL BUSINESSES FROM UNWARRANTED LITIGATION BY REQUIRING A NINETY DAY NOTICE TO CURE PERIOD BEFORE A LAWSUIT ALLEGING DISABILITY ACCESS VIOLATIONS MAY BE FILED, AND BE IT FURTHER

RESOLVED, THAT CDA WORK IN ALLIANCE WITH OTHER IMPACTED PARTIES TO ACHIEVE A UNIFIED VOICE IN THESE EFFORTS.

Resolution 42RC was substituted for Resolution 42, as submitted by the Board of Trustees and was subsequently adopted as amended.

43. RESOLVED, THAT IT IS THE POSITION OF THE CALIFORNIA DENTAL ASSOCIATION THAT CO-DIAGNOSIS AND CO-TREATMENT OF SLEEP RELATED BREATHING DISORDERS AND THE PRESCRIBING OF POLYSOMNOGRAMS OR HOME SLEEP STUDIES INTERPRETED BY BOARD CERTIFIED SLEEP MEDICINE PHYSICIANS, WHICH PERMITS CO-DIAGNOSIS AND CO-THERAPY OF SLEEP RELATED BREATHING DISORDERS WITH THEIR PHYSICIAN COLLEAGUES, ARE WITHIN THE SCOPE OF DENTAL PRACTICE, AND BE IT FURTHER

RESOLVED, THAT PROMOTION OF AWARENESS AND EDUCATION IN SLEEP DISORDERS, AND SLEEP RELATED BREATHING DISORDERS IN PARTICULAR, SHOULD BE MADE AVAILABLE TO DENTISTS AND THEIR SUPPORT STAFF TO HELP MANAGE THE EPIDEMIC SCOPE OF SLEEP DISORDERS IN OUR SOCIETY, AND BE IT FURTHER

RESOLVED, THAT THE CALIFORNIA DENTAL ASSOCIATION TAKE APPROPRIATE ACTION IN ITS LEGISLATIVE EFFORTS AND TO URGE ADA TO ACT SIMILARLY TO OBTAIN MEDICAL REIMBURSEMENT FOR THE APPROPRIATE TESTING OF PATIENTS AT RISK FOR SLEEP RELATED BREATHING DISORDERS WHEN PRESCRIBED BY A DENTIST, AND BE IT FURTHER

RESOLVED, THAT THE CALIFORNIA DENTAL ASSOCIATION TAKE APPROPRIATE ACTION IN ITS LEGISLATIVE EFFORTS TO ENSURE THAT CALIFORNIA DENTISTS TREAT THE SYMPTOM OF SNORING ONLY FOLLOWING SLEEP TESTING READ BY A DOCTOR BOARDED IN "SLEEP MEDICINE" AND PHYSICIAN PRESCRIPTION.

Resolution 43, as submitted by the San Fernando Valley Dental Society, was referred.

- 44RC. RESOLVED, THAT THE COUNCIL ON PEER REVIEW BE DIRECTED TO RESEARCH THE USE OF NEW TECHNOLOGIES AS A MEANS TO AUGMENT EXISTING PEER REVIEW TRAINING AND CALIBRATION MEETING FORMATS AND THAT SUCH RESEARCH INCLUDE APPROPRIATE MECHANISMS FOR ASSESSING THE EFFECTIVENESS OF THE TRAINING AND BE IT FURTHER

RESOLVED, THAT A FORMAL REPORT WITH RECOMMENDATIONS BE SUBMITTED TO THE 2011 HOUSE OF DELEGATES.

Resolution 44RC was substituted for Resolution 44, as submitted by the Board of Trustees and was subsequently defeated.

- 45RC. RESOLVED, THAT BASED ON CONSISTENT RESEARCH FINDINGS OVER A 15 YEAR PERIOD, CDA ACTIVELY PURSUE THE DIRECTIVE OF RESOLUTION 17RC-1996, TO OPPOSE EXPANSION OF GEOGRAPHIC MANAGED DENTAL CARE (GMC), AND SEEK ELIMINATION OF GEOGRAPHIC MANAGED DENTAL CARE IN SACRAMENTO, AND BE IT FURTHER

RESOLVED, THAT AS AN INITIAL STEP TOWARD THE ELIMINATION OF MANDATORY PATIENT PARTICIPATION IN GMC SACRAMENTO, EFFORTS BE UNDERTAKEN TO ALLOW VOLUNTARY PATIENT PARTICIPATION IN GMC SACRAMENTO, AND BE IT FURTHER

RESOLVED, THAT THE APPROPRIATE CDA ENTITY DETERMINE WHETHER CLEAR PERFORMANCE MEASURES OF THE GMC PLANS EXISTS AND IF SO, WORK TO ENSURE ENFORCEMENT OF SUCH PERFORMANCE MEASURES UP TO AND INCLUDING SIGNIFICANT PAYMENT WITHHOLDS FOR PERFORMANCE FAILURE, AND BE IT FURTHER

RESOLVED, THAT SHOULD NO SUCH PERFORMANCE MEASURES EXIST, CDA WORK WITH THE STATE DEPARTMENT OF HEALTH CARE SERVICES, THE SACRAMENTO DISTRICT DENTAL SOCIETY AND ANY OTHER APPROPRIATE AGENCIES TO DEVELOP SUCH MEASURES AND APPROPRIATE PENALTIES FOR FAILURE TO COMPLY.

Resolution 45RC was substituted for Resolution 45, as submitted by the Board of Trustees and was subsequently adopted.

46. **Resolution 46, as submitted by the Marin Dental Society, was ruled out of order.**

47. RESOLVED, THAT THE REFERENCE COMMITTEE 1 CONSENT AGENDA BE APPROVED.

- Resolution 1: Nominations to Subsidiary Operating Company Board of Directors
- Resolution 2: Nominations to Fill CDA Holding Company, Inc. Board of Directors Vacancies
- Resolution 3: Logo Usage Policy
- Resolution 4: Perinatal Oral Health Consensus Statement and Guidelines
- Resolution 5: Audit Committee Policy & Procedures Manual
- Resolution 28: Issues Affecting Dental Laboratories and Dental Laboratory Technicians (Resolution 31-2009-H) Report
- Resolution 30: Restriction of Fee Caps (Resolution 36RC-2009-H) Report
- Resolution 31: Access to Care (Resolution 36S1-2008-H) Report

Resolution 47, as submitted by Reference Committee 1, was adopted as the consent agenda.

48. RESOLVED, THAT THE REFERENCE COMMITTEE 2 CONSENT AGENDA BE APPROVED.

- Resolution 6: Dues Reduction for Promoting Membership

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- Resolution 7: Financial Hardship Waiver Approval Process
- Resolution 8: Peer Review Manual and Quality Evaluation Manual Revision Procedures
- Resolution 9: Peer Review Training
- Resolution 11: Peer Review Refunds
- Resolution 12: Peer Review Arbitration Agreements
- Resolution 13: Peer Review Irregular Billing
- Resolution 33: CDA Investment Policy Revisions
- Resolution 34: Component Core Services (Goal 9) Update
- Resolution 35: Well-Being Program Mission Statement
- Resolution 36: Nonpolicy Actions of the Board of Trustees

Resolution 48, as submitted by Reference Committee 2, was adopted as the consent agenda.

49. RESOLVED, THAT THE REFERENCE COMMITTEE 3 CONSENT AGENDA BE APPROVED.

- Resolution 15: Procedures to Fill Vacancies of Board-Elected Positions
- Resolution 16: Board Meeting Attendance Practice and Policy Clarification
- Resolution 17: Elections of Standing Committees Clarification
- Resolution 18: Leadership Development Committee Mission Statement
- Resolution 19: Restriction of Service From Finance to Audit Committees
- Resolution 20: Standing Rules for Councils Revisions
- Resolution 22: Bylaws Clean-up for Audit Committee
- Resolution 23: Term for the Committee on Volunteer Placement
- Resolution 25: Filling a Vacancy of an Appointed Officer Position
- Resolution 38: TDIC/TDIC Insurance Solutions Bylaws Revisions
- Resolution 39: TDIC Insurance Solutions Board Committee Structure

Resolution 49, as submitted by Reference Committee 3, was adopted as the consent agenda.

50. RESOLVED, THAT THE AGENDA MAILED TO ALL MEMBERS OF THE HOUSE OF DELEGATES BE ADOPTED AS THE OFFICIAL ORDER OF BUSINESS FOR THE CURRENT SESSION OF THE HOUSE OF DELEGATES, WITH SPECIAL ORDERS OF BUSINESS AS FOLLOWS:

- FRIDAY, NOVEMBER 12, 2010 AT 8:00 A.M. FOR THE ADDRESS BY THE ADA PRESIDENT, AND BE IT FURTHER
- FRIDAY, NOVEMBER 12, 2010 AT 8:25 A.M. FOR THE REPORT OF THE ADA THIRTEENTH DISTRICT TRUSTEE, AND BE IT FURTHER

2010 Unofficial Actions of the CDA House of Delegates

- FRIDAY, NOVEMBER 12, 2010 AT 8:45 A.M. FOR THE ACCESS TO CARE UPDATE, AND BE IT FURTHER
- FRIDAY, NOVEMBER 12, 2010 AT 4:00 P.M. FOR THE RECOGNITION OF THE ASSEMBLY MEMBER MARY HAYASHI, AND BE IT FURTHER
- SUNDAY, NOVEMBER 14, 2010 AT 9:00 A.M. FOR THE INSTALLATION OF CDA OFFICERS, TRUSTEES AND CHAIRS, AND BE IT FURTHER
- SUNDAY, NOVEMBER 14, 2010 AT 10:00 A.M. FOR THE RECOGNITION OF THE OUTGOING ADA THIRTEENTH DISTRICT TRUSTEE, AND BE IT FURTHER
- SUNDAY, NOVEMBER 14, 2010 AT 10:30 A.M. FOR THE RECOGNITION OF SAMUEL M. AANESTAD, DDS, AND BE IT FURTHER

RESOLVED, THAT WITH THE CONSENT OF THE HOUSE, THE SPEAKER BE AUTHORIZED TO ALTER THE ORDER OF THE AGENDA AS DEEMED NECESSARY IN ORDER TO EXPEDITE THE BUSINESS OF THE HOUSE.

Resolution 50, as submitted by the Committee on Rules and Order, was adopted.

**TDIC/TDIC INSURANCE SOLUTIONS BOARD OF DIRECTORS
9 POSITIONS AVAILABLE
ONE-YEAR TERM**

CVP Recommendations	
Philip J. Abeldt, DDS*	Monterey Bay
Robert C. Daby, DDS*	Sacramento District
Dennis C. De Tomasi, DDS*	Butte-Sierra District
Sanjay Patel, DDS	Contra Costa
Ann L. Steiner, DMD [†]	Tri-County
Steven J. Kend, DDS	Western Los Angeles
Walter W. Noce, Jr. (Public Member)*	N/A
Richard E. Sinaiko (Public Member)*	N/A
Vacancy to be filled by CDA Holding Company (Public Member)	N/A

*Incumbent (eligible to serve another term)

[†] Currently serving on the board in a trustee position. Trustee term expires in 2010; therefore, further service will be in an at-large position.

Note: A candidate for the third public member position has not been identified in time for the final material deadline for the house. Therefore, the TDIC/TDIC Insurance Solutions and CDA boards request that the position remain vacant until an appropriate candidate can be identified and the position filled in accordance with the TDIC Bylaws, Article III, Section 3.04.

Term of Office

The term of office of directors of the subsidiary companies shall be one year, and the consecutive tenure of a director shall be limited to six full terms of one year each. (Bylaws, Chapter XVI, Section 20)

Composition

The board of directors of each subsidiary having more than one director, shall include three nondentist-nonemployee ["public"] members, two trustees, the CDA executive director, CDA secretary, CDA treasurer and CDA vice president. The board also includes the president/chief executive officer as *ex officio*, without the right to vote. The immediate past chair shall be selected to serve on the subsidiary board of directors for an additional year as *ex officio*, without the right to vote. (Bylaws, Chapter XVI, Section 20)

CDA Logo Usage Policy

This policy was developed to encourage members and component dental societies to incorporate the CDA logo into their business systems and advertising with guidelines for proper logo usage. Consistent use of the logo by the California Dental Association and its members reinforces this visual image as the symbol of quality dental care.



Individual members and component dental societies of the California Dental Association may apply for permission to use the CDA logo on certain materials and advertisements (see Requirements for Use of the CDA Logo). Permission can be obtained by submitting an application available through the CDA Member Resource Center at 800-CDA-SMILE (232-7645) or online at cda.org.

Logo Specifications:

The CDA logo is the official trademarked identifying symbol of the California Dental Association. It consists of three parts:

1. The symbol:



2. The acronym:

cda

3. The registered mark:



The relationship in size of the two design elements – the symbol and acronym – may not be altered and must be used together at all times.

Only black ink is acceptable for member usage. Individual choice of paper color is permissible.

The phrase “a member of the California Dental Association” must appear with the symbol and acronym when used by members; the phrase “a local society of the California Dental Association” must appear with the symbol and acronym when used by component dental societies.

Use of the symbol alone is reserved for the association use only and not available for use by the member or local dental society.

The CDA logo may not be assimilated or merged with any other design trademark or copy and must be positioned separately to ensure that its distinct identity is maintained and that it identifies only the individual dentist(s) as member(s) of the CDA.

Acceptable logo formats:



a member of the California Dental Association



a local society of the California Dental Association

Requirements for Use of the CDA Logo

The CDA logo may be used by active, life active, military, retired, faculty, public health, recently graduated members and component dental societies. It may also be used by members with relief, disability (permanent or temporary) and hardship status, and postgraduates if paying active member dues.

The CDA logo may be used by members on the following materials:

Business Identity Systems:

Member stationery, business cards, patient orientation brochures, billing statements, envelopes, recall cards and office forms.

Advertisements:

Advertising templates developed and approved only by CDA for the member's use in such media as telephone books, dental practice Web sites, direct mail campaigns and print (magazine and newspaper).

The use of the CDA logo on office stationery or any other printed material or advertisement is restricted to those offices in which the solo practitioner, or each practitioner in that practice, is currently a member in good standing with CDA.

A practice that includes a non-CDA member or members as practitioner(s) does not meet the requirements for authorized use of the CDA logo.

Members incorporated for the purpose of practicing dentistry must be wholly owned and operated by CDA members and all dentists employed or contracted to provide dental services for the corporation must be CDA members; the CDA logo may only be used where it is clearly associated with the names of members listed in a location other than the corporate title.

The CDA logo may not be used:

- By student, honorary, affiliate, associate, provisional members or by pending applicants, nor can it be used by conditional applicants.
- On building signage/displays, office newsletters, garments or other solicitation materials prepared on behalf of an individual member, practice or an informal association of members not approved by CDA.
- Usage of the CDA logo in advertising and promotional materials is restricted to only those templates developed and approved by CDA as noted above.

If a dentist loses membership for any reason, he/she relinquishes the right to use the CDA logo. If a dentist is found in violation of these licensing agreements, the association will take appropriate legal action.

The CDA logo may be used by component dental societies on the following materials:

Business Identity Systems:

Component stationery, business cards, member orientation brochures, billing statements, envelopes, office forms and component newsletters.

Advertisements:

Advertising templates for membership retention and recruitment developed and approved only by CDA for the component's use in such media as component Web sites, direct mail campaigns and print (magazine and newspaper).

Oral Health During Pregnancy and Early Childhood: Evidence-Based Guidelines for Health Professionals

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Project Participants N/A

Acknowledgements..... N/A

Sample Forms N/A

Web site Resources..... N/A

REFERENCES N/A

Note: *The Evidence-Based Science portion of the guidelines (Part II) are available upon request by contacting Rolande Loftus at rolande.loftus@cda.org or 800.232.7645, extension 4918.*

EXECUTIVE SUMMARY

These Perinatal* Oral Health Practice guidelines are intended to assist health care professionals in private, public and community-based practices in delivering oral health services to pregnant women and their children, and are based on a review of the current, science-based literature. Their development was guided by a group of state and national medical, dental and public health experts and organizational representatives brought together through a collaborative process by the California Dental Association Foundation and the American College of Obstetricians and Gynecologists, District IX. This document first presents the guidelines in a quick-to-read bullet format, and then follows with the supporting evidence and references for readers interested in the rationale behind the guidelines. Several useful forms, such as a client referral form for pregnant women, are included in the appendices as is a glossary of terms. Recommendations for systems improvement and public policy changes are addressed in a document accompanying these guidelines.

Background

Good oral health and control of oral disease protects a woman's health and quality of life before and during pregnancy, and has the potential to reduce the transmission of pathogenic bacteria from mothers to their children. Yet many women do not seek—and are not advised to seek—dental care as part of their prenatal care, although pregnancy provides a “teachable moment” as well as being the only time some woman are eligible for dental benefits. Barriers and limits to improving oral health and utilizing oral health services for pregnant women and their children are multifaceted and complex, and the factors relate both to the health care system and to the client herself.

Prenatal and oral health providers are limited in providing oral health care during pregnancy by their lack of understanding about its impact and safety. Many dentists needlessly withhold or delay treatment of pregnant patients because of fear about injuring either the woman or the fetus—or because of fear of litigation. Because they have not been trained to understand the relationship between oral health and overall health, many prenatal providers fail to refer their patients regularly to dental providers. A coordinated effort between the oral health and prenatal communities can benefit maternal and child oral health outcomes.

Key Findings

Current understanding of maternal and fetal physiology indicates that the benefits of providing dental care during pregnancy far outweigh potential risks. Prevention, diagnosis and treatment of oral diseases, including needed

* While the term “perinatal” generally refers to the period around childbirth (i.e., 3 months prior to and a month following), it is used in this document to more broadly include the entire prenatal and postpartum periods. In its *broadest* sense of maternal and child health, “perinatal” could include time after and between pregnancies.

dental radiographs and use of local anesthesia, is highly beneficial and can be undertaken during pregnancy with no additional fetal or maternal risk when compared to the risk of not providing care. The American Academy of Periodontology, for example, urges oral health professionals to provide preventive services as early in pregnancy as possible and to provide treatment for acute infection or sources of sepsis irrespective of the stage of pregnancy. The timing of such care is vital given that their oral health has the potential to impact the oral health status of their children. Further, assessment of oral health risks in infants and young children with appropriate intervention, along with anticipatory guidance for parents and other caregivers, has the potential to prevent the transmissibility and development of early childhood caries (ECC).

The most common complications of pregnancy include spontaneous abortion (miscarriage), preterm birth, preeclampsia and gestational diabetes. The current scientific studies, referenced in this document, regarding these conditions related to dental care indicate:

- Control of oral diseases in pregnant women has the potential to reduce the transmission of oral bacteria from mothers to their children.
- There is no evidence relating early spontaneous abortion to first trimester oral health care or dental procedures.
- Preeclampsia is a challenging condition in the management of the pregnant patient, but preeclampsia is not a contraindication to dental care.
- While research is ongoing, the best available evidence to date shows no effect of periodontal treatment on birth outcomes of preterm labor and low preterm birthweight and is safe for the mother and fetus.
- Because it has been shown to be safe and effective in reducing periodontal disease and periodontal pathogens, best practice suggests that periodontal care should be provided during pregnancy.

Consequently, the following consensus statement was developed by the expert panel convened to create these guidelines:

Perinatal Oral Health Consensus Statement

Prevention, diagnosis and treatment of oral diseases, including needed dental radiographs and use of local anesthesia, is highly beneficial and can be undertaken during pregnancy with no additional fetal or maternal risk when compared to the risk of not providing care. Good oral health and control of oral disease protects a woman's health and quality of life and has the potential to reduce the transmission of pathogenic bacteria from mothers to their children.

PART I. PRACTICE GUIDELINES FOR PROVIDERS OF CARE

These Perinatal Oral Health practice guidelines are based on the clinical evidence for the importance of oral health care for women and their children before and during pregnancy and early childhood. They apply to healthcare providers and other professionals in public, private and community-based practices. The guidelines are organized by provider type (with some unavoidable duplication). Where possible, the material was adapted from the 2006 New York State Department of Health “Oral Health Care During Pregnancy and Early Childhood Practice Guidelines,” supplemented, updated, and rewritten based on current evidence.

PRENATAL CARE PROFESSIONALS

Oral health care services should be routinely integrated with prenatal care services for all pregnant women.

