



Minutes of the 41st Annual Session of the California Dental Association (CDA) House of Delegates

Newport Beach Marriott Hotel & Spa
November 9-11, 2012

First Session of the 2012 House of Delegates

1. **Call to Order:** The first session of the 41st annual session of the House of Delegates (house) was called to order by the Speaker of the House (speaker), Alan L. Felsenfeld, DDS on Friday, November 9, 2012 at 8:00 a.m.
 - a. **Presentation of Colors:** The California State Fullerton Army Reserve Officer Training Corp presented the colors of our flags.
 - b. **Pledge of Allegiance:** Karen Watanakeeree, delegate from Loma Linda University School of Dentistry, led the house in reciting the Pledge of Allegiance.
 - c. **National Anthem:** Antigone Skoulas, DDS, delegate from the Western Los Angeles Dental Society, joined the *a capella* music duo: Ben McLain and Paul Peglar in the singing of the *Star Spangled Banner*.
2. **Introduction of Distinguished Guests:** Dr. Felsenfeld introduced the officers of the association and ADA President Robert A. Faiella, DMD, MMSC as well as welcomed past leaders and representatives from the ADA recognized specialty organizations as CDA's distinguished guests.
3. **Report of the Committee on Credentials:** Secretary Walter G. Weber, DDS, also serving as chair of the Committee on Credentials, presented the report of the committee as well as established that a quorum was present.
4. **Report of the Committee on Rules and Order:** Giancarlo Santos, chair of the Committee on Rules and Order presented the report of the committee. Consequently, the house adopted the 41st annual session house agenda as Resolution 22-2012-H by card vote as follows:

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 9, 2012 at 8:30 a.m. for the address by the ADA President
- Sunday, November 11, 2012 at 8:15 a.m. for the installation of CDA officers, trustees and chairs

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.

5. **Special Order of Business – Address by ADA President:** ADA president, Dr. Faiella, addressed the house.
6. **Reports and Resolutions:** Dr. Felsenfeld announced the following reports and resolutions submitted for consideration by the house through reference committees.

Reference Committee 1

- Report of the ADA 13th District Trustee
- Resolution 16-2012-H: Improved Understanding of the Capacity of the Dental Care System in California submitted by the San Diego County Dental Society

Reference Committee 2

- Resolution 17-2012-H: Salt Fluoridation submitted by the San Francisco Dental Society
- Resolution 18-2012-H: Student Participation at CDA Cares Events submitted by the student delegation

7. **Adjournment of the First Session of the House:** Dr. Felsenfeld declared the meeting of the first session of the house adjourned at 8:56 a.m.

Second Session of the 2012 House of Delegates

1. **Call to Order:** The second session of the 41st annual session of the house was called to order by Dr. Felsenfeld on Friday, November 9, 2012 at 1:00 p.m.
2. **Report of the Committee on Credentials:** Dr. Weber established that a quorum was present.
3. **Report of the President:** Daniel G. Davidson, DMD presented his report and introduced the “Year in Review” video presentation.
4. **Report of the Treasurer:** Clelan G. Ehrler, DDS presented his report.
5. **Report of the Secretary:** Dr. Weber presented his report.
6. **Report of the Editor:** Kerry K. Carney, DDS presented her report.
7. **Report of the Executive Director:** Peter A. DuBois presented his report.
8. **Report of the ADA Thirteenth District Trustee:** Carol G. Summerhays, DDS presented her report.
9. **Nominations**
 - a. **Board Report 1 (Elections to Council, Committee, CDA Presents Board of Managers, ADA Delegation):** Dr. Weber presented Board Report 1, which contained the nominations for councils, committee, CDA Presents Board of Managers (board of managers) and a slate of delegates and alternate delegates to the ADA House of Delegates (ADA house).

Dr. Weber informed the house of an issue relative to the slate of Thirteenth District Delegation alternate delegates for the 2013 ADA house, which resulted from a number of ADA delegates retiring or moving into *ex officio* positions. Hence, the rules relative to the notification of changes to the slate of ADA alternate delegates candidates were temporarily suspended to allow 20 additional nominations (nominated by the Board of Trustees at their special November 6, 2012 meeting) and any nominees from the floor to be considered by the house for election in order to maintain the strength within the Thirteenth District Delegation to the ADA.

Consequently, the house adopted the entirety of Board Report 1 (as amended) and concluded the issue for which the rules were suspended. The additions to the ADA alternate delegate elected slate included:

- Myron J. Bromberg, DDS – San Fernando Valley Dental Society
- R. Del Brunner, DDS – Santa Barbara-Ventura County Dental Society
- Steven L. Cohen, DDS – Santa Clara County Dental Society
- Naomi L. Ellison, DDS – Western Los Angeles Dental Society
- Paula G. Elmi, DMD – San Gabriel Valley Dental Society
- Devang M. Gandhi, BDS – Los Angeles Dental Society
- Edward T. Graham, DDS – San Joaquin Dental Society
- Julie L. Greenlaw-O'Toole, DDS – Contra Costa Dental Society
- LaJuan Hall, DDS – Contra Costa Dental Society

- Arlene Lee, DDS – Los Angeles Dental Society
- Jeffrey D. Lloyd, DDS – Tri-County Dental Society
- Stephen M. Lojeski, DDS – San Gabriel Valley Dental Society
- Robert D. Lynds, DDS – Central Coast Dental Society
- Gerald M. Middleton, DDS – Tri-County Dental Society
- Nader A. Nadershahi, DDS – Marin County Dental Society
- Al Ochoa, DDS – Tri-County Dental Society
- Melanie Parker, DDS – San Diego County Dental Society
- W. Thomas Pelton, DDS – Butte-Sierra District Dental Society
- John M Pisacane, DMD – Santa Clara County Dental Society
- Robert D. Stevenson, DDS – Tri-County Dental Society
- George J. Stratigopoulos, DDS – San Diego County Dental Society
- Janice M. Sugiyama, DDS – Santa Barbara-Ventura County Dental Society
- Alice H. Tai, DDS – Contra Costa Dental Society
- Mark I. Taira, DDS – Western Los Angeles Dental Society

- b. Nominating Committee Report (Nomination of CDA Officers): M. Sadegh Namazikhah, DMD, MSED, chair of the Nominating Committee, presented the report of the committee, which contained the following nominated officers for the association:

President-Elect..... James D. Stephens, DDS
Vice President Walter G. Weber, DDS
Secretary Kenneth G. Wallis, DDS
Speaker of the House Alan L. Felsenfeld, DDS

As there were no contested positions for these positions, the officer nominations were declared elected.

10. **Honorary Member Elections:**

- a. Mary Raasveld: Donald J. Orme, DDS, chair of Reference Committee 1, presented the committee's recommendation that the house elect Mary Raasveld as an honorary member of CDA. Resolution 8-2012-H, as submitted by the Board of Trustees, was adopted by card vote as follows:

Resolved, that retiring Harbor Dental Society executive director Mary Raasveld be elected as an honorary member in the California Dental Association.

- b. Vicki Utt: Dr. Orme also presented the committee's recommendation that the house elect Vicki Utt as an honorary member of CDA. Resolution 9-2012-H, as submitted by the Board of Trustees, was adopted by card vote as follows:

Resolved, that retiring Kern County Dental Society executive director Vicki Utt be elected as an honorary member in the California Dental Association.

11. **CDA Foundation Presentation of Awards:** Donald P. Rollofson, DMD, chair of the CDA Foundation (foundation), introduced the 2012 Student Loan Repayment Grant recipient, Kongsab La Hatlavongsa, DDS.
12. **CDA Cares Video:** Dr. Rollofson introduced the CDA Cares video.
13. **Distinctive Updates:** Dr. Felsenfeld introduced the following distinctive updates.
 - a. **Leadership Development Committee:** Gary L. Dougan, DDS, MPH, Leadership Development Committee (LDC) chair and Carliza A. Marcos, DDS, LDC vice chair, presented the house with activities associated with the 2013 recruitment cycle and the Leadership Education Conference.
 - b. **Ad Council:** Dr. Carney presented the house with the work CDA is supporting with the Ad Council on oral health literacy.
 - c. **ADA Political Action Committee (ADPAC):** Matthew J. Campbell, Jr., DDS, ADPAC 13th district representative, addressed the house on what ADPAC means to California.
 - d. **Component Centennial Anniversary:** Dr. Davidson congratulated the Fresno-Madera Dental Society and the San Joaquin Dental Society for being in existence for 100 years.
14. **New Business:** Dr. Felsenfeld announced that the deadline for components to submit new business, amendments or substitute resolutions was noon on Saturday, November 10, 2012.
15. **Closed Session – Legal Matters:** A closed session was not necessary; therefore, Alison Sandman, General Counsel, provided an update on legal matters in open session.
16. **Adjournment of the Second Session of the House:** Dr. Felsenfeld declared the meeting of the second session of the house adjourned at 3:18 p.m.

Third Session of the 2012 House of Delegates

1. **Call to Order:** The third session of the 41st annual session of the house was called to order by Dr. Felsenfeld on Saturday, November 10, 2012 at 1:30 p.m.
2. **Report of the Committee on Credentials:** Dr. Weber established that a quorum was present.
3. **Presentation of Priority Agenda:** Dr. Felsenfeld, in consultation with the reference committee chairs and president, determined that there were no items requiring prioritization outside of the reference committee presentation of resolutions. Rather, with the consent of the house, the items were prioritized within the reference committee resolution presentations.
4. **Reports of Reference Committees:** The reference committee chairs presented the reference committee report and recommendations on the submitted resolutions.
 - a. **Reference Committee 1, presented by chair Dr. Orme:** Reference Committee 1 prioritized the following resolutions: resolution 4, resolution 11, and resolution 16. Resolution 11 was prioritized and, with the permission of the house, tabled definitely to occur immediately preceding the discussion of the budget (resolution 15). The remaining resolutions were considered in numerical order.