Prenatal Care Professionals are Encouraged to Take the Following Actions for Pregnant Women:

- Educate the pregnant woman about the importance of her oral health, not only for her overall health, but also for the oral health of her children.
- Provide education and dental referrals for oral health care, understanding that such care may have relatively low priority for some women, particularly those challenged by financial worries, unemployment, housing, intimate partner violence, substance abuse or other life-stressors.
- Ask the woman if she has any concerns/fears about getting dental care while pregnant. Based on her response, be ready to inform her that dental care is safe during pregnancy and address specific concerns.
- Advise the pregnant woman that:
 - ▶ Prevention, diagnosis and treatment of oral diseases (including needed dental x-rays and use of local anesthesia) is highly beneficial and can be undertaken any time during pregnancy with no additional fetal or maternal risk as compared to not providing care.
 - ▶ Dental care can improve her overall health and the health of her developing fetus and her children.
- Determine and document in the prenatal record if the patient is already under the care of an oral health professional; if a referral is needed, make a referral and document this in the prenatal record.
- Encourage all women at the first prenatal visit to schedule a dental examination if one has not been performed in the last six months, or if a new condition has developed or is suspected.
- Facilitate dental care by providing written consultation or an oral health referral form (see sample in Appendix A). While many medical providers understand there is no need for dentists to consult with an MD for routine dental care on a healthy patient, such a form from the obstetrical provider reassures the patient as well as the dentist that dental care is acceptable/permissible during pregnancy. Include this form as part of routine new-prenatal patient paperwork.
- Obtain or develop and maintain a list of community dental referral sources that will provide services for

pregnant women, particularly for women enrolled in publicly-funded programs (e.g., Medicaid).

- As a routine part of the initial prenatal examination, conduct and document an oral health assessment of the teeth, gums, tongue, palate, and mucosa.
- Share appropriate clinical information with the oral health professional and answer questions that the oral health professional may ask about a patient or condition.
- Encourage and support all women to adhere to the oral health professional's recommendations for appropriate treatment and follow-up care for oral disease.
- Encourage and support a woman's decision to breastfeed, providing appropriate oral hygiene instructions for after feeding, and have ready access to resources.
- Educate women and encourage behaviors that support good oral health, by:
 - ▶ Brushing teeth twice daily with fluoridated toothpaste, especially before bedtime, and flossing daily.
 - ▶ Taking prenatal vitamins, including folic acid to reduce the risk of birth defects such as cleft lip and palate, and eating foods high in protein, calcium, phosphorus, and vitamins A, C, and D.
 - ▶ Chewing xylitol-containing gum or other xylitol-containing products, 4-5 times a day, after eating.
 - ▶ Not delaying necessary dental treatment.
 - ▶ Limiting foods containing fermentable carbohydrates—sugars (including fruit sugars), cookies, crackers, chips—to mealtimes only. Frequent between-meal consumption of these foods increases caries risk.
 - ▶ Limiting drinking juice, soda, sports drinks, or carbonated drinks (including diet soda) between meals. These drinks contain sugar that can cause caries. Even diet sodas contain acids that can weaken the enamel of teeth, especially those containing caffeine and citric acid.
- Advise pregnant women experiencing frequent nausea and vomiting to reduce erosion of tooth surfaces by:
 - ▶ Eating small amounts of nutritious yet noncariogenic foods—snacks rich in protein, such as cheese—throughout the day.
 - ▶ Using a teaspoon of baking soda (sodium bicarbonate) in a cup of water to rinse and spit after vomiting, avoiding tooth brushing directly after vomiting as the effect of erosion can be exacerbated by brushing an already demineralized tooth surface.
 - ▶ Using gentle tooth brushing and fluoride toothpaste twice daily to prevent damage to demineralized tooth surfaces.
 - ▶ Using a fluoride-containing mouth rinse immediately before bedtime to help remineralize teeth.
- Advise women that the following actions may reduce the risk of caries in their children:
 - ▶ Wiping an infant's gums or teeth, especially along the gum line, with a soft cloth after breast or bottle feeding.

- ▶ Brushing the child's teeth using a pea-sized (the size of a child's pinky nail) amount of toothpaste, especially before bedtime. Children over the age of 2 should use fluoride toothpaste; children less than age 2 should use a smear of fluoride toothpaste on the brush only if they are at moderate-to-high risk of developing caries.
- ▶ Helping a child brush their teeth until they are about 7 years old.
- ▶ Avoiding putting the infant to bed with a bottle or sippy cup containing anything other than water.
- ▶ Avoiding saliva-sharing behaviors, such as kissing the baby on the mouth, sharing a spoon when tasting baby food, cleaning a dropped pacifier by mouth or wiping the baby's mouth with a cloth moistened with saliva. For older children, avoiding the sharing of straws, cups or utensils.
- ▶ Using a bottle or sippy cup between meals containing only water.
- ▶ Begin weaning children from at-will bottle and sippy cup use (such as in an effort to pacify a child's behavior) by about 12 months of age.
- ▶ Choosing fresh fruit rather than fruit juice to meet the recommended daily fruit intake.
- ▶ Regularly lifting the lip and looking in their child's mouth for white or brown spots on the teeth.
- Encourage women to learn more about oral health during pregnancy and early childhood by accessing available consumer information including reputable websites.
- Advise and encourage the woman to obtain necessary follow-up dental care and oral health maintenance during the postpartum period and thereafter.

ORAL HEALTH CARE PROFESSIONALS

The role of oral health professionals includes providing preventive services and restorative treatment along with anticipatory guidance for pregnant women and their children. Oral health professionals should render all needed dental services to pregnant women. **Pregnancy is not a reason to defer routine dental care or treatment of oral health problems.** It is not necessary to have approval from the prenatal care provider for routine dental care of a healthy patient.

Oral Health Professionals are Encouraged to Take the Following Actions for Pregnant Women:

- Provide education and dental referrals for oral health care, understanding that such care may have relatively low priority for some women, particularly those challenged by financial worries, unemployment, housing, intimate partner violence, substance abuse or other life-stressors.
- Ask the woman if she has any concerns/fears about getting dental care while pregnant. Based on her response, be ready to assure her that dental care is safe during pregnancy and address specific concerns.
- Advise the pregnant woman that prevention, diagnosis and treatment of oral diseases, including needed dental x-rays and use of local anesthesia, is highly beneficial and can be undertaken with no additional fetal or maternal risk when compared to not providing care.
- Plan definitive treatment based on customary oral health considerations, including:

- ▶ Chief complaint and health history
- ▶ History of tobacco, alcohol or other substance use
- ▶ Clinical evaluation
- ▶ Radiographs and other diagnostics when indicated
- Develop and discuss a comprehensive treatment plan that includes preventive, treatment and maintenance care throughout pregnancy. Discuss the benefits, risks and alternatives to treatments.
- Provide emergency/acute care at any time during pregnancy as indicated by oral condition.
- Perform a comprehensive periodontal examination, which includes a periodontal probing depth record.
- Consider the following as strategies to decrease maternal cariogenic bacterial load:
 - ▶ Recommend brushing teeth twice daily with fluoridated toothpaste along with fluoride mouth rinses, especially before bedtime and flossing daily
 - ▶ Restore untreated caries.
 - ▶ Recommend chlorhexidene mouth rinses and fluoride varnish as appropriate.
 - ▶ Recommend the use 4-5 times a day of xylitol-containing chewing gum or other xylitol products.
 - ▶ Encourage drinking optimally-fluoridated tap or bottled water.
- Use the following when clinically indicated (See Table 2 for acceptable and unacceptable drugs):
 - ▶ Radiographs with thyroid collar and abdominal apron
 - ▶ Local anesthetic with epinephrine
 - ▶ Analgesics, preferably acetaminophen, not to exceed daily dosages
 - ▶ Antibiotics including penicillin, cephalosporins and erythromycins
- Do not use the following medications (See Table 2 for acceptable and unacceptable drugs):
 - ▶ Non-steroidal anti-inflammatory drugs (NSAIDs) are not routinely a part of prenatal care, however in rare clinical situations they can be use for 48 to 72 hours; avoid use in the 1st and 3rd trimesters
 - ▶ Avoid erythromycin estolate and tetracycline
 - ▶ Avoid erythromycin estolate and tetracycline
- Ask all women of childbearing age if they take a multivitamin supplement containing folic acid and recommend initiation if they do not use.
- Support a woman's decision to breastfeed and have ready access to patient education resources. Address the topic by integrating it into regular patient education, such as saying "After breast or bottle feeding, be sure to wipe your baby's gums....."

- Reinforce medical recommendations at oral health office visits, including tobacco and alcohol cessation.
- During treatment of a pregnant patient:
 - ▶ Place pregnant women in a semi-reclining position as tolerated, encourage frequent position changes, and/or place a small pillow under her hip to prevent postural hypotensive syndrome.
 - ▶ Utilize a rubber dam during restorative procedures and endodontic procedures.
 - ▶ Use safe amalgam and safe composite practices when placing restorative materials intraorally.
- Consult with the perinatal care provider when considering:
 - ▶ Deferring treatment because of pregnancy. (Note: there is no need to consult with the prenatal care provider for routine dental care of a healthy patient.)
 - ▶ Co-morbid conditions that may affect management of dental problems such as diabetes, pulmonary issues, heart or valvular disease, hypertension, bleeding disorders, or heparin treated thrombophilia.
 - ▶ The use of nitrous oxide as an adjunctive analgesic to local anesthetics.
 - ▶ Anesthesia other than a local anesthesia such as intravenous sedation, nitrous oxide or general anesthesia needed to perform the dental procedure.
- Provide any necessary follow-up evaluation to determine if the oral health care interventions have been effective.
- Provide health education or anticipatory guidance about oral health practices for her children to prevent early childhood caries.
- Encourage women to learn more about oral health during pregnancy and early childhood by accessing available consumer information including reputable Websites. (See list in appendices)
- Advise and encourage the woman to obtain necessary follow-up dental care and oral health maintenance during the postpartum period and thereafter.
- Provide dental care for other family members to prevent transmission of cariogenic bacteria to her infant or other children.

Oral Health Professionals are Encouraged to Take the Following Actions for Infants and Young Children:

- Assess the risk for oral diseases in children starting by age 1 by identifying risk indicators including:
 - ▶ Inadequate or inappropriate fluoride exposure
 - ▶ Past or current caries experience of child, siblings, parents and other caregivers
 - ▶ Restorations placed in children within past 2 years
 - ▶ Insufficient or lack of age-appropriate oral hygiene efforts by parents/caregivers
 - ▶ Frequent or prolonged exposure to fermentable carbohydrates especially between meals
 - ▶ Use of night time bottle or sippy cup containing anything other than water
 - ▶ Frequent use of medications that contain sugar or that inhibit salivary flow (e.g., anticholinergics, asthma, seizure, and attention deficit hyperactivity medications, or antibiotics with added sugary syrup)
 - ▶ Clinical findings of heavy accumulation of plaque or any signs of decalcification (white spot lesions)
 - ▶ Low socioeconomic status
 - ▶ Special health care needs (developmental delays or disabilities)
- Provide necessary treatment for children assessed to be at increased risk for oral disease or in whom carious lesions or white spot lesions are identified.
- Engage caregivers, whenever possible, in providing anticipatory guidance to increase the potential for changing oral health behaviors.
- Impress upon the parents or caregiver the importance of the child's primary dentition (e.g., avoid pain and suffering, for proper nutrition, and avoidance of caries in permanent dentition, loss of school attendance, to save space for permanent teeth, for proper speech development).
- Apply fluoride varnish two to three times per year for children at moderate to high caries risk starting at 1 year of age.
- Advise parents about the most appropriate type of water to use to reconstitute infant formula. While occasional use of water containing optimal levels of fluoride should not appreciably increase a child's risk for fluorosis, mixing powdered or liquid infant formula concentrate with fluoridated water on a regular basis for infants primarily fed in this way may increase the chance of a child's developing enamel fluorosis.
- Advise parents and other caregivers about the following interventions to disrupt the chain of events that is implicated in the development of early childhood caries:
 - ▶ Reduce the bacterial reservoir in mothers and caretakers by using therapeutic agents such as chlorhexidine solutions and xylitol and restoring untreated dental caries.
 - ▶ Avoid saliva-sharing behaviors of mothers and other caregivers, such as kissing the baby on the mouth,

tasting food before feeding, cleaning a dropped pacifier by mouth or wiping the baby's mouth with a cloth moistened with saliva. For older children, avoiding the sharing of straws, cups or utensils.

- ▶ Avoid saliva-sharing behaviors between children via their toys, pacifiers, utensils, etc.
 - ▶ Encourage drinking optimally-fluoridated tap or bottled water. If not possible, prescribe fluoride drops or tablet supplements (see Fluoride Supplementation, Table 3, p. 48).
 - ▶ Limit exposure to fermentable carbohydrates (e.g., crackers, chips, cookies, dry cereals) to mealtimes only—and limit the amount—and to caries-promoting sugars such as fruit juices, infant formula preparations, and sugary snacks.
 - ▶ Never allow at-will and nighttime use of bottles and sippy cups unless they contain only water. The last thing to touch the child's teeth before bedtime should be a toothbrush or water.
 - ▶ Wipe an infant's teeth after breast or bottle feeding, especially along the gum line, with a soft cloth or soft bristled toothbrush.
 - ▶ Brush the child's teeth using a pea-sized (the size of a child's pinky nail) amount of toothpaste, especially before bedtime. Children over the age of 2 should use fluoride toothpaste; children less than age 2 should use a smear of fluoride toothpaste on the brush only if they are at moderate to high risk of caries.
 - ▶ Help the child with brushing their teeth until they are about 7 years old.
 - ▶ Visit an oral health professional beginning when the child is 12 months of age, or when the first tooth erupts.
 - ▶ Encourage parents to lift the lip and look in their child's mouth for white or brown spots on the teeth, showing them how to do this if necessary.
- Explain the importance of each family member having their own toothbrush.
 - Regularly clean toys in the dental office waiting room, using an antibacterial solution.

CHILD HEALTH CARE PROFESSIONALS

Child health care professionals should develop the knowledge to perform oral risk assessments on children beginning at six months of age (American Academy of Pediatrics). In addition, children at moderate to high risk for caries should receive an aggressive anticipatory guidance and intervention program.

Child Health Care Professionals are Encouraged to:

- Assist parents/caregivers in establishing a regular source of dental care (a “dental home”) for the child and for themselves. The first visit should occur when the child is 12 months of age, or when the first tooth erupts.
- Provide counseling and anticipatory guidance to parents and other caregivers concerning oral health and protective behaviors during well-child visits.
- Impress upon the parents/caregivers the importance of the child’s primary dentition.
- Assess the risk for oral diseases in the child beginning at six months of age by identifying risk indicators such as:
 - ▶ Inadequate or inappropriate fluoride exposure
 - ▶ Past or current caries experience in child, siblings, parents and other caregivers
 - ▶ Restorations placed in a child within the past 2 years
 - ▶ Insufficient or lack of age-appropriate oral hygiene efforts by parents/caregivers
 - ▶ Frequent and prolonged exposure to sugary substances especially between meals including bottle or sippy cup use
 - ▶ Use of at-will and night time bottle or sippy cup containing anything other than water
 - ▶ Frequent use of medications that contain sugar or cause xerostomia (inhibit saliva flow) (e.g., anticholinergics, asthma, seizure, and attention deficit hyperactivity medications, or antibiotics with added sugary syrup)
 - ▶ Clinical findings of heavy accumulation of plaque or any signs of decalcification (white spot lesions)
 - ▶ Low socioeconomic status
 - ▶ Special health care needs (developmental delays or disabilities)
- Facilitate appropriate referral for management of children assessed to be at increased risk for oral disease or in whom carious lesions or white spot lesions are identified.
- Obtain or develop and maintain a list of community oral health referral sources that will provide services to young children and children with special health care needs.
- Encourage drinking optimally-fluoridated tap or bottled water. If not possible, prescribe fluoride drops or tablet supplements (see Fluoride Supplementation Table 3, p. 48).

- Advise parents about the most appropriate type of water to use to reconstitute infant formula. While occasional use of water containing optimal levels of fluoride should not appreciably increase a child's risk for fluorosis, mixing powdered or liquid infant formula concentrate with fluoridated water on a regular basis for infants primarily fed in this way may increase the chance of a child's developing enamel fluorosis.
- Advise parents (and demonstrate as needed) that the following actions may reduce the risk of caries in children:
 - ▶ Wipe an infant's teeth, especially along the gum line, with a soft cloth after feeding from the breast or bottle.
 - ▶ Brush the child's teeth using a pea-sized (the size of a child's pinky nail) amount of toothpaste, especially before bedtime. Children over the age of 2 should use fluoride toothpaste; children less than age 2 should use a smear of fluoride toothpaste on the brush only if they are at moderate to high risk of caries.
 - ▶ Help children with brushing until they are about 7 years old.
 - ▶ Give each family member their own toothbrush.
 - ▶ Never put the child to bed with a bottle or sippy cup containing anything other than water. The last thing to touch the child's teeth before bedtime should be a toothbrush or water.
 - ▶ Begin weaning children from at-will bottle and sippy cup use (such as in an effort to pacify a child's behavior) by about 12 months of age.
 - ▶ Feed the child foods containing fermentable carbohydrates (e.g, crackers, cookies, dry cereals) at mealtimes only and limit the amount.
 - ▶ Avoid saliva-sharing behaviors, such as kissing the baby on the mouth, sharing a spoon when tasting baby food, cleaning a dropped pacifier by mouth, or wiping the baby's mouth with a cloth moistened with saliva. For older children, avoiding the sharing of straws, cups or utensils.
 - ▶ Avoid saliva-sharing behaviors between children via their toys, pacifiers, utensils, etc.
 - ▶ Lift the lip and look in the child's mouth for white or brown spots on the teeth.
 - ▶ Visit an oral health professional with child by 12 months of age, or when the first tooth erupts.
 - ▶ Apply fluoride varnish applications two to three times a year for children at moderate to high risk of caries.
- Educate pregnant women and new parents about care that will improve their own oral health:
 - ▶ Brush teeth twice daily with a fluoride toothpaste and floss daily, especially before bedtime.
 - ▶ Eat foods containing fermentable carbohydrates to mealtimes only and in limited amounts.
 - ▶ Avoid sodas and other sugary beverages of any type, especially between meals.

- ▶ Choose fresh fruit rather than fruit juice to meet the recommended daily fruit intake.
- ▶ Obtain necessary dental exam and treatment before delivery when possible.
- ▶ Chew sugarless or xylitol-containing gum or other xylitol-containing products, 4-5 times a day, after eating.
- ▶ Do not smoke or use tobacco products.

COMMUNITY-BASED PROGRAMS

Successful intervention to improve oral health during pregnancy and early childhood is benefited by comprehensive community-based efforts. A "health commons approach" ¹ to oral health, where community-based, primary care safety net practices include medical, behavioral, social, public, and oral health services, can enhance dental service capacity and increase access for low-income populations. Professionals working in these settings, including agencies such as WIC and Head Start, should provide anticipatory and other guidance to parents and integrate parent oral health curriculum into their client education services.

Public Health and Community-Based Organization Professionals are Encouraged to:

- Assist parents/caregivers in establishing a regular source of dental care (a "dental home") for the child and for themselves. The first visit should occur when the child is 12 months of age, or when the first tooth erupts.
- Provide counseling and anticipatory guidance to parents and other caregivers concerning oral health during well-child visits.
- Impress upon the parents the importance of the child's primary dentition (e.g. avoid pain and suffering, for proper nutrition, and avoidance of caries in permanent dentition, loss of school attendance, to save space for permanent teeth, for proper speech development).
- Facilitate appropriate referral for management of children assessed to be at increased risk for oral disease or in whom carious lesions or white spot lesions are identified.
- Follow up on referrals to ensure that timely dental care has been provided.
- Obtain or develop and maintain a list of oral health referral sources that will provide services to young children and children with special health care needs.
- Encourage children at moderate to high risk of caries to receive fluoride varnish applications two to three times per year.
- Encourage drinking optimally-fluoridated tap or bottled water. If not possible, prescribe fluoride drops or tablet supplements (see Fluoride Supplementation Table 3, p. 48).
- Advise parents about the most appropriate type of water to use to reconstitute infant formula. While occasional use of water containing optimal levels of fluoride should not appreciably increase

a child's risk for fluorosis, mixing powdered or liquid infant formula concentrate with fluoridated water on a regular basis for infants primarily fed in this way may increase the chance of a child's developing enamel fluorosis.

- If making home visits, conduct an in-home assessment of oral health practices. For example:
 - ▶ Inquire whether each family member has his or her own toothbrush.
 - ▶ Ask if an adult helps children younger than age eight with tooth brushing.
- Advise parents (and demonstrate where necessary) that the following actions may reduce the risk of caries in children:
 - ▶ Wipe an infant's teeth after bottle or breastfeeding, especially along the gum line, with a soft cloth.
 - ▶ Brush the child's teeth using a pea-sized (the size of a child's pinky nail) amount of toothpaste, especially before bedtime. Children over the age of 2 should use fluoride toothpaste; children less than age 2 should use a smear of fluoride toothpaste on the brush only if they are at moderate-to-high risk of caries.
 - ▶ Help children with brushing until they are about 7 years old.
 - ▶ Give each family member their own toothbrush.
 - ▶ Never put the child to bed with a bottle or sippy cup containing anything other than water. The last thing to touch a child's mouth at bedtime should be a toothbrush or water.
 - ▶ Begin weaning children from at-will bottle and sippy cup use (such as in an effort to pacify a child's behavior) by about 12 months of age.
 - ▶ Limit foods containing fermentable carbohydrates—cookies, crackers, chips, dry cereals, candy (including fruit sugars)—to mealtimes only.
 - ▶ Avoid saliva-sharing behaviors, such as kissing the baby on the mouth, sharing a spoon when tasting baby food, cleaning a dropped pacifier by mouth, or wiping the baby's mouth with a cloth moistened with saliva. For older children, avoiding the sharing of straws, cups or utensils.
 - ▶ Avoid saliva-sharing behaviors between children via their toys, pacifiers, utensils, etc.
 - ▶ Lift the lip and look in the child's mouth for white or brown spots on the teeth.
 - ▶ Visit an oral health professional with child by 12 months of age or when the first tooth erupts.
- Educate pregnant women and new parents about care that will improve their own oral health:
 - ▶ Brush teeth twice daily with a fluoride toothpaste and floss daily, especially before bedtime.
 - ▶ Eat foods containing fermentable carbohydrates at mealtimes only and in limited amounts.
 - ▶ Avoid sodas and sugary beverages (including juices and sports drinks), especially between meals.
 - ▶ Choose fresh fruit rather than fruit juice to meet the recommended daily fruit intake.

- ▶ Obtain necessary dental treatment before delivery when possible.
- ▶ Chew sugarless or xylitol-containing gum or other xylitol-containing products, 4-5 times a day, after eating.
- ▶ Do not smoke or use tobacco products.

¹ Beetstra S et al. A health commons approach to oral health for low-income populations in a rural state. *Am J Public Health*. 2002 January; 92(1): 12–13.

**CALIFORNIA DENTAL ASSOCIATION
VOLUNTEER REIMBURSEMENT POLICY
(Revisions Adopted Per Resolution 5-2010-H)**

A. OBJECTIVE

The following are reimbursement guidelines to be used for volunteers of CDA while attending board and committee meetings or conducting business on behalf of CDA. A list of non-reimbursable expenses is also listed below.

B. PROCEDURES

- 3.1 Airfares and Hotel: The airfare and hotel expenses will, in most cases, be arranged and paid for by CDA and not detailed on the volunteer expense report. All airfare is booked in the most economical class of service. Hotel accommodations are to be moderate and appropriate for business purposes.

In situations where either airfare or hotel is paid by the volunteer, receipts and hotel statements for these expenses should be obtained and attached to the expense report.

- 3.2 Meals and Incidentals: A per diem of \$75 per day is given to volunteers for meals and incidental expenses regardless of the length of the meeting or if the meals are hosted. No receipts are required when using the per diem. The date, time, place and business reason must be documented on the expense report. The per diem does not apply to conference calls, which occur at the volunteers' convenience.

When the total per diem received each year exceeds \$600, the entire amount is subject to IRS revenue reporting guidelines and will be reported on a Form 1099.

- 3.3 Taxi, Tolls, Parking: Receipts for these business-related expenses should be obtained by the volunteers and attached to the expense report.
- 3.4 Auto Rental: Receipts for these expenses should be obtained by the volunteer and attached to the expense report. Volunteers should not purchase the collision damage waiver offered by the auto rental agency, as CDA auto policy covers rental vehicles. In the event of an accident involving an auto rental, contact the CDA Finance Department immediately.
- 3.5 Personal Automobiles: If a personal auto is used for CDA business, the standard IRS mileage rate is used to calculate reimbursement. This rate will be adjusted according to the federal guidelines. Mileage is calculated from the time a volunteer leaves his/her dental office or home on CDA business and returns to his/her dental office or home.
- 3.6 Tips: Tips are reimbursed based on the amounts noted on the expense report.
- 3.7 Telephone/Internet Usage: Telephone/Internet usage expenses incurred while conducting CDA business are reimbursable.
- 3.8 Volunteer Expense Report: Expense reports must be completed and returned to CDA staff within the first week of the month following the completion of the travel.
- 3.9 Non-Reimbursable Expenses: Travel, meal and lodging costs associated with the attendance of CDA functions where the volunteer's attendance is not requested or where the volunteer is not acting in his/her capacity as a volunteer of CDA are not reimbursable.

Meal and social costs associated with meetings between volunteers where the primary purpose is not related to CDA are also not reimbursable.

**CDA BYLAWS, CHAPTER I, SECTION 130 and CHAPTER V, SECTION 70
(Amendments Adopted Per Resolution 6-2010-H)**

45 CHAPTER I - ORGANIZATION

46

47 Section 130. DUES AND ASSESSMENTS:

48

49 A. Dues and Assessments: The amount, due date and delinquency date of the dues and assessments of members shall
50 be established by the house, as specified in the General Operating Principles of the House of Delegates. A proposal
51 to change the amount of dues or consider an assessment shall be sent to the delegates and alternates at least 60 days
52 in advance of the session at which such proposal is to be considered. The board may adopt rules regarding the
53 payment of dues and assessments. The board may exercise its interim authority to authorize promotional dues rates
54 for a limited duration affiliated with membership campaigns. The component shall collect dues from applicants to
55 this association, the component and the ADA. It shall be the responsibility of this association to bill for and collect
56 dues and assessments established by the ADA, this association, and the components.
57

58 CHAPTER V – BOARD OF TRUSTEES

59

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

61

62 D. To establish rules modifying the obligation of members to pay dues or assessments and to exercise interim
63 authority to establish promotional dues rates for a limited duration affiliated with membership campaigns.

PEER REVIEW MANUAL – CHAPTER 1. GENERAL INFORMATION
(Revisions Adopted Per Resolution 9-2010-H)

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11. All general and specialty peer review committee members, as well as CDA peer review staff, are expected to fulfill the Council on Peer Review training requirements in order to participate in the peer review system.
 12. Component and specialty chairs and committee members are required to participate in an initial and biennial peer review training conducted by the Council on Peer Review. ~~and train the trainer course.~~
 13. ~~Peer review committee members are required to participate in an initial peer review training conducted by their chair and must attend a calibration workshop presented by the Council on Peer Review on a biennial basis.~~

PEER REVIEW MANUAL – DEFINITION MODIFICATION
(Revisions Adopted Per Resolution 10RC-2010-H)

- 77 **Peer:** An individual who is licensed to practice dentistry in the State of California.
78
- 79 • A dentist who graduated from a Commission on Dental Accreditation (CODA) an ADA accredited
80 specialty program and is limiting his or her practice to that ADA recognized specialty area but is not board
81 eligible/certified; will be reviewed by a CDA-calibrated specialty committee (minimum three), unless the
82 specialty committee is unable to review the case, then the case shall be reviewed by the general committee
83 utilizing a minimum of one calibrated specialty consultant.
- 84 • A dentist who graduated from a CODA an ADA accredited specialty program but is not limiting his or her
85 practice to that ADA recognized specialty area will be reviewed by the general committee. However, if the
86 treatment in question involves specialty treatment in an area in which the dentist holds qualified specialty
87 training, the treatment will be reviewed by a CDA calibrated specialty peer review committee (minimum
88 three), unless the specialty committee is unable to review the case, then the case shall be reviewed by the
89 general committee utilizing a minimum of one calibrated specialty consultant. A dentist who is board-
90 eligible/certified, but not limiting his or her practice to a specialty, will be reviewed by the general
91 committee. However, if the treatment in question is when his or her specialty area, the treatment will be
92 reviewed by the general committee utilizing minimum one consultant.
- 93 • A dentist who is board eligible/certified, limiting his/her practice to a specialty, will be reviewed by his or
94 her specialty committee unless the specialty committee is unable to review the case, then the case should
95 be reviewed by the general committee utilizing minimum one consultant.

PEER REVIEW MANUAL – REFUND GUIDELINES
(Revisions Adopted Per Resolution 11-2010-H)

FORM #61

- 33 6. Compute the refund using the following assumptions:
34 a. If the patient is still covered by the carrier, and the carrier has indicated that benefits will be
35 reestablished, the carrier will receive a full refund for all benefits paid toward unacceptable treatment.
36 b. If the patient is no longer covered by the carrier, the patient will receive a full refund for all benefits
37 paid by the carrier toward the unacceptable treatment. ~~whether or not there is an outstanding balance;~~
38 however, if the patient has an outstanding balance for acceptable treatment, a full credit for the
39 benefits paid for the unacceptable treatment by the carrier will be applied toward the patient's
40 outstanding balance.
41 c. Any payments paid by the patient will be applied first to charges for acceptable treatment, then to any
42 outstanding balance for acceptable treatment, and, finally, to a cash refund to the patient and/or
43 adjusted account balance.

PEER REVIEW MANUAL – DENTIST NOTIFICATION AND RESPONSE LETTER FORM #13
(Revisions Adopted Per Resolution 12-2010-H)

Date

Name

Address

City, ST Zip Code

Subject: (Dentist)/(Patient)

Dear (Dentist):

The California Dental Association (CDA) has recently received an inquiry from your patient named above. Upon receipt of this information, the patient was requested to complete the following:

1. Request for Review Form: This form includes a summary of the data pertinent to the inquiry.
2. Patient Agreement Form: This form states that CDA member-dentists have an obligation, by virtue of their membership, to abide by decisions of duly constituted committees, and, requests that the patient sign a statement agreeing to abide by the committee's decision in this matter.
3. Authorization for Use and Disclosure of Health Information Form: By signing this form, the patient has authorized you to release the records to the review committee.

Copies of these forms, signed by your patient, are enclosed for your records.

To assist the peer review committee in resolving this inquiry, and determining its validity, you are requested to provide, on the enclosed Treating Dentist Reply Form, your side to this matter. The committee urges you to be concise and limit your written comments to the specific information that is requested. Do not give personal opinions that cannot be used in making a determination in this case.

Also, please provide all pertinent data which will enable a complete review; including (if applicable) study models, a copy of the original treatment record, financial records, a single patient ledger, all radiographs, copies of relevant insurance forms, and other information which you think will assist the committee. **Your progress notes must be typed and transcribed verbatim.** Please complete and return the enclosed forms, including all pertinent information to California Dental Association, Council on Peer Review, P.O. Box 13749, Sacramento, CA 95853-4749 within ten (10) working days from the date of this letter. If you fail to comply with this request to provide data, you may be in violation of Section 3 of the CDA Code of Ethics, Cooperation with Duly Constituted Committees, and shall be referred to the CDA Judicial Council for investigation.

Please note that we are requesting copies of radiographs, study models, etc. If you require any of these returned to you, please make your request in writing, otherwise, the radiographs and study models will be treated as duplicates. At the conclusion of the case, the radiographs and study models will be kept for three years and then they will be discarded.

The committee wishes to emphatically point out that the request for all relevant records and data made herein, as well as notification of your opportunity to appear before the committee, comprises your only chance to present your "side of the story." The peer review process is not adversarial. It is not a court-like proceeding. You will not have an opportunity to cross examine the patient nor will you have the option of being represented by an attorney. You will, however, be given a fair opportunity to present your position in this matter. No deliberations will occur in your presence, nor will the committee discuss results of the clinical examination with you.

The peer review committee will evaluate all the available evidence and make a final determination in the form of a letter of resolution which will include its rationale for the decision. If a party to a review can factually demonstrate that a procedural error may have occurred, or that the decision was not based on facts, an appeal may be requested of the CDA Council on Peer Review. This appeal must be mailed within thirty (30) calendar days of the date the letter of resolution and should be certified. Any decision of an appeal panel is final and binding. If an appeal review is deemed appropriate, it will **only** review

44 the procedures followed to determine if they were fair and whether the decision was supported by the evidence considered.
45 It **will not** entail a new review of the evidence.
46

47 As a CDA member, you have agreed to abide by the decisions of a duly constituted committee. In the event you are an
48 employee of, independent contractor for, or co-owner with another dentist or entity engaged in the practice of dentistry, it
49 remains your personal obligation to comply with the requests of the peer review committee. You, as the treating dentist,
50 will be responsible for the quality and appropriateness of the treatment rendered, and will be financially responsible for any
51 adverse peer review decisions regardless of your employment status. Should you fail to comply with a request or
52 recommendation of the peer review committee, you may be in violation of Section 3 of the CDA Code of Ethics,
53 Cooperation with Duly Constituted Committees, and shall be referred to the CDA Judicial Council for investigation. The
54 Judicial Council will review the records to assure your rights have been protected: that proper procedures were followed,
55 and that the committee's decision was supported by evidence. Should the matter go to hearing, no further evidence
56 regarding the peer review issue will be heard. The Judicial Council hearing will focus on why you have failed to comply
57 with the peer review resolution.
58

59 To reiterate your rights, **your opportunity to supply all evidence is at the initiation of the peer review process and at**
60 **the meeting with your component peer review committee.** Neither the appeal mechanism nor Judicial Council
61 proceedings provide a mechanism to rehear or reexamine the evidence presented during the initial review process.
62

63 Please notify the committee on the enclosed Dentist Will/Will Not Attend Meeting Form whether or not you wish to attend
64 the peer review meeting. If you indicate that you wish to attend, you will be informed regarding the time and place of the
65 meeting. Your presentation should be as concise as possible, since the committee has a limited amount of time available to
66 hear the cases before it.
67

68 The review committee will examine your patient's dental records and, if necessary, will examine your patient before making
69 a decision. This decision, after approval and finalization by CDA, will be set forth in a letter of resolution which will be
70 addressed to your patient and copied to you on the date of release. All resolution letters must be sent to CDA for approval;
71 therefore, no interim or tentative decision may be given to you before such approval.
72

73 It has been our experience that many inquiries can be resolved between the dentist and patient if even a small attempt is
74 made to rectify the problem. Therefore, if you are able to settle this problem with your patient without the intervention of the
75 peer review committee, please advise CDA in writing of its resolution within ten (10) working days from the date of this
76 letter.
77

78 If you would like to purchase a copy of the CDA Peer Review Manual or CDA's Quality Evaluation Manual (both utilized
79 in the peer review process), please contact CDA Headquarters office or you may view a copy of the manual on the Internet
80 at www.cda.org.
81

82 Please note - **It is imperative that you notify CDA staff immediately should you receive a 90-day notice of intent to**
83 **sue, or any other legal correspondence that would initiate legal proceedings while this review is in progress, or**
84 **notification that arbitration will be or has commenced.** With the initiation of legal action or arbitration by the patient, our
85 review immediately ceases. ~~By virtue of your membership in CDA, you cannot initiate legal proceedings or arbitration~~
86 ~~during the review. Our system is an alternative to litigation and we have no authority to supersede the decisions of a court.~~
87 If you intend to assert your rights to arbitrate this case pursuant to an arbitration agreement with the patient, you must notify
88 CDA of this fact in writing within ten (10) working days from the date of this letter. If you fail to notify CDA of your right
89 to arbitration, you waive the right to challenge the peer review process or any decision of the peer review committee on the
90 basis of the arbitration agreement.
91

92 Please note - If this case has an outstanding balance or has been turned over for collection, please hold in abeyance any
93 collection procedures until the peer review committee has completed its review.
94

95 Should the committee find in favor of the patient and should you be requested to refund, you have the option of submitting
96 the claim to your professional liability carrier. However, should a payment be made to the patient as a result of an adverse
97 peer review decision by anyone other than you, i.e. your professional liability carrier or another business entity, the paying
98 entity may be required to report the payment information to the Dental Board of California and/or the National Practitioner
99 Data Bank. If you have any questions about these reporting obligations, you should contact your professional liability
100 carrier and/or personal attorney for legal advice.
101

44 It is our intent to review this matter as soon as possible. Therefore, your prompt attention to this request will certainly be
45 appreciated.

46
47 **Finally, if you receive three (3) or more adverse peer review decisions in cases initiated in a 24-month period, or a**
48 **finding of grossly inadequate or grossly inappropriate treatment, or fraud or billing irregularities, you could be**
49 **referred to the CDA Judicial Council for investigation of possible ethical violations.**

50
51 Sincerely,

52
53
54
55 Council on Peer Review

56
57 Enclosures: Treating Dentist Reply Form
58 Dentist Will/Will Not Attend Meeting Form
59 Request for Review Form
60 Patient Agreement Form (executed)
61 Authorization for Use and Disclosure of Health Information Form (executed)

62
63 C: (Insurance Carrier, if any)

PEER REVIEW MANUAL – TREATING DENTIST REPLY FORM

FORM #15

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IMPORTANT -- This must be typewritten or legibly printed in ink.

PATIENT: _____

DENTIST: _____

MAILING ADDRESS: _____

PHONE #: _____ FAX #: _____

TYPE OF PRACTICE? _____
General Specialty Type of Specialty

DO YOU LIMIT YOUR PRACTICE? Yes ___ No ___

The following information is submitted in regard to the above case:

1. Name of patient: _____

2. Last known address: _____

3. Occupation: _____ Employer: _____

4. Age: _____ Sex: _____ Phone Number: _____

5. Insurance Company: _____

Address: _____

Insured Person: _____

Social Security Number: _____ Group I.D. Number: _____

Insured's Employer: _____

If insurance coverage is provided by an additional source, please include
same information on another sheet of paper.

6. How long have you treated patient: _____ (years or months)

7. Describe type of service(s) rendered: _____

8. Date initial dental service rendered: _____

9. Date of last visit to your office: _____

10. What was the total amount charged for the services in question? _____

11. Was any insurance company billed for the services?

Yes _____ No _____

If yes, what amount was paid by the carrier? _____

12. What is the current status of the patient's account? _____

Has the account been turned over for collection? _____ Yes _____ No

If this account has been turned over for collection, please hold in abeyance until the committee has completed its review.

IMPORTANT: THE COMMITTEE MUST HAVE AN ACCURATE BREAKDOWN OF THE FEE CHARGED FOR EACH INDIVIDUAL PROCEDURE IN QUESTION. PLEASE PROVIDE AN ITEMIZED STATEMENT.

Tooth No. or	Fee for	Patient	Ins.	Balance
--------------	---------	---------	------	---------

184	Procedure Description	Service	Payment	Payment	Owing
185	_____	_____	_____	_____	_____
186	_____	_____	_____	_____	_____
187	_____	_____	_____	_____	_____
188	_____	_____	_____	_____	_____
189	_____	_____	_____	_____	_____
190	_____	_____	_____	_____	_____
191	_____	_____	_____	_____	_____

- 192
- 193 13. Were x-rays taken by you? Yes _____ No _____ Elsewhere _____
- 194
- 195 14. If a denture case, was it: Immediate _____ Conventional _____
- 196 Date of insertion _____
- 197
- 198 15. Has the patient worn dentures before? Yes _____ No _____
- 199 Number of dentures _____
- 200
- 201 16. Are you aware of a subsequent treating dentist? Yes _____ No _____
- 202 If yes, dentist's name _____
- 203
- 204 17. Were you aware of the patient's dissatisfaction? Yes _____ No _____
- 205
- 206 18. If yes, what measures, if any, did you take to satisfy the patient?
- 207 _____
- 208 _____
- 209 _____
- 210
- 211 19. Has this case previously been litigated or is it currently in litigation? Yes ___ No ___
- 212 Has arbitration been initiated? Yes No
- 213
- 214 ~~If yes, a copy of the decision of the court or a copy of the notice of intent to sue is requested.~~
- 215
- 216 It is imperative that you notify CDA staff immediately should you receive a 90-day notice of intent to sue, or any
- 217 other legal correspondence that would initiate legal proceedings while this review is in progress, or notification that
- 218 arbitration will be or has commenced.
- 219
- 220 If you intend to assert your rights to arbitrate this case pursuant to an arbitration agreement with the patient, you
- 221 must notify CDA of this fact in writing within ten (10) working days from the date of CDA's notification and
- 222 response request letter that accompanied this form. If you fail to notify CDA of your right to arbitration, you waive
- 223 the right to challenge the peer review process or any decision of the peer review committee on the basis of the
- 224 arbitration agreement.
- 225
- 226 20. Please add other pertinent comments: (If necessary, continue on another sheet of paper)
- 227 _____
- 228 _____
- 229 _____
- 230 _____
- 231
- 232 21. What do you feel would be a satisfactory solution to this problem?
- 233 _____
- 234 _____
- 235 _____
- 236 _____
- 237 _____
- 238 _____
- 239
- 240 22. Are you the owner of your practice: Yes _____ No _____; or Associate in a practice? Yes _____ No _____
- 241

184 You, as the treating dentist, will be responsible for the quality, and appropriateness of treatment rendered, and will be
185 financially responsible for any adverse peer review decisions regardless of your employment status.
186

187 I certify that the foregoing information is true and correct to the best of my knowledge and if called as a witness I would so
188 testify.
189

190 This document was signed this ____ day of _____, _____ in

191

192

193

194

195

196

197

198

199

200

201

202

203

204

_____, _____.
City State

Dentist's Signature Date

If possible, please send copies of treatment records and x-rays rather than your originals. Also, please include a copy of the patient's health history form.