1. **Nominations to Subsidiary Operating Company Board of Directors.** Resolution 1-2012-H, as submitted by the Board of Trustees, was adopted by card vote as follows:

Resolved, that the attached candidates be selected to serve on TDIC/TDIC Insurance Solutions Board of Directors.

[The adopted list of nominees is attached \[Attachment A\].](#)

2. **Nominations to Fill CDA Holding Company, Inc. Board of Directors Vacancies.** Resolution 2-2012-H, as submitted by the Board of Trustees, was adopted by card vote as follows:

Resolved, that the following candidates are selected as nominees to serve as directors of the CDA Holding Company, Inc.:

President Lindsey A. Robinson, DDS (Butte-Sierra)
Treasurer Clelan G. Ehrler, DDS (Tri-County)
Trustee Geralyn M. Menold, DDS (Monterey Bay)
CDA Executive Director Peter A. DuBois

3. **Thirteenth District Delegation Chair.** Resolution 3-2012-H, as submitted by the Board of Trustees, was amended and subsequently adopted by a vote of 195 (99 percent) to two as follows:

Resolved, that the president appoint the chair of the Thirteenth District Delegation who shall be an ADA delegate and that the term of office shall be one year. The tenure of a chair shall be limited to three terms, which must be served consecutively. One tenure is the maximum service as chair, and be it further

Resolved, that the appropriate changes be made to the CDA Bylaws, Chapter VI, Section 90.A.8 and the General Operating Principles of the Thirteenth District Delegation, Section IV.A as attached.

[The amendments to the CDA Bylaws and the General Operating Principles of the Thirteenth District Delegation are attached \[Attachment B\].](#)

4. Code of Ethics Advisory Opinion. Resolution 4RC was substituted for Resolution 4, as submitted by the Board of Trustees. Then, Resolution 4S1 (an amendment proposed by the San Gabriel Valley Dental Society) was divided as 4S1a (first resolving clause) and 4S1b (second resolving clause).

Resolution 4S1a-2012-H was adopted by card vote as follows:

Resolved, that the CDA Code of Ethics be modified as attached.

Resolution 4S1b was defeated by card vote and Resolution 4RCb-2012-H was adopted by card vote as follows:

Resolved, that the appropriate CDA entity encourage the Dental Board of California to provide clarification of whether social couponing is in compliance with California law.

[The adopted amendments to the CDA Code of Ethics are attached \[Attachment C\].](#)

8. Honorary Membership of Mary Raasveld. Resolution 8-2012-H, as submitted by the Board of Trustees, was adopted by card vote during the second session of the house, as noted under the agendaized honorary member elections.
9. Honorary Membership of Vicki Utt. Resolution 9-2012-H, as submitted by the Board of Trustees, was adopted by card vote during the second session of the house, as noted under the agendaized honorary member elections.
10. Progress Report on Resolution 2RC-2011-H. Resolution 10-2012-H, as submitted by the Board of Trustees, was adopted by card vote as follows:

Resolved, that the Phase 1 strategies progress report of Resolution 2RC-2011-H: Phased Strategies for Reducing the Barriers to Oral Health in California be filed.

[The Access to Care: Phase 1 Strategies progress report is attached \[Attachment D\].](#)

11. General Operating Principles. Resolution 11-2012-H, as submitted by the Board of Trustees (was considered as the second to the last order of business) was editorially amended and adopted by card vote as follows:

Resolved, that the combined General Operating Principles be adopted as attached, rescinding all previous resolutions that established or revised the General Operating Principles of Councils, Committees, Task Forces and the Board of

Managers, General Operating Principles of the Board of Trustees, and the General Operating Principles of the House of Delegates.

[The combined General Operating Principles are attached \[Attachment E\].](#)

16. Improved Understanding of the Capacity of the Dental Care System in California.
Resolution 16RC was substituted for Resolution 16, as submitted by the Board of Trustees. Resolution 16RC-2012-H: Improved Understanding of the Capacity of the Dental Care System in California was adopted by card vote as follows:

Whereas, the data on private-practice and community clinic systems is seven years old; and

Whereas, a different set of data sets and assumptions than those made in the capacity analysis by Dr. Brown, et. al. could have greatly changed the projected availability of excess capacity in the dental care system in California; and

Whereas, the total capacity of the dental care system in California is a rapidly changing value, adjusting to the economic, and regulatory environment in the State; and

Whereas, changes in means to licensure both in the State of California and other states has lowered the barriers to interstate migration;

Therefore, be it:

Resolved, that the president appoint a task force to do the following: 1) to review and re-examine the capacity data and the premises used in the capacity study; and 2) to obtain current data for the State of California to better understand how the capacity responds to forces inside and outside of the profession; and 3) to further evaluate how this clarification of capacity changes could be used to improve access to care for all Californians, and be it further;

Resolved, the task force be comprised of one member each from the Policy Development Council and Government Affairs Council, two at large members, and one member from either the Workforce Research and Forecasting Task Force or Access Workgroup, and be it further;

Resolved, that the task force provide a report to the Board of Trustees and 2013 House of Delegates.

Reference Committee 1 acknowledged the reports provided to the house from the president, treasurer, secretary, editor, executive director, 13th district trustee, CDA Holding Company, Inc., TDIC, TDIC Insurance Solutions, foundation and CalDPAC.

Report of the Treasurer: Dr. Ehrler provided an update on the financial impact of the adopted resolutions.

- b. Reference Committee 2, presented by chair Charlotte L. Senseny, DMD: Reference Committee 2 prioritized the following resolutions: resolution 5, resolution 17, and resolution 18. Resolution 15 was agendaized by the house as the last order of business (conducted by house consent during the third rather than the fourth session). The remaining resolutions were considered in numerical order.

5. Collection of Dues for Applicants. Resolution 5-2012-H, as submitted by the Board of Trustees, was amended and subsequently adopted by a vote of 184 (93 percent) to 14 as follows:

Resolved, that the CDA Bylaws, Chapter II, Section 130.A. be amended as follows: "...The board may exercise its interim authority to authorize promotional dues rates for a limited duration affiliated with membership campaigns. ~~The component shall collect dues from applicants to this association, the component and the ADA.~~ It shall be the responsibility of this association to bill for and process dues and assessments established by the ADA, this association, and the components."

6. New Parliamentary Authority. Resolution 6-2012-H, as submitted by the Board of Trustees, was adopted by a vote of 195 (99 percent) to two as follows:

Resolved, that following adjournment of the 2012 House of Delegates, the parliamentary authority for the California Dental Association be *The American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, and that the CDA Bylaws, Chapter I, Section 50 be amended as attached, and be it further

Resolved, that the secretary and speaker of the House of Delegates be granted authority to approve the minutes of the House of Delegates, at which they presided, and that the CDA Bylaws, Chapter IV, Section 90 be amended as attached, and be it further

Resolved, that candidates be permitted to run for incompatible offices in the same election with any vacancy resulting from immediate resignation to be filled by subsequent re-election, and that the CDA Bylaws, Chapter IX and Chapter X, Section 30 be amended as attached, and be it further

Resolved, that the CDA Bylaws, Chapter X, Section 120 be amended as attached to reflect the existing prohibitions against members of the Committee on Volunteer Placement from being candidates for office.

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

7. Exceptions to Meeting Attendance Policy. Resolution 7-2012-H, as submitted by the Board of Trustees, was adopted by card vote as follows:

Resolved, that the provisions for removal of trustees and members of councils, committees and boards for cause provide exceptions for meeting absences due to religious observances or the carrying out of work assigned to the member by the overseeing bodies or president, and ADA obligations on councils and committees, and be it further

Resolved, that the conditions by which a volunteer must be considered for removal from his or her elected position for cause exclude failure to attend consecutive subcommittee or workgroup meetings, and be it further

Resolved, that the CDA Bylaws, Chapter V, Section 50.B., and Chapter VIII, Section 70.B.4., be amended to reflect this change as attached.

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

12. CDA Charitable Activities Plan. Resolution 12-2012-H, as submitted by the Board of Trustees, was amended and subsequently adopted by card vote as follows:

Resolved, that the evaluation of CDA Cares be filed, and be it further

Resolved, that CDA and the CDA Foundation jointly hold two CDA Cares events in 2013, and be it further

Resolved, that the Evaluation Committee be responsible for the strategic oversight of these events, including determinations of timing and location, and be it further

Resolved that funding in the amount of \$100,000 be provided by CDA from a fund to be determined by the Finance Committee to support both 2013 events, and be it further

Resolved, that a report and any associated recommendations regarding the future support for this program be provided to the Board of Trustees and House of Delegates following the 2013 events.

[The evaluation of CDA Cares is attached \[Attachment H\].](#)

13. 2011-2013 Strategic Plan Extension. Resolution 13, as submitted by the Board of Trustees, was adopted by card vote.

Resolved, that the 2011-2013 CDA Strategic Plan be extended through 2014.

14. Nonpolicy Actions of the Board of Trustees. Resolution 14-2012-H, as submitted by the Board of Trustees, was adopted by card vote as follows:

Resolved, that the Board of Trustees nonpolicy actions as identified in Board Report 3, Attachment D, "Detailed List of 2012 Nonpolicy Actions of the Board of Trustees" be ratified.

15. Summary Presentation of the Budget. This item was agendaized as the final order of business. With the consent of the house, this was conducted during the third, rather than the fourth, session. The summary presentation of the 2013 budget was presented by Dr. Ehrler and considered as the last order of business. Resolution 15-2012-H, as submitted by the Board of Trustees, was adopted by card vote as follows:

Resolved, that the 2013 CDA budget be approved, and be it further

Resolved, that the funds up to \$2,096,613 from strategic reserves be allocated to balance the 2013 operating budget, and be it further

Resolved, that the allocation of \$574,849 from strategic reserves be approved for the 2013 capital budget, and be it further

Resolved, that a notice of a proposed \$1 dues increase be disseminated within the timelines set by the *CDA Bylaws* to provide for possible House of Delegates action requiring funding over surplus.