Notice:

Finally, if you receive three (3) or more adverse peer review decisions in cases initiated in a 24-month period, or a finding of grossly inadequate or grossly inappropriate treatment, or fraud or irregular billing, you could be referred to the CDA Judicial Council for investigation of possible ethical violations.

62 **PEER REVIEW MANUAL – CHAPTER I. GENERAL INFORMATION**
63 **(Revisions Adopted Per Resolution 13-2010-H)**
64

65 In keeping with its obligation of service to the public, the California Dental Association (CDA) has established a statewide
66 peer review system. The purpose of the peer review system is to resolve disputes that may arise in the delivery of dental
67 services to the public by CDA member dentists, including, in particular, disputes regarding the quality of dental treatment,
68 the appropriateness of dental treatment, utilization, and potential ~~irregular~~-billing disputes ~~practices~~ when the complaint
69 involves quality and/or appropriateness of dental treatment.

70
71 ***

72 **Structure of the Component and Specialty Peer Review Committee**
73

74 The peer review committee is appointed by the component dental society and/or specialty organization, and is under the
75 jurisdiction of the CDA Council on Peer Review of the California Dental Association.
76

77 The purpose of the component general peer review committee and specialty peer review committee is to review matters
78 related to the quality of treatment, appropriateness of care, utilization ~~and irregular-billing~~ disputes in conjunction with
79 quality of dental treatment rendered by a member dentist to a patient. The peer review committee can act at the request of a
80 patient, a dentist, or a carrier. It is the obligation of the peer review committee to conduct unbiased and objective
81 investigations.
82

83 ***

84 **Types of Cases Accepted for Review**
85

- 86 1. Quality of Dental Treatment
 - 87 2. Appropriateness of Dental Treatment
 - 88 3. Utilization
 - 89 4. ~~Irregular~~-Billing disputes when the complaint involves quality and/or appropriateness of dental treatment
- 90

91 ***

92 **~~Irregular Billing~~** *(Whole Section Moved to Ch. VI)*
93

94 ~~Cases submitted for a review of billing procedures will be concerned with whether the procedures utilized in payment~~
95 ~~requests were accomplished according to state law and applicable ethical codes (Section 1871.1 of the California Insurance~~
96 ~~Code and the ADA Principles of Ethics and Code of Professional Conduct (Section 5.B. Advisory Opinions; 5.B.1. Waiver~~
97 ~~of co-payment; 5.B.2. Overbilling; 5.B.4. Treatment Dates; 5.B.5. Dental Procedures; and 5.B.6. Unnecessary Services.)~~
98

99 ~~Cases may also be considered when a dentist has collected payment in advance of treatment or has billed for treatment and~~
100 ~~is unable to complete the treatment. Examples would include: orthodontic cases where the patient initiates a review and the~~
101 ~~treatment is determined to be acceptable but incomplete, and prosthodontic cases where only a portion of the treatment is~~
102 ~~completed or the patient is wearing provisional restorations which are determined to be acceptable.~~
103

104 ~~No case will be accepted as a peer review case until all the proper forms have been completed by the party initiating review~~
105 ~~and delivered to CDA. All forms must be legible and capable of being reproduced clearly.~~
106

107 **~~False or Fraudulent Insurance/Health Care Benefit Claims~~**

108 ~~In Section 1871(a) of the California Insurance Code, the legislature has declared:~~
109

110 ~~“(a) — The business of insurance involves many transactions that have the potential for abuse and illegal activities. There~~
111 ~~are numerous law enforcement agencies on the state and local levels charged with the responsibility for~~
112 ~~investigating and prosecuting fraudulent activity. This chapter is intended to permit the full utilization of the~~
113 ~~expertise of the commissioner and the department so that they may more effectively investigate and discover~~
114 ~~insurance frauds, halt fraudulent activities, and assist and receive assistance from federal, state, local and~~
115 ~~administrative law enforcement agencies in the prosecution of persons who are parties in insurance frauds.~~

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~~(h) Health insurance fraud is a particular problem for health insurance policyholders. Although there are no precise figures, it is believed that fraudulent activities account for billions of dollars annually in added health care costs nationally. Health care fraud causes losses in premium dollars and increases health care costs unnecessarily."~~

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~~To deal with the health care fraud, the Legislature has added a section to the Penal Code, making it a crime to engage in health care fraud. Under Section 550 of the Penal Code, it is a felony to knowingly present false or fraudulent claims to an insurer, including a health care insurer; to knowingly make multiple claims for the same loss or injury; to knowingly make or prepare an oral or written statement with intent to use the same in support of any false or fraudulent claim; or to conceal or knowingly fail to disclose the occurrence of an event that affects any person's initial or continued right to any insurance benefit.~~

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~~Every person who violates Section 550 may be punished by imprisonment for two to five years and by a fine of up to \$50,000, except a public offense involving a claim of \$400 or less, is only punishable by imprisonment in the county jail not to exceed six months and by a fine not to exceed \$1,000 or both.~~

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~~Section 810 of the California Business and Professions Code provides:~~

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~~"(a) It shall constitute unprofessional conduct and grounds for disciplinary action, including suspension or revocation of a license or certificate, for a health care professional to do any of the following in connection with his or her professional activities:~~

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~~(1) Knowingly present or cause to be presented any false or fraudulent claim for the payment of a loss under a contract of insurance.~~

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~~(2) Knowingly prepare, make, or subscribe any writing, with intent to present or use the same, or to allow it to be presented or used in support of any such claim.~~

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~~(b) It shall constitute cause for revocation or suspension of a license or certificate for a health care professional to engage in any conduct prohibited under Section 1871.4 of the Insurance Code or Section 549 or 550 of the Penal Code.~~

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~~(d) As used in this section, health care professional means any person licensed or certified pursuant to this division, or licensed pursuant to the Osteopathic Initiative Act, or the Chiropractic Initiative Act."~~

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~~If the exact language of these sections of the code is required, it may be obtained from the CDA Legal Department.~~

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Definitions

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~~**Billing Disputes:** Billing disputes when the complaint involves quality and/or appropriateness of dental treatment.~~

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~~**Billing Irregularities:** See Page 1-16. Billing practices in violation of state law and applicable ethical codes. Billing Irregularities exclude quality review. See Chapter VI. Referrals to the Judicial Council.~~

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**PEER REVIEW MANUAL – CHAPTER II. RESPONSIBILITIES OF THE PEER REVIEW STAFF
(Revisions Adopted Per Resolution 13-2010-H)**

Questions to consider when opening a case.

1. **Does this case fall within at least one of these types of complaints?**
 1. Quality of treatment
 2. Utilization
 3. Appropriateness of treatment
 4. Billing ~~irregularity~~ disputes when the complaint involves quality and/or appropriateness of dental treatment

**PEER REVIEW MANUAL – CHAPTER VI. REFERRALS TO THE JUDICIAL COUNCIL
(Revisions Adopted Per Resolution 13-2010-H)**

False or Fraudulent Insurance/Health Care Benefit Claims/Alleged Fraud or Billing Irregularities

(Whole Section Moved From Ch. I)

False or Fraudulent Insurance/Health Care Benefit Claims: In Section 1871(a) of the California Insurance Code, the legislature has declared:

“(a) The business of insurance involves many transactions that have the potential for abuse and illegal activities. There are numerous law enforcement agencies on the state and local levels charged with the responsibility for investigating and prosecuting fraudulent activity. This chapter is intended to permit the full utilization of the expertise of the commissioner and the department so that they may more effectively investigate and discover insurance frauds, halt fraudulent activities, and assist and receive assistance from federal, state, local and administrative law enforcement agencies in the prosecution of persons who are parties in insurance frauds.

...
(h) Health insurance fraud is a particular problem for health insurance policyholders. Although there are no precise figures, it is believed that fraudulent activities account for billions of dollars annually in added health care costs nationally. Health care fraud causes losses in premium dollars and increases health care costs unnecessarily.”

To deal with the health care fraud, the Legislature has added a section to the Penal Code, making it a crime to engage in health care fraud. Under Section 550 of the Penal Code, it is a felony to knowingly present false or fraudulent claims to an insurer, including a health care insurer; to knowingly make multiple claims for the same loss or injury; to knowingly make or prepare an oral or written statement with intent to use the same in support of any false or fraudulent claim; or to conceal or knowingly fail to disclose the occurrence of an event that affects any person’s initial or continued right to any insurance benefit.

Every person who violates Section 550 may be punished by imprisonment for two to five years and by a fine of up to \$50,000, except a public offense involving a claim of \$400 or less, is only punishable by imprisonment in the county jail not to exceed six months and by a fine not to exceed \$1,000 or both.

Section 810 of the California Business and Professions Code provides:

“(a) It shall constitute unprofessional conduct and grounds for disciplinary action, including suspension or revocation of a license or certificate, for a health care professional to do any of the following in connection with his or her professional activities:

(1) Knowingly present or cause to be presented any false or fraudulent claim for the payment of a loss under a contract of insurance.

(2) Knowingly prepare, make, or subscribe any writing, with intent to present or use the same, or to allow it to be presented or used in support of any such claim.

(b) It shall constitute cause for revocation or suspension of a license or certificate for a health care professional to engage in any conduct prohibited under Section 1871.4 of the Insurance Code or Section 549 or 550 of the Penal Code.

(d) As used in this section, health care professional means any person licensed or certified pursuant to this division, or licensed pursuant to the Osteopathic Initiative Act, or the Chiropractic Initiative Act.”

If the exact language of these sections of the code is required, it may be obtained from the CDA Legal Department.

Alleged Fraud Or Billing Irregularities:

(Appropriate Section Moved from Ch. I)

~~Cases submitted for a review of billing procedures will be concerned with whether the procedures utilized in payment requests were accomplished according to state law and applicable ethical codes (Section 1871.1 of the California Insurance Code and the ADA Principles of Ethics and Code of Professional Conduct (Section 5.B. Advisory Opinions; 5.B.1. Waiver of co-payment; 5.B.2. Overbilling; 5.B.4. Treatment Dates; 5.B.5. Dental Procedures; and 5.B.6. Unnecessary Services.)~~

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Irregular billing includes billing for services in a manner which is fraudulent, deceitful, or misleading according to state law and applicable codes [Section 1871.1 of the California Insurance Code and the ADA Principles of Ethics and Code of Professional Conduct (Section 5.B. Advisory Opinions; 5.B.1. Waiver of co-payment; 5.B.2. Overbilling; 5.B.4. Treatment Dates; 5.B.5. Dental Procedures; and 5.B.6. Unnecessary Services.)].

~~Cases may also be considered when a dentist has collected payment in advance of treatment or has billed for treatment and is unable to complete the treatment. Examples would include: orthodontic cases where the patient initiates a review and the treatment is determined to be acceptable but incomplete, and prosthodontic cases where only a portion of the treatment is completed or the patient is wearing provisional restorations which are determined to be acceptable.~~

No case will be accepted as a peer review case until all the proper forms have been completed by the party initiating review and delivered to CDA. All forms must be legible and capable of being reproduced clearly.

Examples of irregular billing include submitting a claim to a carrier for treatment not yet completed or for procedures not provided or billing a patient for procedures not provided.

In instances where alleged fraud or billing irregularities, or false or fraudulent insurance/health care benefit claims are suspected, these procedures should be followed:

1. When a peer review committee determines that a peer review case demonstrates possible fraud or ~~a~~ billing irregularity, or false or fraudulent insurance/health care benefit claims, a letter should be directed from the peer review committee to the CDA Council on Peer Review at the time the letter of resolution is drafted. The letter should outline the basis of the peer review committee's request for referral for possible enforcement of the CDA Code of Ethics. A copy of the case file should be forwarded to the CDA Council on Peer Review.
2. Following the expiration of the appeal period or the determination of any appeal of the decision, the CDA Council on Peer Review will review the file. If the CDA Council on Peer Review concurs with the peer review committee's recommendations, the council will forward to CDA Judicial Council a copy of the complaint, resolution letter and resolution addendum.
3. If the component/specialty committee fails to identify and advise the Council on Peer Review of the alleged fraud or billing irregularities or false or fraudulent insurance/health care benefit claims, the Council on Peer Review may refer the case directly to the CDA Judicial Council for possible enforcement of the CDA Code of Ethics, following the expiration of the appeal period or the determination of any appeal of the decision.
4. The Council on Peer Review will advise the dentist and the component of the action taken (Form #53A).
5. The CDA Judicial Council may refer the case to the Dental Board of California for its investigation.

32 **CDA BYLAWS – CHAPTERS IX AND X**
33 **(Amendments Adopted Per Resolution 15-2010-H)**
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35 **CDA BYLAWS, CHAPTER IX – STANDING COMMITTEES OF THE BOARD ...**
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38 The standing committees of the board shall be established by the board and, in addition to duties specified below, shall be
39 charged with duties assigned by the board. A member of a standing committee of the board may be removed by the board
40 in the same manner as council members (Chapter VIII, Section 70). Vacancies to board-elected trustee positions shall be
41 filled by board election at the next regular meeting, with the elected trustee completing the remainder of the unexpired term.
42 A majority of the voting members of the committee shall constitute a quorum. A quorum must be present to transact
43 business. A majority of the votes cast is the act of the committee.
44

45 **CDA BYLAWS, CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION ...**
46

47 Section 60. REMOVAL AND VACANCY: A member of a standing committee of the association may be removed by the
48 board in the same manner as council members (Chapter VIII, Section 70) with the exception of the Interdisciplinary Affairs
49 Committee. In the event of a vacancy ~~in the membership of any committee~~ to a house-elected position, the president shall
50 appoint a member of the association to fill such vacancy until a successor is elected by the next house to fulfill the
51 remainder of the unexpired term. In the event of a vacancy to a board-elected trustee position, the board shall elect a
52 successor at its next meeting to fill the remainder of the unexpired term.

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GENERAL OPERATING PRINCIPLES OF THE BOARD OF TRUSTEES
(Amendments Adopted Per Resolution 16-2010-H)

III. ATTENDANCE AT MEETINGS AND CLOSED SESSIONS

A. Standing Guests:

1. The thirteenth district trustee, CDA council and committee chairs, the CalDPAC chair, invited component representatives, guests of the board, CDA staff, and the staff and elected officers of CDA subsidiary and affiliated companies may attend and address meetings of the board.
2. A council or committee chair may request that a representative serve in place of the chair with the consent of the president.
3. Task forces and workgroups may provide written reports to the board, but chairs do not attend unless invited by the board or president to a specific meeting.

B. Other Guests:

1. When a trustee from a single-trustee component or both trustees from a two-trustee component are unable to attend a meeting, the component may make a request to the president that one named, non-voting guest attend. If approved, expenses will be paid by CDA for one guest.
2. The president or board may invite other guests to attend a meeting.
3. Other individuals who wish to attend a meeting shall submit a written request to the president for approval seven days in advance of the meeting.

CDA BYLAWS

(Amendments Adopted Per Resolution 17-2010-H)

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CHAPTER IV – HOUSE OF DELEGATES...

Section 120. ELECTION PROCEDURES: ...

- A. Election: The house shall elect the president-elect, vice president, secretary, treasurer, speaker, members of councils, at-large members of committees, and delegates and alternate delegates to the ADA.
- ...
- D. Additional Nominations: The house may consider additional nominations for elected officers, for all councils, for at-large members of committees, for the Board of Directors of CDAHCI, and for delegates and alternate delegates to the ADA provided such nominations are made by a delegate, and each such nomination is supported by the endorsing signatures of 25 delegates.

**GENERAL OPERATING PRINCIPLES OF COUNCILS, COMMITTEES,
TASK FORCES AND THE BOARD OF MANAGERS
(Adopted Per Resolution 20-2010-H)**

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I. INTRODUCTION

The following rules shall apply to all councils, committees, task forces and the board of managers of the California Dental Association (CDA). The relevant provisions of the bylaws governing these bodies are referenced herein.

II. DEFINITIONS

A. Councils

Councils are established by the House of Delegates (house). Councils serve at the direction of the Board of Trustees (board) and house. Trustees are excluded from membership on a council, except as otherwise noted in the bylaws. (Bylaws, Chapter VIII)

B. Standing Committees of the Board

The standing committees of the board shall be established by and serve at the direction of the board. With the exception of the Audit Committee, the composition is exclusively trustees and officers. (Bylaws, Chapter IX)

C. Standing Committees of the Association

The standing committees of the association shall be established by the house and serve at the direction of the board and house. The composition may include at-large members, trustees and representatives of other organizations as specified in the bylaws. (Bylaws, Chapter X)

D. Committees of the House

The committees of the house shall be established by and serve at the direction of the house. The composition is delegates and officers of the house. (Bylaws, Chapter IV, Section 110)

E. Special Committees

Special committees are established by the president or the house and serve at the direction of the board or the house. The composition includes CDA members based on specific expertise or other criteria dependent upon the nature of the committee. A special committee may serve until adjournment *sine die* of the next annual session of the house. (Bylaws, Chapter XI)

F. Task Forces

Task forces serve in an advisory capacity and may be established by the president, board or house. The purpose of a task force is to complete a specific project. A task force may include individuals who are not members of the association. The president shall appoint

Rationale

Section I: Addition of committees, task forces, and board of managers.

Section II: Definitions of volunteer bodies to aid classification and understanding. Expanded and reorganized from Standing Rules of Councils (SRC).

27 members of a task force based on specific expertise and relationships with other volunteer groups as appropriate to the project. A task
28 force may serve until adjournment *sine die* of the next annual session of the house.

30 G. Board of Managers

31
32 The Board of Managers (BOM) is established by the house and serves at the direction of the board and house. The BOM manages the
33 development and implementation of all scientific sessions. (Bylaws, Chapter XIII)

35 H. Subcommittees/Workgroups

36
37 Each council, committee, task force and BOM may establish subcommittees and workgroups in accordance with its needs. Upon
38 appointment, a list of such groups shall be reported to the CDA secretary. The structure and composition of each group shall be
39 reported to the executive director upon its establishment.

- 41 1. A subcommittee is established by a council, committee, task force or BOM and serves at the direction of that body. A
42 subcommittee is comprised of members of that body. Subcommittees may include panels.
- 43
44 2. A workgroup is established by a council, committee, task force or BOM chair or staff and serves at the direction of that body. A
45 workgroup may include members, non-members and staff. The purpose of a workgroup is to serve as a consultant to staff or a
46 council, committee, task force or BOM regarding an issue at the discretion of its overseeing body.

48 **III. MEMBERSHIP ON COUNCILS, COMMITTEES, TASK FORCES AND THE BOARD OF MANAGERS**

50 A. Eligibility

51
52 All members of councils, committees, task forces or BOM must be in good standing and belong to a membership category that includes
53 the privilege to hold office and meet any other eligibility requirements identified in the bylaws for those positions. Task forces may
54 include members not otherwise privileged to hold office. (Bylaws, Chapters II, VIII, X, and XII)

56 B. Appointment and Election

57
58 The bylaws, General Operating Principles of the Board of Trustees (GOP BOT), and General Operating Principles of the House of
59 Delegates (GOP HOD) shall together specify the nomination and election or appointment process for council, committee, task force
60 and BOM members.

62 C. Ex officio Members

63
64 The president, speaker, editor and executive director are *ex officio* members of all councils and committees except Nominating,
65 Volunteer Placement and Audit. Except as otherwise noted in the bylaws, these officers are not counted for the purposes of computing
66 a quorum nor do they have the right to vote. (Bylaws, Chapter VI, Section 90 and Chapter VII, Section 40)

Rationale

Section III: Description of composition, terms, and voting and procedural practices as applicable to positions in general. Expanded and reorganized from SRC. Removed sections of SRC that were overly specific and covered in bylaws adequately (for example: list of councils and number of members on each).

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D. Chair/Vice Chair

1. Chair: One member of each council, committee, task force and BOM shall be appointed chair annually by the president with the approval of the board. (Bylaws, Chapter VIII, Section 40)
2. Vice Chair: One member of each council, committee and task force or BOM may be elected annually by majority vote of the council, committee, task force or BOM to serve as vice chair.