17. Salt Fluoridation. Resolution 17RC was substituted for Resolution 17, as submitted by the San Francisco Dental Society, was defeated by card vote as noted and stricken below:

~~Resolved, that the appropriate CDA entity evaluate the viability of salt fluoridation as an additional means of distributing fluoride for the prevention of dental caries, and be it further~~

~~Resolved, that a report be provided to the 2013 House of Delegates.~~

18. Student Participation at CDA Cares Events. Resolution 18-2012-H, as submitted by the student delegation, was adopted by card vote.

Resolved, that the appropriate CDA entity investigate the barriers to California dental students with clinical privileges in their last two years providing direct patient care at CDA Cares events, develop strategies to mitigate those barriers, and work with the dental schools and appropriate state entities to address them, and be it further

Resolved, that the result of this evaluation be reported back to the 2013 House of Delegates.

Reference Committee 2 acknowledged the reports provided to the house from the Audit Committee, Committee on the New Dentist, Committee on Volunteer Placement, Council on Endorsed Programs, Council on Membership, Council on Peer Review, Evaluation Committee, Government Affairs Council, Interdisciplinary Affairs Committee, Judicial Council, Leadership Development Committee, Policy Development Council and *CDA Presents* Board of Managers.

Report of the Treasurer: Dr. Ehrler provided an update on the financial impact of the adopted resolutions.

5. **New Business**: Dr. Felsenfeld introduced the following new business resolutions for consideration by the house: resolution 19: Legislative Day, resolution 20: Special Committee on Process Review Implementation and resolution 21: Impact of Social Media and Internet Referral Services on CDA Dentists, which were acted upon as follows:

19. Legislative Day. Resolution 19S1-2012-H, as submitted by the San Fernando Valley Dental Society, was substituted as amended for Resolution 19, and was adopted by card vote as follows:

Resolved, that the appropriate entity of CDA be charged with re-establishing member grassroots legislative activities including education and training for strategic legislative visits.

20. Special Committee on Process Review Implementation. Resolution 20, as submitted by the San Fernando Valley Dental Society, was ruled out of order. The ruling was appealed but was sustained by 131 votes (64 percent) to 74 as follows.

21. Impact of Social Media and Internet Referral Services on CDA Dentists. Resolution 21, as submitted by the Orange County Dental Society, was amended and divided as 21a (first resolving clause) and 21b (second resolving clause).

Resolution 21a-2012-H was adopted by card vote as follows:

Resolved, that the appropriate CDA entity evaluate social media and internet referral services in an effort to ensure the fair business practices by such entities.

Resolution 21b-2012-H was amended and adopted by card vote as follows:

Resolved, that CDA continue to provide guidance and educate members on the ethical and effective use of social media and internet referral services.

Report of the Treasurer: Dr. Ehrler provided an update on the financial impact of the adopted resolutions of new business.

Following this report, with the consent of the house, Dr. Ehrler provided the summary presentation of the budget and Dr. Senseny, Reference Committee 2 chair, presented resolution 15. The budget was subsequently adopted as noted above as Resolution 15-2012-H.

6. Adjournment of the Third Session of the House: Dr. Felsenfeld declared the meeting of the second session of the house adjourned at 5:22 p.m.

Fourth Session of the 2012 House of Delegates

1. **Call to Order:** The fourth session of the 41st annual session of the house was called to order by Dr. Felsenfeld on Sunday, November 11 at 8:00 a.m.
2. **Report of the Committee on Credentials:** Dr. Weber established that a quorum was present.

Reports of Reference Committees / New Business: There being no further business, the house proceeded to the special order of business.
3. **Special Order of Business - Installation of Officers, Trustees and Chairs:** Dr. Felsenfeld introduced Lewis N. Lampiris, DDS, serving as installing officer, to begin the installation of the 2012-2013 officers, trustees and chairs.
 - a. **Installation and Volunteer Recognition:** Dr. Lampiris installed all of the officers, trustees and chairs for the coming year. Additionally, Davidson conducted the recognition of all outgoing leaders.
 - b. **President's Component Presentation:** W. Thomas Pelton, DDS made a presentation on behalf of the Butte-Sierra Dental Society and presented the foundation with a donation in honor of Dr. Robinson.
 - c. **Presidential Address:** Dr. Robinson addressed the house as the newly installed president.
4. **Report of the Treasurer - Funding Decisions Outcome:** There being no further business conducted during this session, no report was presented.
5. **Adoption of Annual Budget for 2013:** This item was conducted during the third session, following all other business, with the consent of the house.
6. **Adjournment of the House of Delegates:** There being no further business, Dr. Felsenfeld declared the meeting of the fourth session of the house adjourned at 9:45 a.m. on November 11, 2012.



Signature of Speaker

12-6-12
Date Signed

November 30, 2012
Date Approved



Signature of Secretary

1/25/13
Date Signed

November 30, 2012
Date Approved

TDIC/TDIC Insurance Solutions Board of Directors
10 Positions Available
One-Year Term
(Adopted per Resolution 1-2012-H)

CVP Recommendations	Component
Philip J. Abeldt, DDS*	Sacramento District
Steven C. Crowson, DMD*	Northern California
Robert C. Daby, DDS*	Sacramento District
Dennis C. De Tomasi, DDS*	Butte-Sierra District
Steven J. Kend, DDS*	Western Los Angeles
Carol J. McCutcheon, DDS*	Santa Clara County
Sanjay Patel, DDS*	Contra Costa
Kevin Stockton (Public Member)*	N/A
The Honorable James L. Brulte (Public Member)	N/A
Kenneth M. Jones (Public Member)	N/A

*Incumbent (eligible to serve another term)

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 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 Bylaws
(Amendments Adopted per Resolution 3-2012-H)

Chapter VI – Elected Officers

Section 90. Duties:

- A. President: It shall be the duty of the president:
1. To serve as an official representative of this association to governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this association.
 2. To serve as chair of the board.
 3. To serve as chair of the Executive Committee.
 4. To call special meetings of the house and the board.
 5. To appoint members of all committees of the house.
 6. To fill vacancies.
 7. To submit an annual report to the house.
 8. To ~~appoint a serve as~~ chair of the delegation who shall be an ADA delegate to the annual meeting of the ADA.
 9. To serve *ex officio* on all councils and committees, except Nominating, Volunteer Placement and Audit, without the right to vote.
 10. To serve as an *ex officio* member of the house without the right to vote.

Rationale

Reflects proposed change to include presidential appointment and a delegate of the ADA delegation.

**General Operating Principles of the Thirteenth District Delegation
(Amendments Adopted per Resolution 3-2012-H)**

IV. Delegation Leadership Positions

A. Chair

The ~~president shall appoint the chair of the 13th District Delegation, who shall be an ADA delegate. The term of office shall be one year. The tenure shall be three consecutive terms chair of the delegation is the CDA president.~~ The chair shall conduct meetings of the Steering Committee and delegation. In the absence of the chair, the CDA president-elect or an individual appointed by the chair shall conduct the meetings. The chair shall make appointments to house positions such as whips, floor managers and sergeants-at-arms. The chair shall also host ADA officer candidates and lead outreach to other delegations.

G. Steering Committee

The composition of the Steering Committee is the CDA Executive Committee, delegation chair, 13th District Trustee, floor managers, and whips.

Rationale

Reflects proposed change to include that the president appoint the chair of the 13th District Delegation for a term of one year, with tenure limited to three consecutive terms.

Reflects the addition of the delegation chair to the composition of the Steering Committee.

**CDA Code of Ethics
(Amendment Adopted per Resolution 4S1A-2012-H)**

Behavioral Principles

Section 1. Service to the Public

Service to the public is the primary obligation of the dentist as a professional person. Service to the public includes the delivery of quality, competent, and timely care within the bounds of the clinical circumstances presented by the patient.

1A. Professional Esteem

While serving the public, a dentist has the obligation to act in a manner that maintains or elevates the esteem of the profession.

1B. Accepting Patients Into the Dental Practice

In serving the public, a dentist may exercise reasonable discretion in accepting patients into the dental practice. However, in keeping with the core value of justice, it is unethical for a dentist to refuse to accept a patient into the practice, deny dental service to a patient, or otherwise discriminate against a patient because of the patient's gender, sexual, racial, religious, or ethnic characteristics.

Advisory Opinions:

1.B.1. Patient Abandonment: Once a dentist has undertaken a course of treatment, the dentist should not discontinue that treatment without giving the patient adequate notice and the opportunity to obtain the services of another dentist. Care should be taken that the patient's oral health is not jeopardized in the process.

1.B.2. Notice of Provider Relocation: Patients treated by a dentist who leaves a dental practice have the right to be informed of the dentist's new contact information. It is unethical to withhold this information, if known, upon the request of a patient or to provide misleading information to patients. If the responsibility for notifying the patients falls to the departing dentist rather than the dental practice, the practice should not interfere with the discharge of these duties by withholding patient lists or other necessary information.

...

Section 7: Billing Practices

A dentist has the obligation to submit any billing for services rendered or to be rendered in a manner which is not fraudulent, deceitful, or misleading.

Advisory Opinions:

7.A.1. *Third Party Benefits:* A dentist shall avoid any representation that causes patients to believe the dentist is a provider for the patient's third party payer if, in fact, the dentist is not.

7.A.2. *Waiver of Copayment:* A dentist who accepts a third party payment under a copayment plan as payment in full, without disclosing to the third party payer that the patient's payment portion will not be collected, may be engaged in overbilling. The essence of this ethical impropriety is deception and misrepresentation; an overbilling dentist makes it appear to the third party payer that the charge to the patient for the services rendered is higher than it actually is.