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

E. Other Participants

1. Consultant: A council, committee, task force or BOM may appoint a consultant, who shall be an individual hired by CDA to assist with a project or issue on the basis of technical qualifications. A consultant may attend meetings at the request of the chair. (Bylaws, Chapter III, Section 50)
2. Advisor: A council, committee, BOM or the president may appoint an advisor, who shall be a volunteer who will provide guidance on the basis of technical qualifications. An advisor may attend meetings at the request of the chair. (Bylaws, Chapter III, Section 50)
3. Liaison: A council, committee or BOM may request a liaison be appointed by the president in consultation with the chair. The president may also appoint a liaison at his or her discretion. A liaison shall be invited to participate in council, committee or BOM activities because of his or her membership in another group for the purpose of providing perspectives and facilitating communications between the groups.
4. Guest: A council, committee, task force or BOM may request a guest be appointed by the president in consultation with the chair. The president may also appoint a guest at his or her discretion. A guest shall be invited to participate in council, committee, task force or BOM activities because of his or her affiliation with another group or population with the purpose of providing perspectives without the expectation of reporting to the affiliated group or population.

F. Communication

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

G. Voting

A consultant, advisor, liaison or guest does not have the right to vote.

H. Workgroup/Subcommittee

Rationale

Section III.E-I:
Clarification by way of definition and expectations of non-elected participants who serve.

27 A consultant, advisor, liaison, or guest may participate in a workgroup or subcommittee.

28

29 I. Terms

30

31 The term of an advisor, liaison or guest shall expire annually at the adjournment *sine die* of the next annual session of the house.

32

33 **IV. MEETINGS**

34

35 A. Regular Meetings

36

37 Each council, committee, task force and BOM shall hold at least one meeting annually. All meetings shall be held in a single location
38 or by other means whereby all members can communicate concurrently with one another, in accordance with applicable law.

39

40 B. Special Meetings

41

42 Special meetings of a council, committee, task force or BOM may be called at any time by the chair or upon request of a majority of
43 the members of that group provided at least four days notice by mail or 48 hours notice delivered personally or by telephone, including
44 a voice messaging system or by electronic transmission. Only items that have been noticed shall be considered at a special meeting.

45

46 C. Agenda

47

48 It shall be the duty of the chair to prepare the agenda for meetings and to send copies in advance to all members of the council,
49 committee, task force or BOM.

50

51 D. Roll Call

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53 An official roll call shall be taken at all meetings and reported in accordance with the bylaws. (GOP BOT, Chapter VII, Section C)

54

55 E. Quorum

56

57 A majority of the voting members of any council, committee, task force or BOM shall constitute a quorum. (Bylaws, Chapter VIII,
58 Section 90)

59

60 F. Voting

61

62 A majority of the votes cast of any council, committee, task force or BOM shall be required to take action unless otherwise provided in
63 the bylaws or *The Standard Code of Parliamentary Procedure* (Sturgis), latest revised edition. (Bylaws, Chapter VIII, Section 90)

64

65 G. Minutes

66

Rationale

Section IV: Description of meeting processes.
Updated from SRC.

Section IVB: Notice and requirements per language in California Corporations Code.

27 It shall be the duty of the chair to record the minutes of all meetings and to provide copies to all members of the council, committee or
28 BOM before the next meeting. The minutes shall be approved at the next meeting. Minutes of all meetings shall be posted on the CDA
29 Web site upon approval. (GOP BOT, Chapter I, Section 1.H.)
30

31 H. Closed Session (GOP BOT, Chapter IV)
32

33 A closed session is any meeting or portion of a meeting of the council, committee, task force or BOM with limited attendance in order
34 to consider a confidential matter. In a closed session, attendance is limited to members. The council, committee, task force or BOM
35 may invite any other persons to remain during closed session by a majority vote and with the advice of legal counsel. Any member who
36 breaches confidentiality shall be in violation of the CDA Code of Ethics and is subject to discipline. The four subject areas appropriate
37 for a closed session are:
38

- 39 1. Legal Matters: Confidential communications between clients and attorneys require closed session in order to maintain attorney-
40 client privilege. Such matters could include litigation, strategy or reports on lawsuits and contract terms.
41
- 42 2. Personnel Matters: It is appropriate to exclude staff from a discussion of personnel matters when such discussions involve
43 evaluation of performance or other material that would be inappropriate to discuss with staff members present.
44
- 45 3. Business Secrets: Discussion of information about business practices (for example, setting insurance product rates, or discussing
46 trade secrets) may require closed sessions.
47
- 48 4. Other Occasions Calling for Closed Session: The three instances outlined above cover most situations in which a closed session
49 might be necessary. From time to time, however, sensitive material may arise that should not be widely publicized. Councils,
50 committees, task forces and BOM should be guided by a sense of discretion in determining what information should be made
51 public and what information should remain confidential. Although the general rule is that proceedings should be characterized by
52 openness rather than secrecy, there will always be times in which members must decide to maintain certain information in
53 confidence. (GOP HOD, Chapter IV, Section N)
54

55 V. **MISSION STATEMENTS**
56

57 The board may assign duties to each council, committee, or BOM in addition to those described in the bylaws for that group. Mission
58 statements shall be approved by the board. Mission statements for each council, committee or BOM are:
59

60 Audit Committee: To assist the board in fulfilling their oversight responsibilities by reviewing the systems of internal controls that
61 management and the Board of Trustees have established, as well as audited financial statements and the audit process. The committee shall
62 have the power to conduct or authorize investigations into any matters within the committee’s scope of responsibilities. The committee shall
63 retain independent counsel, auditors or others to assist in the conduct of the investigation upon funding approval by the Board of Trustees.
64 (Statement of purpose per Resolution 38-2008-H)
65

66 CDA Presents Board of Managers: To produce two preeminent *CDA Presents* per year for the dental community and to assist the
67 association in achieving its goals by working with other councils and committees as well as provide expertise in the development of CDA’s

Rationale

Section IV.H: Although in
GOP-BOT, this language
is applicable to all
meetings.

Section V. Collection of
approved missions of
councils, committees, and
board of managers.
Expanded and updated
from SRC.

27 educational programs. (Adopted by the *CDA Presents* Board of Managers per Bylaws, Chapter XIII, Section 30)

28

29 Committee on the New Dentist (CND): To identify and address the needs and issues facing new dentists, assist in the transition from

30 graduate to new practitioner, encourage and promote membership, involvement and active participation of new dentists in organized

31 dentistry, serve in an advisory role on issues affecting new dentists, and promote the perspectives of the new dentist on councils,

32 committees, and task forces as appointed by the president. (Resolution 10RC-2008-H)

33

34 Committee on Volunteer Placement: To recommend the best candidates for available leadership positions and seek to improve the

35 application and review procedures. (Resolution 24S1-2009-H)

36

37 Council on Endorsed Programs: To identify, evaluate and monitor quality programs and services that enhance the value of California Dental

38 Association membership. (Resolution 14-2005-H)

39

40 Council on Membership: To assess the needs of all California dentists and to address those needs through the development, coordination

41 and implementation of programs designed to promote the success, health, welfare and diversity of CDA membership. To this end, the

42 council undertakes activities intended to maximize the accessibility, usefulness and relevance of CDA's services, programs and membership

43 benefits, which in turn will enhance membership recruitment and retention efforts. (Resolution 12-2002-H)

44

45 Council on Peer Review: To ensure that the public and profession have access to an objective, professional review of disputes concerning

46 the quality and/or appropriateness of dental care via the statewide peer review system. (Resolution 13-2002-H)

47

48 Finance Committee: To monitor the California Dental Association's financial assets and liabilities, to oversee the preparation of accurate

49 and meaningful financial records for the association, and to communicate such to the Board of Trustees and the House of Delegates as those

50 entities shall require. (Resolution 29RC-1999-H)

51

52 Government Affairs Council: To support and advance the interests and the strategic plan of CDA by implementing CDA policy through

53 state legislation, regulation, or administrative action, and to raise the profile and level of understanding of the dental profession in these

54 arenas. (Resolution 16RC-2005-H)

55

56 Judicial Council: The mission of the Judicial Council is the promotion and maintenance of high ethical standards within the dental

57 profession; development and uniform enforcement of a viable and legally enforceable *Code of Ethics*; and interpretation and enforcement of

58 the *Code of Ethics* on behalf of the association, components, individual members and the public. (Resolution 24-1999-H)

59

60 Leadership Development Committee: *[To be inserted based on separate action item]*

61

62 Policy Development Council: To assess the numerous and complex public policy issues that affect, or have the potential to affect, the

63 practice of dentistry, and to develop policy guidance for the association. It does so in a manner that seeks varying perspectives and

64 expertise, that is issue-focused, and that enhances the ability of the association to respond or act in a timely fashion. (Resolution 15-2005-H)

65

66 **VI. BUDGET**

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68 A. Preparation

Rationale

Section VI. Consolidated from SRC for clarity. Reallocation of funds within existing budget (from one line to another) was unnecessary language.

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Each council, committee or BOM shall submit a proposed itemized budget for inclusion in the association annual budget. A collective task force budget is included in the association annual budget. (Bylaws, Chapter VIII, Section 110)

B. Administration

It shall be the duty of the chair of each council, committee or BOM to supervise the administration of the budget of that council, committee or BOM.

VII. REPORTS AND RESOLUTIONS

A. Reports

Each council, committee and BOM shall submit a quarterly report to the board and an annual report to the house. Subcommittees, task forces and workgroups shall provide reports as directed. (Bylaws, Chapter VIII, Section 110)

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. (GOP HOD, Chapter III, Section C)

VIII. LIMITATION OF AUTHORITY

A. Employment

No council, committee, task force or BOM is authorized to engage any employees except on authorization of the executive director.

B. Contracts

No contract involving the association may be completed by any member of any council, committee, task force or BOM.

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 implement a major extension or alteration of an existing policy.

D. Public Statements

No member of any council, committee, task force or BOM may issue a public statement in the name of that council, committee, task force or BOM, or in the name of the association unless the statement is clearly in accord with the policies of the association.

E. Relations with Other Organizations and Agencies

Rationale

Section VII. Consolidated from SRC for clarity.

Section VIII. Consolidated and updated from SRC (general rules).

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No council, committee, task force or BOM is authorized to appoint or designate official representatives of the association on the request of, or for liaison with, other organizations and agencies. When requests for official representation or liaison are received, they shall be forwarded to the executive director and president.

IX. 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. (GOP HOD, Chapter IV, Section C)

X. 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.

XI. REIMBURSEMENT OF EXPENSES

A. General Expenses

The general expenses of council, committee, task force and BOM members shall be reimbursed in accordance with CDA policy. All requests for reimbursement must be submitted on official forms.

B. Reimbursement of Travel and Maintenance Expenses

It is the general policy to provide reimbursement for travel and maintenance expense for all personnel on official business for the association on the basis of the most direct and inexpensive method of travel; funds available in the budget; the completion of signed reimbursement requests approved by a proper authorizing official; and compliance with the following rules:

1. Basis of Reimbursement: Members of councils, committees, task forces or BOMs and other individuals traveling officially for the association shall be remunerated on the following formula when on official business of the association: the IRS standard mileage rate at the time of travel (e.g., office to place of meeting or airport), airfare, and current per diem. The per diem is intended to defray all out-of-pocket expenses for gratuities and meals. All flight and hotel arrangements will be made and paid by CDA.
2. Reimbursement from More than One Source: Reimbursement shall not be made by the association when reimbursement is made for the same expense by any other agency or organization.
3. Reimbursement for Attendance at the House of Delegates: Reimbursement for maintenance and transportation expenses related to the house shall be made only to the chair of the council, committee or BOM or his or her designee unless otherwise directed by the board.

Rationale

Section IX. Reorganized from SRC for clarity.

Section X. Updated from SRC for clarity.

Section XI. Updated from SRC (general rules).

27 4. Reimbursement for Conferences and Other Events: Reimbursement for transportation and lodging related to conferences and other
28 events shall not be made unless such expenses were approved prior to attendance and are within the approved budget or approved
29 by the executive director.
30

31 **XII. AMENDMENT OR SUSPENSION OF GENERAL OPERATING PRINCIPLES**

32 These principles may not be amended or suspended without approval of the board.
33

Rationale

Section XII. Updated from SRC (general rules).

CDA BYLAWS
(Amendments Adopted Per Resolution 22-2010-H)

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CHAPTER VI – ELECTED OFFICERS...

Section 90. DUTIES:

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

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

...

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

CDA BYLAWS
(Amendments Adopted Per Resolution 22-2010-H)

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CHAPTER VII – APPOINTED OFFICERS...

Section 40. DUTIES: The duties of the appointed officers shall be as follows:

- A. Executive Director: The executive director shall be the chief executive of the association, and shall have the authority to employ, define terms of employment for, and terminate employment of association personnel. The executive director shall coordinate the activities of all councils and committees, including the preparation of their reports. The executive director shall communicate regularly with leadership and submit an annual report to the house. The executive director shall serve as an *ex officio* member of the house, the board, all councils and committees, except Nominating, Volunteer Placement and Audit, without the right to vote. The executive director shall perform such other duties as may be assigned by the board or the Executive Committee.

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

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2011-2013 Strategic Plan
Ensuring CDA thrives as a 21st century organization
(Adopted Per Resolution 24-2010-H)

Vision: The California Dental Association is the recognized leader for excellence in member service and advocacy promoting oral health and the profession of dentistry.

Mission Statement: The California Dental Association is committed to the success of our members in service to their patients and the public.

Goal: Advance the oral health of the public and the practice interests of our members

- Promote the unique value of dentists in the delivery of oral healthcare.
- Strengthen and expand support of members, helping them succeed in each phase of their professional life.
- Aggressively seek creative solutions to members' concerns with private and government-sponsored benefit plans.
- Continue to develop the Practice Support Center/CDA Compass.
- Gather, analyze and disseminate demographic, economic, dental practice and clinical trends affecting dentistry in order to support the changing demands on dental practices.
- Promote the alignment of dentist and patient interests to the legislature, regulatory bodies and the public through the development of a public affairs focus, including a grassroots advocacy effort and public oral health educational programs.
- Develop a comprehensive and sustainable plan to advance the oral health of all Californians and to help eliminate barriers to care.

Goal: A compelling and meaningful relationship with our members and potential members

- Identify member needs by conducting demographic and targeted market research.
- Develop and implement a comprehensive communications strategy relying on segmented marketing, appropriate social networking and new technologies.
- Build a vital dental community by developing simple and measurable mechanisms of engagement.
- Increase the membership market share of licensed dentists in California.

Goal: Responsive and effective leadership and governance

- Improve the organization's effectiveness by drawing upon the strengths of our diverse membership.
- Enhance volunteer engagement with and contribution to leadership and governance.
- Promote the Code of Ethics and ensure that it remains relevant to the values of the profession.
- Cultivate relationships within the Tripartite and with external communities of interest.

Goal: A strong financial base

- Reduce reliance on member dues by enhancing existing sources of non-dues revenue.
- Explore new business opportunities to expand product/service diversity and sources of non-dues revenue.
- Improve the technological infrastructure to enhance organizational performance.
- Implement enterprise risk management to continually evaluate risks facing the organization.

CALIFORNIA DENTAL ASSOCIATION
INVESTMENT GUIDELINES – FIXED INCOME PORTFOLIO
(Adopted Per Resolution 33-2010-H)

VI. INVESTMENT GUIDELINES

The general credit quality rating shall be based on the ratings of a nationally recognized statistical rating organization (such as Moody’s, S&P, Fitch, D&P and MCM). Should any question arise, the resulting decision must be made on the side of conservatism. Appendix A contains a summary of credit rating symbols and definitions.

The following types of assets are acceptable, subject to credit quality and quantity restrictions:

A. Cash and Cash Equivalents

Cash should be invested in income producing instruments with marketable redemption value such as:

- Money Market Funds.
- Certificates of Deposit. Limited to FDIC insured amounts for each issuer.

B. Fixed Income Portfolio

- U.S. Treasury Bills, Notes and Bonds.
- U.S. Government Agencies. FHLB, FHA, GNMA, FNMA and FHLMC securities, except if in derivative form.
- Taxable municipalities rated A3/A- and above. Limited to \$250,000 par plus premium per issuer.
- Short term municipals, including Bond Anticipation Notes or Revenue Anticipation Notes, must be rated MIG1 or SP-1. Limited to \$250,000 par plus premium per issuer.
- Notes and Bonds of U.S. Corporations rated A3/A- and above. Limited to \$250,000 par plus premium per issuer.
- Mortgage-backed pass-through securities (MBS) rated Aaa/AAA. Limited to \$500,000 par plus premium per issuer.
- Agency-backed Commercial Mortgage-Backed Securities (CMBS) rated Aaa/AAA. Limited to \$500,000 par plus premium per issue.
- Non Agency-backed Commercial Mortgage-Backed Securities (CMBS) rated Aaa/AAA. Limited to \$250,000 par plus premium per issuer.
- Agency-backed collateralized mortgage obligations (CMOs) rated Aaa/AAA. Limited to \$500,000 par plus premium per issue.
- Non Agency collateralized mortgage obligations (CMOs) rated Aaa/AAA. Limited to \$250,000 par plus premium per issuer.
- Asset-backed securities (ABS) rated Aaa/AAA. Limited to \$250,000 par plus premium per issuer.
- Investments should be diversified by issuer and industry. Except as relating to government issues, no industry should represent more than 15 percent of this portfolio.
- The target duration of the fixed income portfolio is 2.5, but with an acceptable range of between 1.0 and 4.0.
- The identified limits will not apply to holdings prior to the date this policy is accepted by the Board of Trustees.
- Credit ratings are determined by the lowest rating explicitly applied to the security by a nationally recognized statistical rating organization (such as Moody’s, S&P, Fitch, D&P and MCM).
- Other loans or securities specifically approved by the Board of Trustees.

Asset class distribution of fixed income securities within the portfolio of total investable assets should be in accordance with the following provisions, based on market value:

<u>Asset Class</u>	<u>Minimum</u>	<u>Maximum</u>
U.S. Treasury Securities	0	100%
U.S. Government Agencies	0	100%
Taxable Municipalities	0	50%
Securities of U.S. Corporations:		

26	A3/A- and above	0	35%
27	Baa1/BBB+ and below	0	0%
28	MBS, CMBS, CMO, ABS-combined	0	20%

29
30 C. Equity and Equity-Like Assets Portfolio

31 Domestic and international common stock, mutual funds (including bond mutual funds), Real Estate
32 Investment Trusts (REITs) and exchange traded funds (ETFs) are permitted, subject to the following
33 restrictions and limitations:

- 34 • These securities must trade on the NYSE, AMEX, NASDAQ or in the OTC market; and/or
- 35 • These securities must be easily marketable.

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38 D. Asset Categories Not Permitted

39 Futures; options; swaps; short sales; personal obligations; mineral (oil and gas) rights and royalties;
40 mortgage loans; certain types of mortgage-backed securities derivatives including: interest-only strips,
41 principal-only strips, and inverse floaters; commodities; credit default swaps; or any other instrument not
42 expressly authorized within this policy are not permitted.

CDA WELL-BEING PROGRAM MISSION STATEMENT

(Adopted Per Resolution 35-2010-H)

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Consistent with CDA's commitment to patient safety and the delivery of quality dental care, the mission of the CDA Well-Being Program is to serve as a resource to the dental community in identifying individuals who may be impaired through the presence of obsessive compulsive disorders, specifically alcohol and chemical dependency, These disorders, ~~which~~ if left untreated, can ruin the lives, careers and health of dental professionals as well as compromise patient safety.

The Well-Being Program is committed to ensuring the health of those affected. † Through use of proven recovery methods using appropriate treatment facilities, the CDA Well-Being Program provides assistance, referral and follow-up support. The program ~~will~~ assist not only dental professionals and allied dental health professionals, but will also provide support to the families who may be affected by those who are impaired. The Well-Being Program is committed to educating the profession and other appropriate groups regarding the avenues of help available and applicable prevention measures.

Additionally, the Well-Being Program will serve as a resource for referral for other disorders and impairments such as sexual addiction, Parkinson's disorder, glaucoma, diabetes, depression, bipolar disorder, sexual boundary issues, etc. These problems may cause enormous, although sometimes unrecognized, social and professional costs. These conditions, if left untreated, will eventually debilitate their victims.

AMENDED AND RESTATED BYLAWS OF THE DENTISTS INSURANCE COMPANY
(Adopted Per Resolution 38-2010-H)

Rationale

38-54. Consistency

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Article I -- OFFICES

Section 1.01 Principal Office. The principal executive office The Dentists Insurance Company (the “corporation”) shall be located at 1201 “K” Street Mall, Sacramento, California 95814, or such other place as the Board of Directors (“board”) may determine from time to time.

Section 1.02 Branch Offices. The corporation may also have offices at such other places as the Board of Directors-board may from time to time designate, or as the business of the corporation may require.

Article II -- MEETINGS OF SHAREHOLDERS

Section 2.01 Place of Meetings. All meetings of the shareholders shall be held at any place within or without the State of California designated by either the board Board of Directors or the written consent of all shareholders entitled to vote. In the absence of any such designation, shareholders’ meetings shall be held at the principal executive office of the corporation.

Section 2.02 Annual Meetings. The annual meeting of the shareholders of the corporation for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held on such date and at such time as determined by the board Board of Directors, but not more than 15 months after the date of the preceding annual meeting of the shareholders. Notice of each annual meeting shall be given to each shareholder entitled to vote, either personally or by first-class mail, charges prepaid, addressed to each shareholder at the address appearing on the books of the corporation, or given by the shareholder to the corporation for the purpose of notice. If any notice or report addressed to the shareholder at the address of such shareholder appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the shareholder at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the shareholder upon written demand of the shareholder at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other shareholders. If no address of a shareholder appears on the books of the corporation or is given by the shareholder to the corporation, notice is duly given to the shareholder if sent by mail addressed to the place where the principal executive office of the corporation is located or if published at least once in a newspaper of general circulation in the county in which said principal executive office is located.

All such notices shall be given to each shareholder entitled thereto not less than 10 days nor more than 60 days before each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the United States mail.

Such notices shall state:

- (a) The place, date and hour of the meeting;
- (b) Those matters which the board, at the time of the mailing of the notice, intends to present for action by the shareholders;

- 78 (c) If directors are to be elected, the names of nominees intended at the time of the notice to be presented by the board for election;
- 79
- 80 (d) Such other matters, if any, as may be expressly required by statute.
- 81

82 Section 2.03 Special Meetings of Shareholders; Notice Provisions. Special meetings of the shareholders for the purpose of taking any action
83 permitted to be taken by the shareholders may be called at any time by the chair or vice chair of the board or the president, or by the
84 secretary/treasurer, or by the ~~board~~ Board of Directors, or by one or more shareholders holding not less than 10 percent of the voting power of
85 the corporation. The person or persons calling such meeting shall concurrently specify the purpose of the meeting, the general nature of the
86 business to be transacted at the meeting and no other business may be transacted the meeting. Except in special cases where other express
87 provision is made by statute, notice of such special meetings shall be given in the same manner as required for annual meetings of
88 shareholders.

89

90 Section 2.04 Quorum. The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting shall
91 constitute a quorum at a meeting of the shareholders. The shareholders present at a duly called or held meeting at which a quorum is present
92 may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if
93 any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a
94 quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person
95 or by proxy, but no other business may be transacted except as provided in the preceding sentence.

96

97 Section 2.05 Waiver of Notice. The transactions of any meetings of shareholders, however called and noticed and wherever held, are as valid
98 as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy and if, either before or
99 after the meeting, each of the persons entitled to vote not present in person or by proxy provides a waiver of notice or a consent to the holding
100 of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals must be filed with the corporate records or
101 made a part of the minutes of the meeting. Attendance by a person at the meeting also constitutes a waiver of notice of and presence at the
102 meeting. Except when the person objects, at the beginning of the meeting, to the transaction of business because the meeting was not lawfully
103 called or convened, and except that the attendance at a meeting is not a waiver of the right to object to the consideration of matters required by
104 law or these bylaws to be included in the notice but not so included if the objection is expressly made at the meeting. Neither the business to
105 be transacted at nor the purpose of any meeting of the shareholders need be specified in any written waiver of notice, consent to the holding of
106 the meeting or approval of the minutes thereof, except as otherwise provided in these bylaws, the corporations articles of incorporation or by
107 applicable law.

108

109 Section 2.06 Consent to Shareholder Action. Any action which may be taken at any annual or special meeting of shareholders may be taken
110 without a meeting and without prior notice if consents in writing setting forth the action so taken are signed by the holders of outstanding
111 voting shares having not less than the minimum number of votes that would be necessary to authorize or to take that action at a meeting at
112 which all shareholders entitled to vote on that action were present and voted; provided, however, (1) unless the consents of all shareholders
113 entitled to vote have been solicited in writing, notice of any shareholder approval without a meeting by less than unanimous written consent
114 shall be given as required by the California Corporations Code, and (2) directors may not be elected by other than unanimous written consent
115 of all the shares entitles to vote for the election of directors.

116

Rationale

84. Consistency

117 All such consents shall be filed with the secretary of the corporation and shall be maintained in the corporate records. Any shareholder giving
 118 a written consent (ballot) may revoke the consent by a writing received by the secretary of the corporation before written consents
 119 representing the number of shares required to authorize the proposed action have been filed with the secretary of the corporation.

120
 121 Article III -- BOARD OF DIRECTORS

122
 123 Section 3.01 Powers. Subject to the provisions of the California General Corporation Law and any limitations in the articles of incorporation
 124 and these bylaws as to particular action required to be authorized or approved by the shareholders, the business and affairs of the corporation
 125 shall be managed and all corporate powers shall be exercised by or under the direction of the ~~board of directors (in accordance with all~~
 126 ~~reasonable policies and procedures enacted from time to time by the shareholders)~~. Without prejudice to such general powers, but subject to
 127 the same limitations, it is hereby expressly declared that the board ~~of directors~~ shall have the following powers:

128
 129 First: To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefore,
 130 not inconsistent with the law or with the articles of incorporation or with the bylaws, as they may deem best;

131
 132 Second: To elect and remove at pleasure the officers and agents including without limitation the president and chief executive officer
 133 of the corporation, prescribe their duties and fix their compensation, subject to the rights, if any, under any contract of employment;

134
 135 Third: To authorize the issue of shares of stock of the corporation from time to time upon such terms as may be lawful;

136
 137 Fourth: To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered

138 therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other

139 evidence of debt and securities; and

140
 141 Fifth: To alter, repeal, or amend, from time to time, and at any time, these bylaws and any and all amendments of the same, and from
 142 time to time, and at any time, to make and adopt such new and additional bylaws as may be necessary and proper, subject to the
 143 power of the shareholders to adopt, amend, or repeal such bylaws as set forth in Article VII, Section 7.01 of these bylaws ~~or to~~
 144 ~~revoke the delegation of authority of the directors~~ as provided by law, ~~or~~ as ~~otherwise~~-limited in Article VII, Section 7.02 of these
 145 bylaws.

146
 147 Section 3.02 Number of Directors.

148
 149 (a) The authorized number of directors shall not be less than seven nor more than 17. The exact authorized number of directors shall be
 150 fixed from time to time, within the limits specified in this Section 3.02(ab), by the board ~~of directors~~, or by a bylaw or amendment
 151 thereof duly adopted by the vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is

Rationale
117-1119. Style edits (secretary not capitalized)
125-127. Consistency and removal of unnecessary language/clarification
132. Legal term addition
143. Removal per legal review
150. Correction

152 present, or by the written consent of the holders of a majority of the outstanding shares entitled to vote. The board shall include three
 153 members who are neither dentists nor employees of the corporation.
 154
 155 (b) Subject to ~~the foregoing provisions for changing the authorized number of directors~~ Section 3.02 (a) above, the authorized number of
 156 directors of this corporation shall be 16; 15 of which shall be elected, voting members and one a-designated non-voting member,
 157 who shall be the person holding the office of president and chief executive officer of the corporation. ~~The only exception occurs~~
 158 Notwithstanding the forgoing, during years when ~~the there is an~~ immediate past chair, who is not otherwise a member of the board,
 159 such person shall be selected added as ~~another a second designated~~, non-voting ~~board~~ member. ~~In those years, of the board, and the~~
 160 authorized number of directors of this corporation shall be increased to 17, consisting of 15 voting and two non-voting members. ~~For~~
 161 ~~purposes of determining the presence of a quorum, as provided herein, the non-voting members shall not be considered as part of the~~
 162 ~~authorized number of directors. The board of directors shall include three nondentist nonemployee directors.~~
 163
 164 Section 3.03 Election and Removal of Directors. The directors shall be elected at each annual meeting of shareholders, but if any such
 165 annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the shareholders held
 166 for that purpose. Each director, including a director elected to fill a vacancy, shall hold office until a successor is elected, except as otherwise
 167 provided by statute. Any or all of the directors may be removed with or without cause ~~at any special meeting, in accordance with the~~
 168 applicable provisions of the ~~shareholders held for that purpose~~ California General Corporation Law, as amended from time to time.
 169
 170 Section 3.04 Vacancies. Vacancies in the board ~~of directors~~, including any vacancy created by the removal of a director, may be filled only
 171 by a vote of the shareholders at a special meeting held for that purpose.
 172
 173 Article IV -- MEETINGS OF DIRECTORS
 174
 175 Section 4.01 Place of Meetings. Regular meetings of the board ~~of directors~~ shall be held any place within or without the State of California
 176 that has been designated from time to time by the board ~~of directors~~. In the absence of such designation, regular meetings shall be held at the
 177 principal executive office of the corporation. Special meetings of the board ~~of directors~~ may be held at any place within or without the State
 178 of California which has been designated in notice of the meeting, or, if not designated in the notice or if there is no notice, at the principal
 179 executive office of the corporation.
 180
 181 Section 4.02 Regular Meetings. Regular meetings of the board ~~of directors~~ shall be held without call on such ~~date and time~~ and place as may
 182 be fixed by the board ~~of directors~~; provided, however, that should any such day fall on a legal holiday, then said meeting shall be held at the
 183 same time on the next day thereafter ensuing which is not a legal holiday. Notice of regular meetings of the directors is hereby dispensed with
 184 and no notice whatever of any such meeting need be given, provided that notice of any change in the time or place of regular meetings shall be
 185 given to all of the directors in the same manner as notice for special meetings of the board ~~of directors~~. Immediately following each annual
 186 meeting of the shareholders the board ~~of directors~~ shall hold a regular meeting for the election of officers, except the ~~board chair-elect~~ who
 187 shall be elected in the manner set forth in Article V, Section 5.08, and the transaction of other business.
 188
 189 Section 4.03 Special Meetings of Directors; Notice Provisions. Special meetings of the board for any purpose or purposes may be called at
 190 any time by the board chair or vice chair or president or by any two directors. Special meetings of the board shall be held upon four days
 191 notice by mail or 48 hours notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by

Rationale
 152-153. Clarification of current practice
 155-162. Clarification of current practice
 167-168. Clarification
 170-187. Consistency
 189-204. Less restrictive requirement, matches legal requirement

192 ~~the corporation to each director. of directors for any purpose or purposes may be called at any time by the board chair or vice chair or~~
 193 ~~president or, if all three are absent or are unable or refuse to act, by any two directors. Notice of the time and place of special meetings shall~~
 194 ~~be delivered personally or by telephone to each director, or sent by first class mail or telegram or facsimile transmission or e mail, charges~~
 195 ~~prepaid, addressed to the director at the address as it appears upon the records of the corporation or, if it is not so shown on the records and is~~
 196 ~~not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be~~
 197 ~~deposited in the United States mail at least seven days prior to the time of the holding of the meeting. In case such notice is telegraphed, sent~~
 198 ~~by facsimile transmission or e mailed, it shall be delivered to a common carrier for transmission to the director or actually transmitted by the~~
 199 ~~person giving the notice by electronic means to the director at least 48 hours prior to the time of the holding of the meeting. In case such~~
 200 ~~notice is delivered personally or by telephone as above provided, it shall be so delivered at least 24 hours prior to the time of the holding of the~~
 201 ~~meetings. Any notice given personally or by telephone may be communicated to either the director or to a person at the office of the director~~
 202 ~~whom the person giving the notice has reason to believe will promptly communicate it to the director. Such deposit in the mail, delivery to a~~
 203 ~~common carrier, transmission by electronic means or delivery, personally or by telephone, as above provided, shall be due, legal and personal~~
 204 ~~notice to such directors.~~ The notice need not specify the place of the meeting if the meeting is to be held at the principal executive office of
 205 the corporation, and need not specify the purpose of the meeting.

206
 207 Section 4.04 Participation by Telephone or Other Means. Members of the board may participate in a meeting through use of a conference
 208 telephone, electric video screen participation or electronic transmission by and to the corporation in accordance with the applicable provisions
 209 of the California General Corporation Law.

210
 211 Section 4.05 Quorum. Presence of a majority of the authorized number of voting directors at a meeting of the board ~~of directors~~ constitutes a
 212 quorum for the transaction of business, except as hereinafter provided. A meeting at which a quorum is initially present may continue to
 213 transact business notwithstanding withdrawal ~~of directors~~, provided that any action taken is approved by at least a majority of the required
 214 quorum for such meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time
 215 and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the
 216 time of the adjourned meeting to the directors who were not present at the time of the adjournment.

217
 218 Section 4.06 Waiver of Notice. The transactions of any meeting of the board ~~of directors~~, however, called or noticed or wherever held, shall
 219 be as valid as though taken done at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the
 220 meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes
 221 thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice
 222 of a meeting shall also be deemed duly given to any director who attends the meeting without protesting, prior thereto or at its
 223 commencement, the lack of notice to of such directors.

224
 225 Section 4.07 Action by Written Consent. Any action required or permitted to be taken by the board ~~of directors~~ may be taken without a
 226 meeting if all voting members of the board shall individually or collectively consent in writing to such action and if the number of members of
 227 the board serving at the time constitutes a quorum. Such written consent or consents shall be filed with the minutes of the proceedings of the
 228 board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

229
 230 Section 4.08 Meetings and Actions of Board Committees. The provisions of this Article IV shall also apply, with necessary changes in
 231 points of detail, to committees ~~of designated by~~ the board ~~of directors~~, if any, and to actions by such committees (except for the first sentence

Rationale
211-223. Consistency
226. Clarification
230-237. Consistency

232 of Section 4.02 of Article IV, which shall not apply, and except that special meetings of a committee may also be called at any time by any
 233 two members of the committee), unless otherwise provided by ~~those~~ the bylaws or by the resolution of the board ~~of directors~~ designating such
 234 committees. For such purpose, reference to “the board” or “the board of directors” shall be deemed to refer to each such committee and
 235 reference to “directors” and “members of the board” shall be deemed to refer to members of the committee. Committees of the board ~~of~~
 236 ~~directors~~ may be designated, and shall be subject to the limitations on their authority, as provided in Section 311 of the General Corporation
 237 Law.

238 Article V -- OFFICERS

241 Section 5.01 Officers; Election. The officers of the corporation shall be: a board chair and vice chair, a president, vice president, a chief
 242 financial officer and a secretary/treasurer. The corporation may also have, at the discretion of the board ~~of directors~~, a chair-elect, one or more
 243 assistant secretaries, one or more assistant treasurers, and such other officers as may be designated from time to time by the board ~~of directors~~.
 244 Any number of offices may be held by the same person. The officers shall be elected by the board ~~of directors~~ and shall hold office at the
 245 pleasure of such board, provided that if the chair of CDA Holding Company, Inc. is a director of the corporation, ~~the chair of CDA Holding~~
 246 ~~Company, Inc. such person~~ shall ~~be elected~~ serve as vice chair, but shall not serve in any other officer capacity ~~as an officer~~.

248 Section 5.02 Board Chair. The board chair, if present, shall preside at all meetings of the board ~~of directors~~ and the shareholders and
 249 exercise and perform such other powers and duties as may be from time to time assigned by the board ~~of directors~~ or prescribed by the bylaws.

251 Section 5.03 President. Subject to such powers and duties, if any, as may be prescribed by these bylaws or the board ~~of directors~~ for the
 252 board chair, if there be such officer, the president shall be the general manager and chief executive officer of the corporation and shall, subject
 253 to the ~~control authority~~ of the board ~~of directors~~, have general supervision, direction and control of the business and officers of the
 254 corporation. The president shall have all of the powers and shall perform all of the duties ~~which that~~ are ordinarily inherent in the office of the
 255 president, and shall have such further powers and shall perform such further duties as may be prescribed by the board ~~of directors~~. Upon
 256 direction of the board, the president shall make such reports to the chair of CDA Holding Company, Inc. as ~~the chair of the CDA Holding, Inc.~~
 257 ~~deems necessary requested~~. The president shall be entitled to attend all meetings of the board ~~of directors~~, including executive sessions,
 258 except executive sessions involving the president’s evaluation and/or compensation.

260 Section 5.04 Vice Chair. The vice chair shall assist the chair and shall perform such other duties as from time to time may be prescribed by
 261 the board ~~of directors~~ or the bylaws. In the absence of the chair ~~from for~~ a meeting, the vice chair shall preside at the meeting. ~~The vice chair~~
 262 ~~shall not be actively involved in or control the day to day operating functions of the corporation.~~

264 Section 5.05 Vice President. In the absence or disability of the president, the vice presidents in order of their rank as fixed by the board or,
 265 if not ranked, the vice president designated by the board, shall perform all the duties of the president, and when so acting shall have all the
 266 powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other
 267 duties as from time to time may be prescribed for them respectively by the board.

269 Section ~~5.0506~~ Chief Financial Officer. The chief financial officer of the corporation shall keep and maintain or cause to be kept and
 270 maintained, adequate and correct books and records of account of the corporation. The chief financial officer shall receive and deposit all
 271 monies and other valuables belonging to the corporation in the name and to the credit of the corporation and shall disburse the same only in

Rationale
241. Addition of vice president (current practice)
245-246. Clarification of current practice
248. New Consistency
255-258. Clarification
260-262. Clarification
264. New language, clarification of current practice
269-267. Consistency and renumbering

272 such manner as the board ~~of directors~~ or the appropriate officers of the corporation may from time to time determine, shall render to the
 273 president and the board ~~of directors~~, whenever they request it, an account of all the chief financial officer's transactions as chief financial
 274 officer and of the financial condition of the corporation, and the chief financial officer shall perform such further duties as the board ~~of~~
 275 ~~directors~~ may require.

276
 277 In the absence or disability or refusal to act of the president, the vice president and chief financial officer shall perform all of the duties of the
 278 president and when so acting shall have all the powers of and be subject to all the restrictions upon the president.

279
 280 Section 5.0607 Secretary/Treasurer. In the ~~absence~~ event of ~~the~~ disability ~~or refusal to act~~ of the board chair, the secretary/treasurer shall
 281 perform all of the duties of the board chair, except as provided in Section 5.04 of this article, and when so acting shall have all the powers of,
 282 and be subject to all the restrictions upon, the board chair.

283
 284 The secretary/treasurer shall keep or cause to be kept at the principal executive office of the corporation or such other place as the board ~~of~~
 285 ~~directors~~ may order, a book of minutes of all proceedings of the shareholders, the board ~~of directors~~ and committees of the board, with the
 286 time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at
 287 directors' and committee meetings, and the number of shares present or represented at shareholders' meetings. The secretary/treasurer shall
 288 keep or cause to be kept at the principal executive office or at the office of the corporation's transfer agent a record of shareholders or a
 289 duplicate record of shareholders showing the names of the shareholders and their addresses, the number of shares and classes of shares held by
 290 each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for
 291 cancellation. The secretary/treasurer or an assistant secretary, ~~of /treasurer, or~~, if they are absent or unable or refuse to act, any other officer of
 292 the corporation, shall give or cause to be given notice of all the meetings of the shareholders, the board ~~of directors~~ and committees of the
 293 board required by the bylaws or by law to be given, and that person shall keep the seal of the corporation, if any, in safe custody and shall
 294 have such other powers and perform such other duties as may be prescribed by the board ~~of directors~~ or by the bylaws.

295
 296 The secretary/treasurer shall also have general supervisory authority over the financial and investment activities of the corporation and shall
 297 act as liaison between the board ~~of directors~~ and the chief financial officer.

298
 299 Section 5.0708 Assistant Secretaries and Assistant Treasurers. It shall be the duty of the assistant secretaries and the assistant treasurers to
 300 assist the secretary/treasurer in the performance of the secretary/treasurer's duties and generally to perform such other duties as may be
 301 delegated to them by the board ~~of directors~~, and in the order of their seniority, shall, in the absence or disability of the secretary or treasurer,
 302 to perform the duties of the secretary or treasurer as the case may be and when so acting shall have all the powers of and be subject to all of
 303 the restrictions upon the secretary/treasurer.