7.A.3. *Billing For Services Not Rendered:* A dentist shall avoid billing for services not rendered. If payment has been received for a service that is ultimately never rendered, the dentist shall arrange to refund any overpayment immediately.

Section 11. Rebates, Split Fees and Other Fee Arrangements

It is unethical for a dentist to accept or tender "rebates" or "split fees." Other fee arrangements between dentists or other persons or entities of the healing arts which are not disclosed to the patient are unethical.

Advisory Opinion:

11.A.1. *Split Fees in Advertising and Marketing Services:* The prohibition against a dentist's accepting or tendering rebates or split fees applies to business dealings between dentists and any third party, not just other dentists. Thus, a dentist who pays for advertising or marketing services by sharing a specified portion of the professional fees collected from prospective or actual patients with the vendor providing the advertising or marketing services is engaged in fee splitting. The prohibition against fee splitting is also applicable to the marketing of dental treatments or procedures via "social coupons" if the business arrangement between the dentist and the concern providing the marketing services for that treatment or those procedures allows the issuing company to collect the fee from the prospective patient, retain a defined percentage or portion of the revenue collected as payment for the coupon marketing service provided to the dentist and remit to the dentist the remainder of the amount collected.

The prohibition against fee splitting is not applicable to marketing via group advertising or referral services that do not base their fees on the number of referrals or amount of professional fees paid by the patient to the dentist.

Access to Care: Phase 1 Strategies			Project Status
Reporting Period:	January through August 2012	Project Oversight:	Government Affairs Council, Policy Development Council (PDC), Executive Committee
Project Start Date:	December 2011	Funding Source:	TBD
Estimated Project Completion:	Ongoing	Project Sponsor:	Carrie Gordon
		Staff Resources:	Public Policy
PROJECT INFORMATION			
Goal: See <i>Access Proposal: Phased Strategies for Reducing Barriers to Dental Care in California</i>			
Directive:			
<ul style="list-style-type: none"> Resolution 2RC-2011-H Resolution 24S1-2011-H Resolution 1S6-2012-SH <i>Access Proposal: Phased Strategies for Reducing Barriers to Dental Care in California</i> 			
Objectives:			
<ul style="list-style-type: none"> Using the <i>Access Proposal: Phased Strategies for Reducing the Barriers to Dental Care in California</i> as a framework for addressing access to care issues, pursue the strategy recommendations in Phase 1 of the Access Proposal, including sponsoring any necessary legislation. Strategy recommendations in Phases 2 and 3 of the <i>Access Proposal</i> be further developed, drawing on the experience of implementing Phase 1. As Phase 3 is developed, seek to increase the number of general practice residency/advanced education in general dentistry opportunities. 			
Project Success Criteria:			
<ul style="list-style-type: none"> Implementation of Phase 1 recommendations; Success of SB 694 (Padilla) with provisions consistent with Access Proposal and House of Delegates (house) resolutions 			
In Scope:			
<ul style="list-style-type: none"> TBD 			
Out of Scope:			
<ul style="list-style-type: none"> TBD 			
BUDGET/FINANCIAL ANALYSIS			
TBD		Budget Status:	GREEN
RISKS & RISK MITIGATION			
TBD			
SIGNIFICANT PROJECT CHANGE(S)			
TBD			

PROJECT STATUS

Project Status: **GREEN**

December 2011

- SB 694 amended to reflect a general framework for dental director and workforce study, consistent with Access Proposal
- Government Affairs Council supports legislation

January 2012

- Bill receives unanimous approval in all Senate committees
- SB 694 was passed by the Senate with unanimous votes in the policy and fiscal committees and a 34-2 vote on the floor.

February 2012

- CDA position and further action were placed on hold pending the call for the special house.

March 2012

1. State Oral Health Infrastructure: SB 694 has passed the Senate, and is anticipated to be significantly amended in the Assembly, mostly related to the workforce portion of the bill. Financing for the dental director and office must still be secured.
2. Expand capacity within dental public health: The CDA Foundation (foundation) is continuing its student loan repayment program to place dentists in settings where they will care for underserved populations. Further, CDA and the California Primary Care Association (CPCA) are working together to promote Registered Dental Assistant in Extended Functions (RDAEF) education/placement in community clinics. We just discussed an Office of Statewide Health Planning and Development (OSHPD) grant with Ravenswood dental clinic in East Palo Alto – but the grant was not the right fit for the project. We will continue to look for these opportunities.
3. Safety net expansion of dental services: CDA and CPCA are working with the Department of Health Care Services (DHCS) to address DHCS' concerns that a program for Federal Qualified Health Center contracting with private dental providers would be mis-used or lead to fraudulent activity. We have been working with DHCS for some time and anticipate resolution sometime this year.
4. Volunteer provision of care coordination: CDA Cares in Modesto in May and Sacramento in August.
5. Fluoridation: CDA support for community water fluoridation projects in San Diego, Santa Clara county and Sacramento continue. At ~ 63 percent now, when these projects complete, 70 percent of Californians will have access to fluoridated water in their communities. An amazing accomplishment over ~ 10 year period of time.
6. Expand Capacity to provide children's care, especially to young children: The foundation is a partner with the Center for Oral Health (COH) on a CMS Innovation grant to expand a Women, Infants & Children (WIC) preventive dental program, now in Alameda, to eight regions in California. Analysis of 2010 Medicaid claims data of participating children who followed this early preventive care model found a 54 percent savings over one year, \$89.40 per child, compared to Medicaid children in Alameda County who had not participated in the project. If awarded, the foundation will be responsible for provider training for care for very young children. Caries Management by Risk Assessment principles continue to be promoted in early prevention models of care and opportunities to fund and expand Pediatric Oral Health Access Program training remains a priority. Additionally, PDC members, John L. Blake, DDS and Franklin J. Pierce, DDS are participating in a managed risk medical insurance board project, funded by the DentaQuest Foundation, to improve the integration of dental and medical care for young children with the goal of increasing early prevention and improving children's oral health.

7. CDA Foundation support of the access report recommendations is evidenced by the foundation's role in #s 2, 4, 5.
8. Workforce Capacity (Workforce Study) SB 694, which calls for the study proposed in the objective, has passed the Senate, and is anticipated to be significantly amended in the Senate regarding the details of the study. The special house convened on March 3, passing Resolution 1S6-2012-SH, which provides further clarification to guide CDA's advocacy and position on the issue.

May 2012

- CPCA informed CDA that the Department of Health Care Services is ready to approve the Federally Qualified Health Center contract with dentists. Details of how CPCA will work with their clinic members on this are still to be worked out.
- The May 16 CPCA dental clinic directors' meeting agenda included a proposal for CDA and CPCA to work together to promote the RDAEF2s in the California community clinic settings.
- SB 694: CDA communicated CDA policy as established by Resolution 1S6-2012-SH to Senator Padilla. The bill remains in the author's office awaiting amendments. A stakeholder meeting is scheduled for May 21.
- The Board of Trustees (board) will consider three funding strategy options for a workforce study cost estimate at its June 1-2 meeting.
- Dental Director: CDA advocacy staff has been building the case for the dental director concept, meeting regularly with legislative and administration offices.
- CDA Cares was held in Modesto on May 18-19, CDA Cares, expects to provide care to 1500 patients, has hundreds of dental professional and community volunteers, and is supported by more than 70 sponsoring organizations. Eight to ten legislators, federal representatives, and local officials are expected to visit the event over the two days.

June/July 2012

- State Oral Health Infrastructure: CDA continues to educate legislators and policymakers on the need for oral health infrastructure and dental director leadership in California. Specific activities related to the legislative effort for a dental director and state offices of oral health are described in the dental workforce study report below.
On June 6 and 19, CDA presented the need for dental leadership and oral health infrastructure in California to the OSHPD career pathway subcommittee.
- Expand capacity within dental public health: The CPCA dental clinic directors' meeting included discussion of interest in and barriers to clinics utilizing RDAEF2s. Many clinic directors expressed interest if educational and financial barriers were addressed. CDA and CPCA staff is continuing to meet to develop strategies to move this forward.
- The career pathways subcommittee of the OSHPD identified the dental workforce as an area for development. On June 6, CDA provided a presentation on the current dental workforce and promoted several of the access report Phase I recommendations, including building the oral health infrastructure necessary to employ the dental workforce in community-based prevention programs, and promotion of RDAEFs in dental safety net settings. CDA's recommendations to the subcommittee included safety net clinic contracting with private practice dentists to provide care to clinic patients and loan repayment for dentists working in public health. CDA provided a final presentation to the OSHPD workforce subcommittee on June 19. Consequently, the subcommittee adopted these recommendations and will report them to OSHPD.
- Safety net expansion of dental services: The DHCS announced it will approve Federally Qualified Health Center contracting with private practice dentists. Contracting dentists may be, but do not have to be, enrolled Denti-Cal providers. A couple of sites have offered to "pilot" this concept to work out and test contract details. CDA and CPCA staff will continue

to meet to work out the details to move this forward.

- Expand capacity to provide children's care, especially to young children: The COH's CMS Innovation grant to expand the Alameda WIC preventive dental program, on which the foundation was a partner, but was not funded. Additionally, with the California state budget decision to shift all Healthy Families children to the Medi-Cal program, the Managed Risk Medical Insurance board's DentaQuest Foundation, grant project to improve the integration of dental and medical care for young children has been put on hold until further notice.
- Volunteer provision of care coordination: CDA Cares was held in Modesto on May 18-19. Twelve hundred volunteers manned the event, including 226 dentists and 300 allied dental professionals. Seventy-two hundred dental procedures were provided to 1,650 people for an estimated total of 1.2 million dollars of care. A number of local and state elected officials, as well as U.S. Department of Health & Human Services Region IX Director Herb Schultz, attended the event. The next CDA Cares event is in Sacramento, August 24-25.
- Dental Workforce study: Senator Padilla convened stakeholder meetings on May 21 and June 4. Amendments were submitted to stakeholders for review the week of June 11. The bill passed out of Assembly Health Committee on June 26 and the Assembly Business and Professions committee July 3rd. CDA continues to work with the senator's office to ensure bill language is consistent with CDA policy.
- At its June meeting, the board approved funding for development of a cost estimate by the University of San Francisco Dental School for the dental workforce research authorized by Resolution 1S6-2012-SH.

August 2012

- State Oral Health Infrastructure: The vehicle by which CDA sought to achieve this Phase 1 recommendation, SB 694 (Padilla), was unexpectedly held in the Assembly Appropriations Committee in the two weeks prior to the end of the 2012 legislative session. The committee's action stemmed from concerns about the precedent and long-term fiscal implications for the state's general fund of creating a state office of oral health and a state dental director position with private dollars. Subsequently, Senator Padilla sent a letter to CDA, co-signed by Senator Emmerson, that reflects comments Senator Padilla made on the Senate floor on August 31, prior to the close of session. In his floor comments and in the letter, Senator Padilla announced his intention to use the special session on health care reform, expected to be called by the governor in December, as an opportunity to reintroduce and continue to work on the issues contained in SB 694.
CDA communicated appreciation to Senator Padilla and his staff for the Senator's continued commitment to move forward with the dental director in his legislation and indicated that CDA will continue to be supportive of his effort regarding the workforce study as long as it remains in line with the policy parameters established by CDA over the past year. In the months prior to the special session, CDA advocates will continue discussions with the fiscal committees and the Brown administration in an effort to resolve their concerns about the office of oral health/dental director prior to Senator Padilla's introduction of new legislation.
- Expand capacity within dental public health: The CPCA dental clinic directors' meeting included discussion of interest in and barriers to clinics utilizing RDAEF2s. Many clinic directors expressed interest if educational and financial barriers were addressed. CDA and CPCA continue to meet to develop strategies to move this forward.
- The career pathways subcommittee of the OSHPD identified the dental workforce as an area for development. On June 6, CDA provided a presentation on the current dental workforce and promoted several of the access report Phase I recommendations, including building the oral health infrastructure necessary to employ the dental workforce in community-based

prevention programs, and promotion of RDAEFs in dental safety net settings. CDA's recommendations to the subcommittee included safety net clinic contracting with private practice dentists to provide care to clinic patients and loan repayment for dentists working in public health. CDA provided a final presentation to the OSHPD workforce subcommittee on June 19. Consequently, the subcommittee adopted these recommendations and will report them to OSHPD.

- Safety net expansion of dental services: DHCS has approved Federally Qualified Health Center contracting with private practice dentists. Contracting dentists may be, but do not have to be, enrolled Denti-Cal providers. Some clinics and dentists have expressed interest and early barriers are being identified in this process. CDA and CPCA continue to work together to address these issues so the contracting process can be piloted.
- Expand capacity to provide children's care, especially to young children: The Center for Oral Health's CMS Innovation grant to expand the Alameda WIC preventive dental program, on which CDAF was a partner, was not funded. Additionally, the California state budget decision to shift all Healthy Families children to the Medi-Cal program ended the Managed Risk Medical Insurance board's DentaQuest Foundation grant project to improve the integration of dental and medical care for young children. In late August, Children Now submitted a grant proposal to the DentaQuest Foundation to continue the work MRMIB began and additionally to measure the impact of the Healthy Families' shift.
- Volunteer provision of care coordination: The second CDA Cares was held in Sacramento, August 24-25, at Cal Expo. 1,651 volunteers supported the provision of oral health care services for 2,026 patients at a preliminary value of \$1.6 million. The event was visited by nine state legislators, including the Senate President Pro Tempore, Darrell Steinberg, three legislative candidates, several key legislative staff members, two local elected officials and several state health officials. In addition, three members of the Dental Board and several board staff members volunteered at the event. CDA made it clear to all officials who visited the clinic that this event is not a system of care and it cannot replace the state's responsibility for addressing the need.
- Dental Workforce study: SB 694, which called for the rigorous dental workforce study in Phase 1 was held in the Senate Appropriations committee on August 16. Details of this action and further advocacy on this issue are contained in the "State Oral Health Infrastructure" section above.

**California Dental Association General Operating Principles (GOP)
November 2012 (Amendments Adopted per Resolution 11-2012-H)**

The color-coded tracked changes are as follows:

- Green text originated in the GOP-Councils, Committee, Task Forces and Board of Managers
- Blue text originated in the GOP-Board of Trustees
- Purple text originated in the GOP-House of Delegates
- Black text is new to the GOP.
- Black-highlighted text is new text, but within a section pulled from an existing GOP
- Red underline/strike-out is text revised (added/removed) from a section pulled from an existing GOP.

I. INTRODUCTION

The following rules shall apply to all ~~councils, committees, task forces and the board of managers~~ **volunteer groups** of the California Dental Association (CDA **or association**) **as defined in Section II below**. The relevant provisions of the bylaws governing these bodies are referenced herein.

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

II. DEFINITIONS OF VOLUNTEER GROUPS

- A. House of Delegates: The House of Delegates (house) is the highest governing authority of CDA, and represents all of the members of the association. ~~The General Operating Principles of the House of Delegates has been prepared so that all who participate in the annual session of the house may have a better understanding of the methods and rules under which it operates.~~ The house consists of 200-210 delegates from component societies and one delegate from each California dental school.
- B. Board of Trustees: The Board of Trustees (board) is the managing body of the association with powers to conduct the business within the policies established by the house. The board has the power to establish policies when the house is not in session and when such policies are essential to the management of the association. Such policies must be presented to the next session of the house for approval. The powers and duties of the board are described in detail in the CDA Bylaws.

RATIONALE

Use of the term “volunteer groups.” This is changed throughout the document as a replacement for the listing of groups as noted here and adds a section reference for clarity. It is incorporated as such in the remainder of the new GOP.

Includes the term “association” as equating to CDA.

Deleted reference to prior GOP document/section. This type of deletion has been incorporated as such in the remainder of the new GOP.

Deletion of unnecessary rationale for GOP-House.

RATIONALE

All House of Delegates and Board of Trustees references have been changed to house and board. This is incorporated as such in the remainder of the new GOP.

- C. Councils: Councils are established by the house. Councils serve at the direction of the board and house. Trustees are excluded from membership on a council, except as otherwise noted in the bylaws. (Bylaws, Chapter VIII)
- D. 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)
- E. 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)
- F. 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)
- G. 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)
- H. 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 members of a task force based on specific expertise and relationships with other volunteer groups as appropriate to the project. A task force may serve until adjournment *sine die* of the next annual session of the house.
- I. Board of Managers: The Board of Managers (BOM) is established by the house and serves at the direction of the board and house. The BOM manages the development and implementation of all scientific sessions. (Bylaws, Chapter XIII)
- J. Subcommittees/Workgroups: Each volunteer group may establish subcommittees and workgroups in accordance with its needs. Upon appointment, a list of such groups shall be reported to the CDA secretary. The structure and composition of each group shall be reported to the executive director upon its establishment.

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

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

RATIONALE

Clarifies that while workgroups may serve to consult staff, a volunteer group or chair shall establish and appoint its members.

III. VOLUNTEER DISCLOSURE OF CONFLICTS OF INTEREST

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

IV. LEADERSHIP APPLICATION AND SELECTION PROCESS

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

RATIONALE

Clarifying language consistent with current practice.

More accurate phrasing.

Use of CVP and LDC vs. full names of those committees. This is incorporated throughout the remainder of the new GOP.

3. May apply for positions on the ADA delegation (delegate or alternate) and ADA councils. ~~Any member doing so shall recuse himself or herself from the deliberation process related to these positions. A CVP member shall not be involved in the deliberations relating to his or her application. (Pending Bylaws reference)~~

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

D. Selection Process for At-Large Positions

1. Candidates for the following positions are proposed by CVP, nominated by the board and elected by the house:
 - Members of councils, standing committees of the association (except president-appointed and board-elected trustee positions)
 - CDA Presents BOM manager members
 - ADA Thirteenth District Delegation (delegates and alternate delegates)
2. Candidates for the following positions submit their application to CVP for confirmation of eligibility. ~~Eligible candidates are forwarded to the CDA Presents Board of Managers for selection, nomination by the board, and election by the house:~~
 - CDA Presents BOM associate members - eligible candidates are forwarded to the CDA Presents BOM for selection, nomination by the board, and election by the house
 - Trustee members of standing committees of the board (excluding the Committee on Reports) for election by the board
 - Trustee members of CVP and LDC for election by the board
 - Trustee directors of the CDA Foundation Board of Directors for election by the board
3. Candidates for the following positions are proposed by CVP, nominated by the board, selected by the house, and elected by the shareholder of the subsidiary boards.
 - At-large members dentist directors of subsidiary boards
4. Candidates for the following positions do not submit their applications through CVP, but are proposed by the subsidiary, nominated by the CDA board, selected by the house, and elected by the shareholder of the subsidiary boards.
 - Non-dentist non-employee directors of subsidiary boards

RATIONALE

This is current practice and is a resolution pending house approval.