304
 305 Section 5.0809 Chair-Elect. The board ~~of directors~~, at its regular meeting ~~next preceding immediately following~~ the annual meeting of the
 306 shareholders of the corporation, shall elect, from a list of nominees for ~~the~~ board ~~of directors provided to the board~~ by the shareholders, a
 307 member of the board (who may be the ~~then current~~ board chair) ~~to serve~~ as board chair to take office immediately following the next annual
 308 meeting of the shareholders ("chair-elect"). If the shareholders fail to elect or reelect, ~~as the case may be~~, the chair-elect ~~to the board of~~
 309 ~~directors~~, then the board ~~of directors~~ shall elect a new board chair at the regular meeting of the board ~~of directors~~ immediately following the
 310 annual meeting of the shareholders. The chair-elect as such shall have no powers or responsibilities except such as from time to time may be

Rationale
280-282. Renumbering, consistency, and removal of legally unnecessary provision regarding refusal act
291-294. Consistency
305-312. Clarification

311 prescribed by the board ~~of directors~~ or by the bylaws. Notwithstanding this section, the board ~~of directors~~ shall have the right to remove the
 312 board chair pursuant to Section 3.01 of Article III and elect a new board chair.

313
 314 Article VI -- INDEMNIFICATION OF DIRECTORS AND OFFICERS

315
 316 Section 6.01 Agents, Proceedings and Expenses. For purposes of this article, “agent” means any person who is or was a director or officer of
 317 ~~this the~~ corporation, or is or was serving at the request of ~~this the~~ corporation as a director or officer of another foreign or domestic
 318 corporation, partnership, joint venture, trust or other enterprise, or was a director or officer of a foreign or domestic corporation which was a
 319 predecessor corporation of ~~this the~~ corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means
 320 any threatened, pending or completing action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes,
 321 without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Section 6.04 or 6.05(c) of this article.
 322

323 Section 6.02 Actions Other Than by the Corporation. ~~This The~~ corporation shall indemnify any person who was or is a party or is threatened
 324 to be made a party, to any proceeding (other than an action by or in the right of ~~this the~~ corporation to procure a judgment in its favor) by
 325 reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts
 326 actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably
 327 believed to be in the best interests of ~~this the~~ corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the
 328 conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo*
 329 *contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person
 330 reasonably believed to be in the best interests of ~~this the~~ corporation or that the person had a reasonable cause to believe that the person’s
 331 conduct was unlawful.
 332

333 Section 6.03 Actions by the Corporation. ~~This The~~ corporation shall indemnify any person who was or is a party, or is threatened to be made
 334 a party, to any threatened, pending or completed action by or in the right of ~~this the~~ corporation by reason of the fact that such person is or was
 335 an agent of ~~this the~~ corporation, against any expenses actually and reasonably incurred by that person in connection with the defense or
 336 settlement of the action, and any amounts paid by him or her in settlement thereof; provided the person to be indemnified acted in good faith,
 337 in a manner he or she believed to be in the best interests of ~~this the~~ corporation and its shareholders. However, no indemnification shall be
 338 made under this Section 6.03 for any of the following:
 339

- 340 (a) In respect to any claim, issue or matter as to which that person shall have been adjudged to be liable to ~~this the~~ corporation in the
 341 performance of that person’s duty to ~~this the~~ corporation, unless and only to the extent that the court in which that proceeding is or
 342 was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably
 343 entitled to indemnity for the expenses which the court shall determine;
 - 344 (b) Of amounts paid in settling or otherwise disposing of a pending action without court approval; or
 - 345 (c) Of expenses incurred in defending a pending action ~~which that~~ is settled or otherwise disposed of without court approval.
- 346
 347
 348

Rationale

316-347. Consistency and clarification

349 Section 6.04 Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the merits in defense of
350 any proceeding referred to in Sections 6.02 or 6.03 of this article, or in defense of any claim, issue or matter therein, the agent shall be
351 indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
352

353 Section 6.05 Required Approval. Except as provided in Section 6.04 of this article, any indemnification under this article shall be made by
354 this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances
355 because the agent has met the applicable standards of conduct set forth in Sections 6.02 or 6.03 of this article, by:

356 (a) A majority vote of a quorum consisting of directors who are not parties to such proceedings;
357
358 (b) If such a quorum of directors is not obtainable, by independent legal counsel in a written opinion;
359
360 (c) Approval or ratification by the affirmative vote of a majority of the shares of ~~this~~ the corporation entitled to vote represented at a duly
361 held meeting at which a quorum is present or by the written consent of holders of a majority of the outstanding shares entitled to vote
362 or;
363
364 (d) The court in which the proceeding is or was pending, on application made by ~~this~~ the corporation or the agent or the attorney or other
365 person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is
366 opposed by ~~this~~ the corporation.
367
368

369 Section 6.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by ~~this~~ the corporation before the final
370 disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the ~~amount of the~~ advance if it shall be
371 determined ultimately that the agent is not qualified to be indemnified as authorized in this article.
372

373 Section 6.07 Directors and Contractual Rights.

374 (a) The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent possible under
375 California law.
376
377 (b) Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of this
378 corporation or any subsidiary hereof may be entitled by contract or otherwise.
379
380

381 Section 6.08 Limitations. No indemnification or advance shall be made under this article, except as provided in Sections 6.04 or 6.05(c), in
382 any circumstance where it appears:

383 (a) That such indemnification would be inconsistent with a provision of the articles, bylaws, a resolution of the shareholders, or an
384 agreement in effect at the place of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were
385 incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
386
387

Rationale
349-387. Consistency and
clarification

388 (b) That such indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
389
390 Section 6.09 Insurance. The board ~~of directors~~ may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of
391 any agent of the corporation against any liability asserted or incurred by the agent in such capacity or arising out of the agent's status as such
392 whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.
393
394 Section 6.10 Fiduciaries of Corporate Employee Benefit Plan. This article does not apply to any proceeding against any trustee, investment
395 manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the
396 corporation as defined in Section 6.01 of this article. The board ~~of directors~~ shall have the power to indemnify such a trustee, investment
397 manager, or other fiduciary to the extent permitted by applicable law.
398
399 Section 6.11 Other Indemnification. The provisions of this Article VI shall not be deemed exclusive of any other provisions for
400 indemnification or advancement of expenses of directors, officers, employees, fiduciaries and other agents that may be provided by the articles
401 of incorporation or any statute, bylaw, agreement, general or specific action of the board ~~of directors~~, vote of shareholders or other document
402 or arrangement.
403
404 Article VII -- AMENDMENTS
405
406 Section 7.01 Amendments by Shareholders. New bylaws may be adopted or these bylaws may be amended or repealed by the affirmative
407 vote or written consent of a majority of the outstanding shares entitled to vote, except as otherwise provided by law or by the articles of
408 incorporation or these bylaws.
409
410 Section 7.02 Amendments by Directors. Subject to the right of shareholders as provided in Section 7.01 ~~of this article~~ to adopt, amended or
411 repeal bylaws, and except as otherwise provided by law or by the articles of incorporation, bylaws may be adopted, amended or repealed by
412 the board, other than a bylaw ~~or~~ amendment ~~thereof~~ changing the authorized maximum or minimum number of directors, ~~may be adopted,~~
413 ~~amended or repealed by the board of directors, except provided~~ that the provisions of Article III, Section 3.02(a) and Article VII may only be
414 amended or repealed by affirmative vote or written consent of a majority of the outstanding shares entitled to vote.
415
416 Article VIII -- ANNUAL REPORT
417
418 Section 8.01 Report to the Shareholders. ~~The corporation shall send an annual report to the shareholders not later than 120 days after the~~
419 ~~close of the corporation's fiscal year. Such report shall contain a balance sheet as of the end of such fiscal year and an income statement and~~
420 ~~statement of changes in financial position for such fiscal year, accompanied by a report thereon of independent accountants. The annual report~~
421 to shareholders referred to in Section 1501 of the California General Corporation Law is expressly waived, but nothing herein shall be
422 interpreted as prohibiting the board from issuing annual or other periodic reports to shareholders.
423
424 Article IX -- ISSUANCE OF POLICIES OF INSURANCE
425

Rationale
388-402. Clarification

410-414. Clarification

418-422. Consistency with
legal requirement

426 Section 9.01 Limitations. Unless prohibited by state laws and/or regulations, issuance of policies of insurance by this corporation shall
427 be limited to:
428
429 (a) Dentist members of the California Dental Association,
430
431 (b) Dentist members of the American Dental Association,
432
433 (c) Dental student members of their respective state associations,
434
435 (d) Dental student members of the American Dental Association,
436
437 (e) Dentists from states where the sponsoring association does not require the above-described membership as a condition of insurance
438 or
439
440 (f) Dentists from states where the state association does not endorse this corporation.

441
442 Article X -- DIVIDENDS

443
444 Section 10.01 Dividends. ~~Any dividend to be paid by the corporation shall be declared by the board of directors no earlier than October 1~~
445 ~~and no later than November 30 and shall be payable no earlier than January 15 of the following year to the shareholders of record on the date~~
446 ~~of declaration. The directors may declare a dividend distribution to the shareholders from time to time, in accordance with the applicable~~
447 ~~provisions of the California General Corporation Law and the California Insurance Code.~~

448
449 Article XI -- MISCELLANEOUS

450
451 Section 11.01 Representation of Shares of Other Corporations. Shares of other corporations standing in the name of ~~this~~ the corporation
452 may be voted or represented and all incidents thereto exercised on behalf of ~~this~~ the corporation by the board chair, or the president.

453
454 Section 11.02 Fiscal Year. The fiscal year of the corporation shall end on the last day of December.

455
456 Section 11.03 Execution of Documents. The board ~~of directors~~ may, in its discretion, determine the method and by resolution designate the
457 signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name
458 without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the corporation.

Rationale

444-447. Consistency with legal requirement allowing greater flexibility

451-458. Consistency

**AMENDED AND RESTATED BYLAWS OF TDIC INSURANCE SOLUTIONS
(Adopted Per Resolution 38-2010-H)**

Rationale

453
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Article I -- OFFICES

Section 1.01 Principal Office. The principal executive office of TDIC Insurance Solutions (the “corporation”) shall be located at 1201 K Street Mall, ~~17th Floor~~, Sacramento, California, 95814, or such other place as the board ~~of directors~~ may determine from time to time.

Section 1.02 Branch Offices. The corporation may also have offices at such other places as the board ~~of directors~~ may from time to time designate, or as the business of the corporation may require.

Article II -- MEETINGS OF SHAREHOLDERS

Section 2.01 Place of Meetings. All meetings of the shareholders shall be held at any place within or without the State of California designated by either ~~by~~ the board ~~of directors~~ or the written consent of all shareholders entitled to vote. In the absence of any such designation, shareholders’ meetings shall be held at the principal executive office of the corporation.

Section 2.02 Annual Meetings. The annual meeting of the shareholders of the corporation for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held on such date and at such time as determined by the board ~~of directors~~, but not more than 15 months after the date of the preceding annual meeting of the shareholders. Notice of each annual meeting shall be given to each shareholder entitled to vote, either personally or by first-class mail, charges prepaid, addressed to each shareholder at the address appearing on the books of the corporation, or given by the shareholder to the corporation for the purpose of notice. If any notice or report addressed to the shareholder at the address of such shareholder appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the shareholder at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the shareholder upon written demand of the shareholder at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other shareholders. If no address of a shareholder appears on the books of the corporation or is given by the shareholder to the corporation, notice is duly given to the shareholder if sent by mail addressed to the place where the principal executive office of the corporation is located or if published at least once in ~~an~~ a newspaper of general circulation in the county in which said principal executive office is located.

All such notices shall be given to each shareholder entitled thereto not less than 10 days nor more than 60 days before each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the United States mail.

Such notices shall state:

- (a) The place, date and hour of the meeting;
- (b) Those matters which the board, at the time of the mailing of the notice, intends to present for action by the shareholders;

458-472. Consistency

- 493 (c) If directors are to be elected, the names of nominees intended at the time of the notice to be presented by the board for election;
- 494
- 495 (d) Such other matters, if any, as may be expressly required by statute.
- 496

497 Section 2.03 Special Meetings of Shareholders; Notice Provisions. Special meetings of the shareholders for the purpose of taking any action
 498 permitted to be taken by the shareholders may be called at any time by the chair or vice chair of the board or the president, or by the
 499 secretary/treasurer, or by the board ~~of directors~~, or by one or more shareholders holding not less than 10 percent of the voting power of the
 500 corporation. The person or persons calling such meeting shall concurrently specify the purpose of the meeting, the general nature of the
 501 business to be transacted at the meeting and no other business may be transacted the meeting. Except in special cases where other express
 502 provision is made by statute, notice of such special meetings shall be given in the same manner as required for annual meetings of
 503 shareholders.

504
 505 Section 2.04 Quorum. The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting shall
 506 constitute a quorum at a meeting of the shareholders. The shareholders present at a duly called or held meeting at which a quorum is present
 507 may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if
 508 any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a
 509 quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person
 510 or by proxy, but no other business may be transacted except as provided in the preceding sentence.

511
 512 Section 2.05 Waiver of Notice. The transactions of any meetings of shareholders, however called and noticed and wherever held, are as valid
 513 as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy and if, either before or
 514 after the meeting, each of the persons entitled to vote not present in person or by proxy provides a waiver of notice or a consent to the holding
 515 of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals must be filed with the corporate records or
 516 made a part of the minutes of the meeting. Attendance by a person at the meeting also constitutes a waiver of notice of and presence at the
 517 meeting. Except when the person objects, at the beginning of the meeting, to the transaction of business because the meeting was not lawfully
 518 called or convened, and except that the attendance at a meeting is not a waiver of the right to object to the consideration of matters required by
 519 law or these bylaws to be included in the notice but not so included if the objection is expressly made at the meeting. Neither the business to
 520 be transacted at nor the purpose of any meeting of the shareholders need be specified in any written waiver of notice, consent to the holding of
 521 the meeting or approval of the minutes thereof, except as otherwise provided in these bylaws, the corporations articles of incorporation or by
 522 applicable law.

523
 524 Section 2.06 Consent to Shareholder Action. Any action which may be taken at any annual or special meeting of shareholders may be taken
 525 without a meeting and without prior notice if consents in writing setting forth the action so taken are signed by the holders of outstanding
 526 voting shares having not less than the minimum number of votes that would be necessary to authorize or to take that action at a meeting at
 527 which all shareholders entitled to vote on that action were present and voted; provided, however, (1) unless the consents of all shareholders
 528 entitled to vote have been solicited in writing, notice of any shareholder approval without a meeting by less than unanimous written consent
 529 shall be given as required by the California Corporations Code, and (2) directors may not be elected by other than unanimous written consent
 530 of all the shares entitles to vote for the election of directors.

531

Rationale

499. Consistency

532 All such consents shall be filed with the secretary of the corporation and shall be maintained in the corporate records. Any shareholder giving
 533 a written consent (ballot) may revoke the consent by a writing received by the secretary of the corporation before written consents
 534 representing the number of shares required to authorize the proposed action have been filed with the secretary of the corporation.

535
 536 Article III -- BOARD OF DIRECTORS
 537

538 Section 3.01 Powers. Subject to the provisions of the California General Corporation Law and any limitations in the articles of incorporation
 539 and these bylaws as to particular action required to be authorized or approved by the shareholders, the business and affairs of the corporation
 540 shall be managed and all corporate powers shall be exercised by or under the direction of the board ~~of directors [in accordance with all~~
 541 ~~reasonable policies and procedures enacted from time to time by the shareholders]~~. Without prejudice to such general powers, but subject to
 542 the same limitations, it is hereby expressly declared that the board ~~of directors~~ shall have the following powers:

543
 544 First: To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefore,
 545 not inconsistent with the law or with the articles of incorporation or with ~~these~~ the bylaws, as they may deem best;

546
 547 Second: To elect and remove at pleasure the officers and agents including without limitation the president and chief executive officer
 548 of the corporation, prescribe their duties and fix their compensation, subject to the rights, if any, under any contract of employment;

549
 550 Third: To authorize the ~~use~~ issue of shares of stock of the corporation from time to time upon such terms as may be lawful;

551
 552 Fourth: To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered
 553 therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other
 554 evidences of debt and securities; and

555
 556 Fifth: To alter, repeal, or amend, from time to time, and at any time, these bylaws and any and all amendments of the same, and from
 557 time to time, and at any time, to make and adopt such new and additional bylaws as may be necessary and proper, subject to the
 558 power of the shareholders to adopt, amend, or repeal such bylaws as set forth in Article VII, Section 7.01 of these bylaws ~~or to~~
 559 ~~revoke the delegation of authority of the directors~~ as provided by law, ~~or~~ as ~~otherwise~~ limited in Article VII, Section 7.02 of these
 560 bylaws.

561
 562 Section 3.02 Number of Directors.
 563

564 (a) The authorized number of directors shall not be less than seven nor more than 17. The exact authorized number of directors shall be
 565 fixed from time to time, within the limits specified in this Section 3.02 ~~(b)~~, by the board ~~of directors~~, or by a bylaw or amendment
 566 thereof duly adopted by the vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is
 567 present, or by the written consent of the holders of a majority of the outstanding shares entitled to vote. The board shall include three
 568 members who are neither dentists nor employees of the corporation.

569
 570 (b) Subject to ~~the foregoing provisions for changing~~ Section 3.02 (a) above, the authorized number of directors of this corporation shall
 571 be 16; 15 of which shall be elected, voting members and one designated non-voting member, who shall be the person holding the

Rationale

540-542. Consistency and removal of unnecessary language/clarification

547. Legal term addition

558-559. Removal per legal review

565. Correction

567-568. Clarification of current practice

570-577. Clarification of current practice

572 ~~office of~~ president and chief executive officer of the corporation. ~~The only exception occurs. Notwithstanding the forgoing,~~ during
 573 years when ~~the~~ there is an immediate past chair, who is not otherwise a member of the board, such person shall be ~~selected~~added as
 574 ~~another a second designated,~~ non-voting ~~board~~ member. ~~In those years, of the board, and~~ the authorized number of directors of ~~the~~
 575 this corporation shall be increased to 17, consisting of 15 voting and two non-voting members. ~~For purposes of determining the~~
 576 ~~presence of a quorum, as provided herein, the non-voting members shall not be considered as part of the authorized number of~~
 577 ~~directors. The board of directors shall include three nondentist nonemployee directors.~~

579 Section 3.03 Election and Removal of Directors. The directors shall be elected at each annual meeting of shareholders, but if any such
 580 annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the shareholders held
 581 for that purpose. Each director, including a director elected to fill a vacancy, shall hold office until ~~his a~~ successor is elected, except as
 582 otherwise provided by statute. Any or all of the directors may be removed with or without cause ~~at any special meeting, in accordance with~~
 583 the applicable provisions of the ~~shareholders held for that purpose~~ California General Corporation Law, as amended from time to time.

585 Section 3.04 Vacancies. Vacancies in the board ~~of directors,~~ including any vacancy created by the removal of a director, may be filled only
 586 by a vote of the shareholders at a special meeting held for that purpose.

588 Article IV -- MEETINGS OF DIRECTORS

589
 590 Section 4.01 Place of Meetings. Regular meetings of the board ~~of directors~~ shall be held ~~at~~ any place within or without the State of
 591 California that has been designated from time to time by the board ~~of directors.~~ In the absence of such designation, regular meetings shall be
 592 held at the principal executive office of the corporation. Special meetings of the board ~~of directors~~ may be held at any place within or without
 593 the State of California which has been designated in notice of the meeting, or, if not designated in the notice or if there is no notice, at the
 594 principal executive office of the corporation.

596 Section 4.02 Regular Meetings. Regular meetings of the board ~~of directors~~ shall be held without call on such ~~date and~~ time and place as may
 597 be fixed by the board ~~of directors;~~ provided, however, that should any such day fall on a legal holiday, then said meeting shall be held at the
 598 same time on the next day thereafter ensuing which is not a legal holiday. Notice of regular meetings of the directors is hereby dispensed with
 599 and no notice whatever of any such meeting need be given, provided that notice of any change in the time or place of regular meetings shall be
 600 given to all of the directors in the same manner as notice for special meetings of the board ~~of directors.~~ Immediately following each annual
 601 meeting of the shareholders, the board ~~of directors~~ shall hold a regular meeting for the election of officers, except the ~~board~~ chair elect who
 602 shall be elected in the manner set forth in Article V, Section 5.08, and the transaction of other business.