More complete volunteer group name for accuracy

Reordering and more detail of current process included for clarity

Language added to reflect election process consistent with current practice and reordering of section

5. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible candidates are forwarded to the board for nomination, selected by the house, and elected by the shareholders of the subsidiaries or CDA Holding Company, Inc.
 - Trustee directors of subsidiary boards and CDA Holding Company, Inc.
6. Candidates for the following positions submit their application to CVP, are selected by the board, selected by the house, and elected by the ADA House of Delegates. No person may be nominated for the position of thirteenth district trustee if they have previously served in that position. Additional ~~election and~~ campaign information can be found in Section 8. below.
 - Thirteenth District Trustee
7. Candidates for the following positions submit their application to CVP, are selected by the Nominating Committee, and ~~are~~ elected by the house. Additional ~~election and~~ campaign information can be found in Section 8. below.
 - Officers: President-elect, Vice President, Secretary, Treasurer, and Speaker of the House

~~The Nominating Committee shall, preferably, forward only one candidate for an officer position as its selection to the house.~~

8. Campaigning for Officer and Thirteenth District Trustee Positions
 - a. Candidates who submit their application to CVP may send a letter directly to the CDA president or the executive director with a copy to the trustees and the Executive Committee summarizing the basis for the candidate's interest in and qualifications for the position. Candidates may receive a set of mailing labels by request for the Executive Committee and trustees.
 - b. All candidates who submit their applications within the parameters of the CVP process will be given the opportunity to ~~present their platforms and~~ speak to their qualifications and platforms at the Nominating Committee meeting. Each candidate will have five minutes to speak, followed by a short standardized interview of three questions, and then the candidate will be given an additional two minutes for closing remarks.

RATIONALE

Clarification about content of section reference.

Unnecessary instruction from current GOP recommended to be removed.

Clarification approved by the board/for ratification by the house in separate item. This will be modified accordingly.

RATIONALE

Unnecessary instruction from current GOP recommended to be removed.

E. Board Elected Positions

~~The following procedures shall be used for board-elected trustee positions:~~

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

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

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

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

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

- a. When the number of candidates equals the number of positions available, such candidates shall be declared elected by the secretary.
- b. When the number of candidates is greater than the number of positions available, the secretary shall conduct an election by ballot. Candidates must receive a majority of the votes cast to be elected.
- c. In the event no candidates for such positions receive a majority of the votes cast on the first ballot, the candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until the appropriate number of candidates has received a majority of the votes cast.
- d. If the open positions on a committee are for different terms or if a newly created committee calls for staggered terms for the trustee member(s), the candidate with the greatest number of votes shall serve the longest term for which he or she is eligible. If successful candidates receive an equal number of votes on the same ballot, those candidates shall draw lots to determine the order in which their terms are assigned.

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

F. Nominating Committee Selection Procedures

~~The following procedures shall be used for selections of officer candidates made by the Nominating Committee:~~

1. Applicants submit applications to CVP for verification of eligibility.
2. The following material for each open position shall be submitted to the Nominating Committee for selection:
 - Description of the open position(s)
 - List of all eligible applicants
 - Application and curriculum vitae for each eligible candidate
3. The Nominating Committee chair shall oversee the selection in accordance with the following procedure.
 - a. Candidates shall recuse themselves from all voting on positions to which they are seeking nomination.
 - b. Members of the Executive Committee, council/committee chairs, subsidiary and affiliate chairs/presidents, guests and CDA staff may attend all candidate ~~presentations speeches~~ to the Nominating Committee. Following any candidate ~~presentations speeches~~, a closed session selection process shall be conducted.
 - c. The chair shall conduct the selection by vote (written, ballot, electronic or otherwise, as consistent with voting practices of the board). Candidates must receive a majority of the votes cast to be nominated for consideration by the house.
 - d. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until a single candidate has received a majority of the votes cast for each position. If no candidate receives a required majority of the votes cast nor can a candidate be removed from the ballot, each candidate will be allowed to address the Nominating Committee once for an additional three minutes, and the ballot will be repeated. Balloting will be repeated until a single candidate has received a majority of the votes cast. If there is no change to the vote after a subsequent ballot, the names of all remaining candidates will be forwarded to the house for a contested election.
 - e. The results of each vote taken shall be revealed to the Nominating Committee during the voting process, and the final vote shall be included in the published election report to the house.

G. House Election Procedures

RATIONALE

Unnecessary instruction from current GOP recommended to be removed.

Clarification approved by the board/for ratification by the house in separate item. This will be modified accordingly.

1. When there is only one candidate for a position or an equal number of candidates for the number of positions available, such candidate(s) shall be declared elected or selected by the speaker. The secretary shall provide facilities for voting. All candidates who have not been declared elected or selected by the speaker shall be elected or selected by a majority of the house. Contested elections are held under the supervision of the Committee on Credentials.
2. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the candidate receiving the fewest votes shall be removed from ~~the ballot consideration~~. Balloting will be repeated until a single candidate has received a majority of the votes cast for each position. In the event no candidate receives a required majority nor does a candidate receive the fewest number of votes, each candidate will be allowed to address the house once for an additional three minutes, and the ballot will be repeated. Balloting will be repeated until a candidate has received a majority of the votes cast. The CDA secretary shall announce the result of each vote after it has been taken, including the tally received by each candidate, if subsequent ballots are necessary, names of candidates on the subsequent ballots, and, upon election of a candidate, that a candidate has been elected.
3. A person who has not been brought forward to the house by nomination from the board or nominating committee must notify the speaker in writing of their intention to run at the house at least 30 days before the house. Nominating petitions containing signatures of no less than 25 delegates must be presented to the secretary prior to the opening of the second session of the house. Early announcement of candidacy will allow all interested parties equal accessibility to delegates prior to the house.
4. Campaigning for candidates, other than through the established CDA mechanism mentioned in this document is discouraged. Campaigning includes the personal appearance of a candidate or his/her representative for the purpose of promoting the candidate at professional functions (including component dental society meetings) and/or separate and personal mailings directed at trustees, delegates and alternate delegates unless otherwise noted in this document.
5. Candidates will not be allowed to open hospitality suites.
6. A designated time frame will be established for private voting.
7. **Contested** ADA Delegate and Alternate Delegate Voting Procedures:
~~In addition to procedures set forth in V.B. above, the following guidelines apply when there are candidates wishing to run from the floor of the house for an ADA delegate or alternate delegate position:~~

RATIONALE

Text originates from a different location in GOP-house.

Editorial change for accuracy.

Addition to original title for clarity. Removal of unnecessary section explanation.

- a. The ballot for ADA delegate and ADA alternate delegate will include the slate as provided by the board (for the house), with space to include the name(s) of candidates running from the floor, to be placed after the selected candidates.
 - b. A provision will be available on the ballot which will enable voters to vote for the slate as nominated. The candidates receiving the greatest number of votes for the delegate and alternate delegate **positions** to the ADA shall be elected.
 - c. The Committee on Credentials will assist the secretary in the tabulation of votes.
 - d. Upon completion of tallying the votes, should an ADA delegate candidate be displaced by the candidate(s) running from the floor, the **displaced** candidate will become an ADA alternate delegate.
 - e. Should a candidate running from the floor not be successful as a result of the vote, that member shall not automatically become an ADA alternate delegate.
8. Officer and Thirteenth District Trustee Guidelines for Contested Elections and Selections
~~In addition to procedures set forth in V.B. above, the following guidelines apply when there are candidates wishing to run from the floor of the house for an officer or thirteenth district trustee position:~~
- a. CDA will provide each candidate for officer and thirteenth district trustee positions the opportunity to send a one-page letter to delegates, informing them of the candidate's goals, background, experience, etc. A curriculum vitae will be attached to this letter, which will be mailed to all delegates and alternate delegates as an enclosure with a house mailing following notification of a contested election. No further written information relative to the candidate's qualifications will be allowed prior to the house.
 - b. Each candidate for officer and thirteenth district trustee positions will be invited to deliver an address of up to five-minutes during the second session of the house. Candidates will be expected to deliver this speech personally.
 - c. Candidates for officer and thirteenth district trustee positions in contested elections and selections may speak at component caucus meetings (upon invitation of the component or group) held in conjunction with the house.
- ~~Specific election and campaign information for candidates who declare their candidacy prior to the selection~~

RATIONALE

Clarification

Clarification

Deletion of large but generally insubstantial reference to GOP-board/house and instruction.

Deletion of large but generally insubstantial reference to GOP-board/house and instruction.

~~of the nominees by the Nominating Committee can be found in the General Operating Principles of the Board of Trustees.~~

V. SANCTIONS

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

VI. REMOVAL FROM OFFICE

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

RATIONALE

To clarify and document existing procedure.

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

VII. MEETINGS

A. Types of Meetings

1. Regular Meetings: Each volunteer group shall hold at least one meeting annually. All meetings shall be held in a single location or by other means whereby all members can communicate concurrently with one another, in accordance with applicable law.
2. Special Meetings: Special meetings of any volunteer group may be called at any time by the chair or upon request of a majority of the members of that group provided at least 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.

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

- B. Quorum: A majority of the voting members of any volunteer group shall constitute a quorum. (Bylaws, Chapter VIII, Section 90. No actions may be taken by a volunteer group without a quorum, except to adjourn. Discussions and reports may be heard.
- C. Agenda: The following provisions regarding the agenda apply to all volunteer groups with the exception of the house (Section X, D.5).
 1. The agenda shall be established by the chair. Copies of agendas and associated meeting materials shall be sent in advance to all members of the volunteer group.

RATIONALE

Clarification to reflect this is more universally applicable.

New language to more clearly explain identify what can be done in a meeting without a quorum.

New agenda authority and distribution language (similar, but unused language was in GOP-CCTFBOM).

RATIONALE

New in response to AIP Standard Code (which outlines a different order of business, which CDA would be bound to follow without an alternate documented order – such as this).

Language clarifying role and authority of chair

Process clarification, and removal of unnecessary reference to type of meeting

New language to address expectation that a final report or action include a reported total vote tally

Consistent with current practice

2. The order of business for all meetings shall be:
 - a. Call to order
 - b. Establishment of a quorum
 - c. Approval of agenda (including special orders of business)
 - d. Approval of minutes
 - e. Prioritized agenda (when applicable)
 - f. Reports of officers (when applicable)
 - g. Reports of councils/committees/task forces/etc. (when applicable)
 - h. Consent agenda
 - i. Regular business
 - j. New business
 - k. Closed session
 - l. Adjournment
 3. The volunteer group or the chair, with permission of the group, shall have the authority to deviate from the order and timing published on the agenda as needed to facilitate business.
 4. ~~Items not on the agenda of a regular meetings for all other groups~~ shall require approval of a majority of the members present and voting prior to consideration **as new business**.
- D. Voting: A majority of the votes cast shall be required to take action unless otherwise provided in the bylaws (Bylaws, Chapter VIII, Section 90). **Final vote totals shall be recorded**.
- E. Material: For volunteer group recommendations that have policy implications, all relevant background information should be provided to the Board of Trustees and House of Delegates in a timely manner and relevant options for actions should be presented.

RATIONALE

Change to title to clarify ability of all to use minority reports.

Acknowledges that unanimous agreement may not be attainable while emphasizing that the goal to thoroughly consider all opinions.

Addresses the organizational need for timely access of information while being sensitive to online resource limitations and design.

Documents existing practice for clarity.

Clarification

Existing practices clarified in response to AIP Standard Code. Adopt in lieu of is permitted by the code, but is not recommended for CDA.

Similar closed session language existed in all three GOP documents, merged here with edits to allow specific allowances related to different applications below.

- F. ~~Majority and Minority Reports: Every Reasonable~~ effort should be made by the members of a ~~reference committee~~ volunteer group to reach ~~unanimous~~ agreement on issues. If this is not possible, the background material of the item should capture the full range of discussion including the full scope of opinions held by the group, majority and ~~Minority~~ reports may be ~~presented.~~ created.
- G. Minutes: It shall be the duty of the chair for all councils, committees and boards to record the minutes of all meetings and to provide copies to all members of the volunteer group before the next meeting. The minutes shall be approved at the next meeting. After approval, minutes of all meetings shall be posted on the CDA website for one year and accessible to members upon request following one year ~~upon approval.~~
- H. Recordings: Meetings may not be recorded by members or guests. Staff may record meetings for purposes of transcription (such as in the house) or minutes. Recording meetings for other purposes (such as presentations to be shared) may be done by staff at the direction and approval of the volunteer group. All recordings and their subsequent distribution and destruction shall be coordinated with legal counsel.
- I. Parliamentary Procedures
1. Suspension of Rules: A motion to suspend rules is an incidental motion that permits ~~the house a volunteer group~~ to vote to suspend procedural rules that interfere with the accomplishment of a particular action. Rules may be suspended only for a specific purpose and for the limited time necessary to accomplish the proposed action. This rule shall not be suspended.
 2. No Seconding of Motions: Following the proper movement of a motion, a second is not required.
 3. Adopt in Lieu of: Adopt in lieu of is not an acceptable motion. All motions that are offered as substitutions will be considered for substitution before they are acted upon.
 4. Table Indefinitely: The motion to table indefinitely will not be used. All items of business that are on the agenda for any given meeting will be considered and disposed of in that meeting.
 5. Straw Votes: Straw votes are not consistent with parliamentary law and shall not be done.
- J. Closed Session: A closed session is any meeting or portion of a meeting ~~of the council, committee, task force or BOM,~~ with limited attendance in order to consider a confidential matter. A closed session will be held upon a majority vote of the ~~trustees~~ members present and voting. Refer to the operating principles for specific volunteer groups below for

the individuals who are permitted to remain in closed session for that group. The volunteer groups may invite any other persons to remain during closed session by a majority vote and with the advice of legal counsel. Any member who breaches confidentiality shall be in violation of the CDA Code of Ethics and is subject to discipline.

The four subject areas appropriate for a closed session are:

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

VIII. REIMBURSEMENT OF EXPENSES

- A. General Expenses: The general expenses of volunteer group 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 volunteer groups and other individuals traveling officially for the association

RATIONALE

Documents existing practice for clarity.

Language broadened/multiple GOP provisions merged.

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 trustees, officers and the chairs of the volunteer group or his or her designee unless otherwise directed by the board.
4. Reimbursement for Conferences and Other Events: Reimbursement for transportation and lodging related to conferences and other events shall not be made unless such expenses were approved prior to attendance and are within the approved budget or approved by the executive director.

IX. PUBLIC STATEMENTS

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

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

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

RATIONALE

Clarification of current practice.

Relates to provision limiting time that minutes will be available online.

25 X. RELATIONS WITH OTHER ORGANIZATIONS AND AGENCIES

26

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

30

31 XI. HOUSE OF DELEGATES

32

33 A. Introduction

34

35 All participants at the house have the duty to consider the welfare of the association, the dental profession as a whole,
36 improvement of the health of the public, the wishes of their societies and their geographical region.

37

38 B. General Information for Delegates and Alternates

39

40 The house normally meets once a year to consider and legislate on many matters. The following information
41 describes the organization and operation of the house. This material will give a delegate a more informed view of the
42 activities which lead to establishment of the policy of the association.

43

44 1. Credentials for Delegates: Official credentials (admission cards) are prepared and distributed in advance for all
45 delegates by the staff of the association. Substitution of alternate delegates may be made during all four meetings
46 of the house. Delegates wishing to substitute alternate delegates from their delegation for themselves during a
47 meeting of the house must complete the appropriate delegate-alternate substitution form. The delegate or the
48 component delegation secretary is required to sign the form and surrender the delegate's admission cards for the
49 meeting or meetings not attended. Admission cards will be issued to the alternate delegate after the staff
50 administering the credentialing process receive the substitution form and the delegate's admission cards. Only
51 those substitutions completed in this manner will be part of the official house record.

52

53 2. Admission Cards for Delegates: Each delegate will receive an admission card for each meeting of the house. The
54 card should be presented to the doorkeeper for each meeting for admission to the floor of the house. The loss of
55 admission cards should be reported promptly to staff.

RATIONALE

3. Seating of Alternate Delegates: If a delegate cannot attend a meeting of the house, he or she should surrender the admission card to staff for the meeting or meetings not attended in order for the alternate delegate to apply for credentials.
4. Access to Floor: Access to the floor of the house is limited to the delegates, elected and appointed officers of the association, past presidents of this association, trustees, council and committee chairs, members of councils and committees when requested by chairs, one representative from each of the ADA recognized specialty organizations who is a CDA member, executive directors of component societies, the designated ADHP guests of the house, and CDA staff. Trustees and executive directors of component societies will be seated with their delegations.

Alternate delegates may also have the privilege of access to the floor with an appropriate delegate admission or readmission card. An alternate delegate who does not obtain credentials as a delegate will not be recognized as a delegate in the official house record. Additionally, the delegate from whom the alternate delegate was given the admission or readmission card will not have access to the floor until the admission or readmission card is returned. Without credentials, alternate delegates may be seated in the visitors section. Alternate delegates are privileged to attend all closed sessions of the house.

5. Visitors at the House: Visitors may attend meetings of the house, but are not permitted access to the floor. They are seated in the visitors' section.
6. House Meetings: The house shall meet annually on a day or days specified by the board. The notice of the annual session shall be sent to all delegates and alternate delegates at least 60 days in advance. Reference committee hearings will be held at a time and place designated by the Speaker of the House (speaker). All members of the association may attend the hearings of the reference committees.
7. House Materials: House meeting notices, agendas, proposed resolutions and other materials are ~~mailed~~ provided to delegates, officers, council and committee chairs, component presidents and executive directors, and subsidiary/affiliate presidents and chairs. In addition, each component or caucus may request one additional set of house materials. Additional copies of materials may be purchased at cost. The house materials are also made available on the CDA website.

Materials for the house will be provided in separate mailings as information is available. Materials will include annual reports of officers, councils and committees and resolutions to be considered. Delegates and alternate delegates are asked to bring their materials to the meetings of the house. Delegates have the responsibility to be

RATIONALE

Modified to account for individuals who have requested electronic distribution of material

familiar with this material.

8. Distribution of Materials at the House: No materials may be distributed at the house without obtaining permission from the speaker. Material to be distributed must relate to subjects and activities that are proposed for house action or information.
9. Leadership Recognition: Leadership recognition plaques, awards and gifts will be presented at the house.
10. Component Responsibilities:
 - a. Although CDA will recognize the achievements of CDA leadership, components will not be given an opportunity to make special presentations during the house meeting or during social events.
 - b. Components are encouraged to recognize their leadership at membership or social functions sponsored by the component within their jurisdiction.
 - c. Separate receptions or open suite festivities during the house in honor of outgoing leadership are discouraged.
11. American and Californian Flags: The American and Californian flags are to be displayed on the podium during all sessions of the house. The Pledge of Allegiance will be included in the opening ceremony of each house meeting, led by a person designated by the speaker.

C. Operation of the House of Delegates

1. Officers: The house has two officers: the speaker and the secretary. The speaker ~~of the house~~ is elected annually by the house. The secretary ~~of the house~~ is the secretary of the association. In the absence of the speaker, the president shall appoint a speaker pro tem. In the absence of the secretary ~~of the house~~, the speaker shall appoint a secretary pro tem. The speaker presides at all meetings and the secretary serves as the recording officer and custodian of records.
2. Duties of the House and Board: The powers and duties of the house make it the highest governing authority of the association. Among its duties, the house elects the elected officers of the association, the delegates and alternate delegates to the ADA, the non-trustee, non-appointed members of councils and committees, and selects the thirteenth district trustee nominee. The house also selects the boards of directors of all CDA subsidiary companies for election by the shareholders and CDAHCI, and ratifies the boards of directors of affiliate

RATIONALE

Removal of redundancy in position titles.