604 Section 4.03 Special Meetings of Directors; Notice Provisions. Special meetings of the board ~~of directors~~ for any purpose or purposes may
 605 be called at any time by the board chair or vice chair or president or, ~~if all three are absent or are unable or refuse to act,~~ by any two directors.
 606 Notice Special meetings of the ~~time and place of special meeting~~ board shall be held upon four days notice by mail or 48 hours notice
 607 delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation to each director, ~~or~~
 608 ~~sent by first-class mail or telegram or facsimile transmission or e-mail, charges prepaid, addressed to the director at the address as it appears~~
 609 ~~upon the records of the corporation or, if it is not so shown on the records and is not readily ascertainable, at the place at which the meetings~~
 610 ~~of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least seven days prior to the~~
 611 ~~time of the holding of the meeting. In case such notice is telegraphed, sent by facsimile transmission or e-mailed, it shall be delivered to a~~

Rationale
579-583. Clarification
585-602. Consistency
604-619. Less restrictive requirement, matches legal requirement

612 ~~common carrier for transmission to the director or actually transmitted by the person giving the notice by electronic means to the director at~~
613 ~~least 48 hours prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone as above provided, it~~
614 ~~shall be so delivered at least 24 hours prior to the time of the holding of the meeting. Any notice given personally or by telephone may be~~
615 ~~communicated to either the director or to a person at the office of the director whom the person giving the notice has reason to believe will~~
616 ~~promptly communicate it to the director. Such deposit in the mail, delivery to a common carrier, transmission by electronic means or delivery,~~
617 ~~personally or by telephone, as above provided, shall be deemed, legal and personal notice to such directors.~~ The notice need not specify the
618 place of the meeting if the meeting is to be held at the principal executive office of the corporation, and need not specify the purpose of the
619 meeting.

620
621 Section 4.04 Participation by Telephone or Other Means. Members of the board may participate in a meeting through use of a conference
622 telephone, electric video screen participation or electronic transmission by and to the corporation in accordance with the applicable provisions
623 of the California General Corporation Law.

624
625 Section 4.05 Quorum. Presence of a majority of the authorized number of voting directors at a meeting of the board ~~of directors~~ constitutes a
626 quorum for the transaction of business, except as hereinafter provided. A meeting at which a quorum is initially present may continue to
627 transact business notwithstanding withdrawal ~~of directors~~, provided that any action taken is approved by at least a majority of the required
628 quorum for such meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time
629 and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the
630 time of the adjourned meeting to the directors who were not present at the time of the adjournment.

631
632 Section 4.06 Waiver of Notice. The transactions of any meeting of the board ~~of directors~~, however, called or noticed or wherever held, shall
633 be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting,
634 each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof.
635 All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a
636 meeting shall also be deemed duly given to any director who attends the meeting without protesting, prior thereto or at its commencement, the
637 lack of notice to such directors.

638
639 Section 4.07 Action by Written Consent. Any action required or permitted to be taken by the board ~~of directors~~, may be taken without a
640 meeting if all voting members of the board shall individually or collectively consent in writing to such action- and if the number of members
641 of the board serving at the time constitutes a quorum. Such written consent or consents shall be filed with the minutes of the proceedings of
642 the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

643
644 Section 4.08 Meetings and Actions of Board Committees. The provisions of this Article IV shall also apply, with necessary changes in
645 points of detail, to committees ~~of designated by~~ the board ~~of directors~~, if any, and to actions by such committees (except for the first sentence
646 of Section 4.02 of Article IV, which shall not apply, and except that special meetings of a committee may also be called at any time by any
647 two members of the committee), unless otherwise provided by these the bylaws or by the resolution of the board ~~of directors~~ designating such
648 committees. For such purpose, references to “the board” or “the board of directors” shall be deemed to refer to each such committee and
649 references to “directors” and “members of the board” shall be deemed to refer to members of the committee. Committees of the board ~~of~~
650 ~~directors~~ may be designated, and shall be subject to the limitations on their authority, as provided in Section 311 of the General Corporation
651 Law.

Rationale

625-637. Consistency

639-642. Clarification

644-651. Consistency

652 Article V -- OFFICERS
 653
 654 Section 5.01 Officers; Election. The officers of the corporation shall be: a board chair and a vice chair, a president, vice president, a chief
 655 financial officer, and a secretary/treasurer. The corporation may also have, at the discretion of the board ~~of directors~~, a chair-elect, one or
 656 more assistant secretaries, one or more assistant treasurers, and such other officers as may be designated from time to time by the board ~~of~~
 657 ~~directors~~. Any number of offices may be held by the same person. The officers shall be elected by the board ~~of directors~~ and shall hold office
 658 at the pleasure of such board, provided that if the chair of CDA Holding Company, Inc. is a director of the corporation, ~~the chair of the CDA~~
 659 ~~Holding Company, Inc. such person~~ shall ~~be elected~~ serve as vice chair, but shall not serve in any other officer capacity ~~as an officer~~.
 660
 661 Section 5.02 Board Chair. The board chair, if present, shall preside at all meetings of the board ~~of directors~~ and the shareholders and
 662 exercise and perform such other powers and duties as may be from time to time assigned by the board ~~of directors~~ or prescribed by ~~these the~~
 663 bylaws.
 664
 665 Section 5.03 President. Subject to such powers and duties, if any, as may be prescribed by these bylaws or the board ~~of directors~~ for the
 666 board chair, if there be such officer, the president shall be the general manager and chief executive officer of the corporation and shall, subject
 667 to the ~~control~~ authority of the board ~~of directors~~, have general supervision, direction and control of the business and officers of the
 668 corporation. The president shall have all of the powers and shall perform all of the duties ~~which that~~ are ordinarily inherent in the office of the
 669 president, and shall have such further powers and shall perform such further duties as may be prescribed by the board ~~of directors~~. ~~The Upon~~
 670 ~~direction of the board, the~~ president shall make such reports to the chair of ~~the~~ CDA Holding Company, Inc. as ~~the chair of the CDA Holding~~
 671 ~~Company, Inc. deems necessary requested~~. The president shall be entitled to attend all meetings of the board ~~of directors~~, including executive
 672 sessions, except executive sessions involving the president's evaluation and/or compensation.
 673
 674 Section 5.04 Vice Chair. The vice chair shall assist the chair and shall perform such other duties as from time to time may be prescribed by
 675 the board ~~of directors~~ or ~~these the~~ bylaws. In the absence of the chair ~~from for~~ a meeting, the vice chair shall preside at the meeting. ~~The vice~~
 676 ~~chair shall not be actively involved in or control the day to day operating functions of the corporation.~~
 677
 678 Section 5.05 Vice President. In the absence or disability of the president, the vice presidents in order of their rank as fixed by the board or,
 679 if not ranked, the vice president designated by the board, shall perform all the duties of the president, and when so acting shall have all the
 680 powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other
 681 duties as from time to time may be prescribed for them respectively by the board.
 682
 683 Section 5.06 Chief Financial Officer. The chief financial officer of the corporation shall keep and maintain, or cause to be kept and
 684 maintained, adequate and correct books and records of account of the corporation. The chief financial officer shall receive and deposit all
 685 monies and other valuables belonging to the corporation in the name and to the credit of the corporation and shall disburse the same only in
 686 such manner as the board ~~of directors~~ or the appropriate officers of the corporation may from time to time determine, shall render to the
 687 president and the board ~~of directors~~, whenever they request it, an account of all the chief financial officer's transactions as chief financial
 688 officer and of the financial condition of the corporation, and the chief financial officer shall perform such further duties as the board ~~of~~
 689 ~~directors~~ may require.
 690

Rationale
654. Addition of vice president (current practice)
661-667. Consistency
669-676. Clarification
678-681. New language, clarification of current practice
683-689. Consistency and renumbering

691 In the absence or disability or refusal to act of the president, the vice president and chief financial officer shall perform all of the duties of the
692 president and when so acting shall have all the powers of and be subject to all the restrictions upon the president.

693
694 Section 5.06 07 Secretary/Treasurer. In the ~~absence or event of the~~ disability ~~or refusal to act~~ of the board chair, the secretary/treasurer shall
695 perform all of the duties of the board chair, except as provided in Section 5.04 of this article, and when so acting shall have all the powers of,
696 and be subject to all the restrictions upon, the board chair.

697
698 The secretary/treasurer shall keep or cause to be kept at the principal executive office of the corporation or such other place as the board ~~of~~
699 ~~directors~~ may order, a book of minutes of all proceedings of the shareholders, the board ~~of directors~~ and committees of the board, with the
700 time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at
701 directors' and committee meetings, and the number of shares present or represented at shareholders' meetings. The secretary/treasurer shall
702 keep or cause to be kept at the principal executive office or at the office of the corporation's transfer agent a record of shareholders or a
703 duplicate record of shareholders showing the names of the shareholders and their addresses, the number of shares and classes of shares held by
704 each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for
705 cancellation. The secretary/treasurer or an assistant secretary/treasurer, or, if they are absent or unable or refuse to act, any other officer of the
706 corporation, shall give or cause to be given notice of all the meetings of the shareholders, the board ~~of directors~~ and committees of the board
707 required by ~~these the~~ bylaws or by law to be given, and that person shall keep the seal of the corporation, if any, in safe custody and shall have
708 such other powers and perform such other duties as may be prescribed by the board ~~of directors~~ or by ~~these the~~ bylaws.

709
710 The secretary/treasurer shall also have general supervisory authority over the financial and investment activities of the corporation and shall
711 act as liaison between the board ~~of directors~~ and the chief financial officer.

712
713 Section 5.07 08 Assistant Secretaries and Assistant Treasurers. It shall be the duty of the assistant secretaries and the assistant treasurers to
714 assist the secretary/treasurer in the performance of the secretary/treasurer's duties and generally to perform such other duties as may be
715 delegated to them by the board ~~of directors~~, and in the order of their seniority, shall, in the absence or disability of the secretary or treasurer, to
716 perform the duties of the secretary or treasurer as the case may be and when so acting shall have all the powers of and be subject to all of the
717 restrictions upon the secretary/treasurer.

718
719 Section 5.08 09 Chair-Elect. The board ~~of directors~~, at its regular meeting ~~next preceding~~ immediately following the annual meeting of the
720 shareholders of the corporation, shall elect, from a list of nominees for the board ~~of directors~~ provided ~~to the board~~ by the shareholders, a
721 member of the board (who may be the ~~then-current~~ board chair) to serve as board chair, to take office immediately following the next annual
722 meeting of the shareholders ("chair-elect"). If the shareholders fail to elect or re-elect, as the case may be, the chair-elect ~~to, then~~ the board ~~of~~
723 ~~directors, then the board of directors~~ shall elect a new board chair at the regular meeting of the board ~~of directors~~ immediately following the
724 annual meeting of the shareholders. The chair-elect as such shall have no powers or responsibilities except such as from time to time may be
725 prescribed by the board ~~of directors~~ or by ~~these the~~ bylaws. Notwithstanding this section, the board ~~of directors~~ shall have the right to remove
726 the board chair pursuant to Section 3.01 of Article III and elect a new board chair.

727
728 Article VI -- INDEMNIFICATION OF DIRECTORS AND OFFICERS
729

Rationale
691-696. Renumbering,
consistency, and removal
of legally unnecessary
provision regarding
refusal to act

707-715. Clarification

719-722. Clarification

723-726. Consistency and
clarification

730 Section 6.01 Agents, Proceedings and Expenses. For ~~the~~ purposes of this article, “agent” means any person who is or was a director or
 731 officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another foreign or domestic
 732 corporation, partnership, joint venture, trust or other enterprise, or was a director or officer of a foreign or domestic corporation which was a
 733 predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any
 734 threatened, pending or completing action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes,
 735 without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Section 6.04 or ~~Section~~ 6.05(c) of this
 736 article.

737
 738 Section 6.02 Actions Other Than by the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be
 739 made a party, to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor) by reason of the
 740 fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and
 741 reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to
 742 be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that
 743 person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its
 744 equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably
 745 believed to be in the best interests of the corporation or that the person had a reasonable cause to believe that the person’s conduct was
 746 unlawful.

747
 748 Section 6.03 Actions by the Corporation. The corporation shall indemnify any person who was or is a party, or is threatened to be made a
 749 party, to any threatened, pending or completed action by or in the right of the corporation by reason of the fact that such person is or was an
 750 agent of the corporation, against any expenses actually and reasonably incurred by that person in connection with the defense or settlement of
 751 the action, and any amounts paid by him or her in settlement thereof; provided the person to be indemnified acted in good faith, in a manner
 752 he or she believed to be in the best interests of the corporation and its shareholders. However, no indemnification shall be made under this
 753 Section 6.03 for any of the following:

- 754
- 755 (a) In respect to any claim, issue or matter as to which that person shall have been adjudged to be liable to the corporation in the
 756 performance of that person’s duty to the corporation, unless and only to the extent that the court in which that proceeding is or was
 757 pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably
 758 entitled to indemnity for the expenses which the court shall determine;
- 759
- 760 (b) Of amounts paid in settling or otherwise disposing of a pending action without court approval; or
- 761
- 762 (c) Of expenses incurred in defending a pending action ~~which that~~ is settled or otherwise disposed of without court approval.
- 763

764 Section 6.04 Successful Defense by Agent. To the extent that an agent of ~~the this~~ corporation has been successful on the merits in defense of
 765 any proceeding referred to in Sections 6.02 or 6.03 of this article, or in defense of any claim, issue or matter therein, the agent shall be
 766 indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

767

Rationale

762-766. Consistency and clarification

768 Section 6.05 Required Approval. Except as provided in Section 6.04 of this article, any indemnification under this article shall be made by
769 ~~the this~~ corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances
770 because the agent has met the applicable standards of conduct set forth in Sections 6.02 or 6.03 of this article, by:

771 (a) A majority vote of a quorum consisting of directors who are not parties to such proceedings;

772

773 (b) If such a quorum of directors is not obtainable, by independent legal counsel in a written opinion:

774

775 ~~(c)(b)~~ Approval or ratification by the affirmative vote of a majority of the shares of the corporation entitled to vote represented at a
776 duly held meeting at which a quorum is present or by the written consent of holders of a majority of the outstanding shares entitled to vote
777 or;

778

779 ~~(d)(e)~~ The court in which the proceeding is or was pending, on application made by the corporation or the agent or the attorney or
780 other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is
781 opposed by the corporation.

782

783

784 Section 6.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation before the final
785 disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay ~~such amount unless the advance if~~ it shall be
786 determined ultimately that the agent is ~~entitled not qualified~~ to be indemnified as authorized in this article.

787

788 Section 6.07 Directors and Contractual Rights.

789

790 (a) The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent possible under
791 California law.

792

793 (b) Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of ~~the this~~
794 corporation or any subsidiary hereof may be entitled by contract or otherwise.

795

796 Section 6.08 Limitations. No indemnification or advance shall be made under this article, except as provided in Sections 6.04 or 6.05(c), in
797 any circumstance where it appears:

798

799 (a) That such indemnification would be inconsistent with a provision of the articles, bylaws, a resolution of the shareholders, or an
800 agreement in effect at the place of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were
801 incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

802

803 (b) That such indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

804

805 Section 6.09 Insurance. ~~Upon and in the event of a determination by the. The~~ board ~~of directors of~~ may adopt a resolution authorizing the
806 ~~corporation to~~ purchase ~~such insurance, the corporation shall purchase and maintain and maintenance of~~ insurance on behalf of any agent of

Rationale
774. Consistency with TDIC Bylaws
785-786. Consistency and clarification
805-808. Consistency with TDIC Bylaws

807 the corporation against any liability asserted ~~against~~ or incurred by the agent in such capacity or arising out of the agent’s status as such
 808 whether or not ~~the this~~ corporation would have the power to indemnify the agent against ~~such that~~ liability under the provisions of this section.
 809
 810 Section 6.10 Fiduciaries of Corporate Employee Benefit Plan. This article does not apply to any proceeding against any trustee, investment
 811 manager, or other fiduciary of an employee benefit plan in that person’s capacity as such, even though that person may also be an agent of the
 812 corporation as defined in Section 6.01 of this article. The board ~~of directors~~ shall have the power to indemnify such a trustee, investment
 813 manager, or other fiduciary to the extent permitted by applicable law.
 814
 815 Section 6.11 Other Indemnification. The provisions of this Article VI shall not be deemed exclusive of any other provisions for
 816 indemnification or advancement of expenses of directors, officers, employees, fiduciaries and other agents that may be provided by the articles
 817 of incorporation or any statute, bylaw, agreement, general or specific action of the board ~~of directors~~, vote of shareholders or other document
 818 or arrangement.
 819
 820 Article VII -- AMENDMENTS
 821
 822 Section 7.01 Amendments by Shareholders. New bylaws may be adopted or these bylaws may be amended or repealed by the affirmative
 823 vote or written consent of a majority of the outstanding shares entitled to vote, except as otherwise provided by law or by the articles of
 824 incorporation or these bylaws.
 825
 826 Section 7.02 Amendments by Directors. Subject to the right of shareholders as provided in Section 7.01 ~~of this article~~ to adopt, amend or
 827 repeal bylaws, and except as otherwise provided by law or by the articles of incorporation, bylaws may be adopted, amended or repealed by
 828 the board, other than a bylaw ~~or~~ amendment ~~thereof~~ changing the authorized maximum or minimum number of directors, ~~may be adopted,~~
 829 ~~amended or repealed by the board of directors, except provided~~ that the provisions of Article III, Section 3.02(a) and Article VII may only be
 830 amended or repealed by affirmative vote or written consent of a majority of the outstanding shares entitled to vote.
 831
 832 Article VIII -- ANNUAL REPORT
 833
 834 Section 8.01 Report to the Shareholders. The ~~corporation shall send an~~ annual report to ~~the~~ shareholders ~~not later than 120 days after the~~
 835 ~~close referred to in Section 1501~~ of the ~~corporation’s fiscal year. Such report shall contain a balance sheet~~ California General Corporation Law
 836 is expressly waived, but nothing herein shall be interpreted as ~~of the end of such fiscal year and an income statement and statement of changes~~
 837 ~~in financial position for such fiscal year, accompanied by a report thereon of independent accountants~~ prohibiting the board from issuing
 838 annual or other periodic reports to shareholders.
 839
 840 Article IX -- DIVIDENDS
 841
 842 Section 9.01 Tax Dividends. The directors ~~of the corporation will meet quarterly and, after consultation with the chief financial officer of the~~
 843 ~~shareholder, may~~ declare ~~such dividends as may be necessary to make its required tax payments of the consolidated/combined group.~~
 844 ~~Section 9.02—Other Dividends. Any a~~ dividend to be paid by the corporation, other than a tax dividend described in Section 9.01 of this
 845 ~~article, shall be declared by the board of directors no earlier than October 1 and no later than November 30 and shall be payable no earlier than~~

Rationale
812-817. Consistency
826-830. Clarification
834-838. Consistency with legal requirement
842-847. Consistency with legal requirement allowing greater flexibility

846 ~~January 15 of the following year~~ distribution to the shareholders ~~of record on the date of declaration.~~, from time to time, in accordance with
847 the applicable provisions of the California General Corporation Law and the California Insurance Code.
848
849 Article X -- MISCELLANEOUS
850
851 Section 10.01 Representation of Shares of Other Corporations. Shares of other corporations standing in the name of the corporation may be
852 voted or represented and all incidents thereto exercised on behalf of the corporation by the board chair, or the president.
853
854 Section 10.02 Fiscal Year. The fiscal year of the corporation shall end on the last day of December.
855
856 Section 10.03 Execution of Documents. The board ~~of directors~~ may, in its discretion, determine the method and by resolution designate
857 the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name
858 without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the corporation.

Rationale

856. Consistency

TDIC BYLAWS
(Amendments Adopted Per Resolution 39-2010-H)

25
26
27

28 Article II. Board of Directors...

29 Section 3.02 Number of Directors.

30

31 (a) The authorized number of directors shall not be less than seven nor more than ~~17~~18. The exact authorized number
32 of directors shall be fixed from time to time, within the limits specified in this Section 3.02(b), by the board of
33 directors, or by a bylaw or amendment thereof duly adopted by the vote of a majority of the shares entitled to vote
34 represented at a duly held meeting at which a quorum is present, or by the written consent of the holders of a
35 majority of the outstanding shares entitled to vote.

36 (b) Subject to the foregoing provisions for changing the authorized number of directors, the authorized number of
37 directors of this corporation shall be ~~16~~17, ~~15~~16 voting and one non-voting member who shall be the president
38 and chief executive officer of the corporation. The only exception occurs during years when the immediate past
39 chair shall be selected as another non-voting board member. In those years, the authorized number of directors of
40 this corporation shall be ~~17~~18, ~~15~~16 voting and two non-voting members. For purposes of determining the
41 presence of a quorum, as provided herein, the non-voting members shall not be considered as part of the authorized
42 number of directors. The board of directors shall include three nondentist-nonemployee directors.

TDIC INSURANCE SOLUTIONS BYLAWS
(Amendments Adopted Per Resolution 39-2010-H)

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26
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28 Article II. Board of Directors...

29 Section 3.02 Number of Directors.

30

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