Clarification from original section title to more accurately reflect this related to house.

companies. The powers and duties of the house are described in detail in the CDA Bylaws.

3. Resolutions and Reports: The component societies, delegates, councils, committees, task forces and the board may submit resolutions to the house before noon on the second day of the house. Occasionally, the house will receive a recommendation on a resolution from an outside organization, such as a specialty group in the field of dentistry or from a civic or philanthropic organization. Acceptance of such resolutions for consideration by the house will be determined by the speaker subject to the approval of the house.
 - a. The president, secretary, treasurer, editor, and executive director will submit an annual report to the house. In these reports they may make recommendations dealing with the association's programs or with problems of the dental profession.
 - b. The board reports annually to the house on its activities during the past year, that include policies which must be presented for approval by the house.

D. Procedures of the House of Delegates

1. Seating of Delegations: The component society delegations shall be seated in accordance with a rotational plan.
2. Identification of Speakers: All speakers on the floor of the house shall state all of the following CDA positions currently held by them: delegate, trustee, CDA officer, CDA staff, council chairperson, committee chairperson, past president, ADHP guest of the house and/or council member and identify themselves by name and relevant position.
3. Speaking Privileges: The right to speak to issues before the house is held, in addition to delegates, by the officers, trustees, past presidents of the association, one representative from each of the ADA recognized specialty organizations who is a CDA member, and the designated ADHP guests of the house. Chairs and members of councils and committees shall have the right to participate in debate on their respective reports. Executive directors of component societies, members of CDA staff, and others may be privileged to speak when called upon as a resource.
4. Parliamentarian: The speaker shall ensure that the house has a parliamentarian at each session. The speaker may fill that role or appoint a parliamentarian.
5. Agenda and Priority Agenda: The proposed agenda for the house is prepared by the Committee on Rules and Order. A priority agenda and a consent agenda ~~is~~ are prepared by the speaker in consultation with the reference

RATIONALE

Grammatical fix

committee chairs. Any delegate may remove any resolution from the consent agenda. New business shall be accepted until noon of the second day of the house.

6. Referral of Reports and Resolutions: The speaker shall prepare and mail a list of referrals of reports and resolutions to reference committees to all delegates and alternate delegates in advance of the hearings.
7. Consideration of the Budget: The annual budget shall be submitted to the delegates and alternate delegates at least 14 days in advance of the reference committee hearings. The adoption of the budget shall take place following the disposition of all resolutions that have financial impact and prior to the adjournment of the house.
8. Resolutions on the Appropriation of Funds: The treasurer shall report on the availability of funds for any resolution proposing an appropriation of funds, not otherwise budgeted.
9. Notice of Dues Change: A change in dues may be adopted by the house only if the proposed amendment has been presented at the CDA office in writing at least 75 days before the first day of the session of the house. All proposals to change the amount of dues or consider an assessment shall be sent to the delegates and alternates at least 60 days in advance of the session at which such proposal is to be considered.

E. Reference Committees of the House of Delegates

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

Following transmittal of the list of referrals to the delegates, additional items of business may be referred to a reference committee by the speaker.

RATIONALE

New language to provide clarity of existing process

Deletion of unnecessary language

4. Conduct of Hearings: The chair of the reference committee will preside at both the **reference committee** hearing and the closed session.

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

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

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

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

6. Preparation Reference Committee of the Reports The report of the reference committee to the house ~~nothing more than~~ represents ~~the committee~~ comments and recommendations on the material ~~which~~ that it has considered.

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

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

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

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

RATIONALE

Clarification

Clarification and deletion of necessary language.

Clarification

XII. BOARD OF TRUSTEES

A. Responsibilities

1. Attendance at Meetings of the House of Delegates: All members of the board are required to attend all meetings of the house. Members of the board should be seated with their delegations or in the special section provided for them.
2. Attendance at Reference Committee Meetings: All members of the board are required to attend the reference committees of the house.
3. Meetings of Component Delegates: Elected trustees are responsible for attending any ~~pertinent~~ caucuses of their component to discuss information ~~which that~~ will be considered by the house.
4. Fiscal Responsibilities: The board serves as the CDA Board of Directors and has the same duties and responsibilities as any corporate board of directors has, including the fiduciary and policy management responsibilities for the association. The association employs a chief financial officer and staff who work with the Finance Committee and treasurer to maintain the association's day-to-day accounting records and implement investment strategies. The board sets financial policy and is responsible for the association budget, reserves and accounts.
5. Definition of Financial Terms
 - a. Surplus: Surplus is the excess of receipts (income) over disbursements (expense) at the end of the fiscal year. The board shall be authorized to draw from surplus as needed to meet the obligations/liabilities of the association.
 - b. Reserves: Reserves are cash or its equivalent maintained to meet obligations/liabilities of the association for which current surplus funds are not available. An affirmative vote of two-thirds of the votes cast is required to authorize use of reserves for any purpose.
 - i. Operating Reserve - The target balance in this fund shall be four months operating expenses. The purpose of the operating reserve is to provide a stable cushion against unforeseen events that would impact current year operations. This fund shall be managed with the primary goals of capital preservation and liquidity, with a secondary goal of keeping pace with any annual increases in the size of the operating budget.

RATIONALE

Clarification and deletion of necessary language.

RATIONALE

- ii. Strategic Fund – When the operating reserve has achieved the target balance, additional funds shall be placed into the strategic fund. These funds could potentially be used for any purpose and at any time on approval of the board. The primary goal is capital preservation with a secondary goal of keeping pace with inflation.
 - iii. Issues Fund – Twenty-five dollars from each dues-paying member is allocated to the issues fund annually. These funds may be used at any time on approval of the board to fund public initiatives or matters that are legal, legislative, or regulatory in nature.
6. Capital Expenditures: Capital expenditures are depreciable items with a purchase price in excess of \$1,000. Purchases are to be submitted to and approved by the board.
 7. Contracts: A contract is a formal, written agreement between CDA, its subsidiaries or its affiliates and a second party. This definition shall not be construed, however, as applying to memoranda of agreement or routine purchase orders for equipment, supplies and services.
 8. Legal Responsibilities: In addition to the duties described in the association governing documents, ~~board, committee and council members~~ trustees are also required to comply with applicable state and federal law when acting on behalf of the association. CDA purchases insurance to protect its ~~directors~~trustees and officers. From a legal standpoint, trustees are the equivalent of corporate directors. It is their responsibility to act (1) in good faith, (2) with the care an ordinary prudent person in a like position would exercise in similar circumstances, and (3) in the best interest of the corporation and its shareholders. These duties are generally called the three basic duties of corporate directors: the duty of loyalty, the duty of care, and the duty of obedience.
 - a. Duty of Loyalty: The duty of loyalty requires ~~directors-trustees~~ to exercise their powers in the interests of the corporation ~~and its shareholders~~ rather than in their own or another's interest. It includes avoiding conflicts of interest, confidentiality, and not taking personal advantage of corporate opportunities. A ~~director-trustee~~ has the fiduciary obligation to work solely for the benefit of the corporation. Any activity by a ~~director-trustee~~ to the detriment of a corporation is contrary to this duty. When a ~~director-trustee~~ has a material financial interest in a transaction involving the corporation, all material facts as to the transaction and the ~~director's trustee's~~ financial interest must be disclosed to the board and the interested ~~director-trustee~~ may not vote on the matter. If a ~~director-trustee~~ is a member of a board which is entering into a contract or other transaction with another corporation or association of which he or she is also member (and which is not a wholly-owned corporation of a common parent), the material facts of the transaction and the common directorship must also be disclosed. The contract or transaction must be approved by a sufficient vote without the common directors.

Clarification to reflect trustees as corporate directors.

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

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

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

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

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

B. Attendance at Meetings

RATIONALE

New language to provide additional explanation and clarification

1. Standing Guests

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

2. Other Guests

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

3. Closed Session: In a closed session, attendance is limited to members, officers, trustees, general counsel of the association, and other individuals as approved by the board on a case-by-case basis.

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

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

B. Chair/Vice Chair

RATIONALE

Inclusion of new language to provide existing flexibility in practice of allowing a group to invite others to testify or otherwise provide information during closed session.

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).
 - a. Committee on Volunteer Placement Chair: The chair of CVP shall be a trustee serving in his or her second year on the committee unless there is no trustee who meets this requirement, in which case the chair shall be a trustee member of the committee.
 - b. Nominating Committee Chair: The chair of the Nominating Committee shall be a trustee serving in his or her second year on CVP unless there is no trustee who meets this requirement, in which case the chair shall be a trustee member of CVP.
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.

RATIONALE

The BOM has a vice chair identified within the Bylaws

RATIONALE

C. 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.
5. Voting: A consultant, advisor, liaison or guest does not have the right to vote.
6. Workgroup/Subcommittee: A consultant, advisor, liaison or guest may participate in a workgroup or subcommittee.
7. Terms: The term of an advisor or guest shall expire annually at the adjournment *sine die* of the next annual session of the house.

XIV. MISSION STATEMENTS

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

- A. Audit Committee: To assist the board in fulfilling their oversight responsibilities by reviewing the systems of internal controls that management and the Board of Trustees have established, as well as audited financial statements and the audit process. The committee shall have the power to conduct or authorize investigations into any matters within the committee's scope of responsibilities. The committee shall retain independent counsel, auditors or others to assist in the conduct of the investigation upon funding approval by the Board of Trustees. (Statement of purpose per Resolution 38-2008-H)
- B. CDA Presents Board of Managers: To produce two preeminent *CDA Presents* per year for the dental community and to assist the association in achieving its goals by working with other councils and committees as well as provide expertise in the development of CDA's educational programs. (Adopted by the *CDA Presents* Board of Managers per Bylaws, Chapter XIII, Section 30)
- C. Committee on the New Dentist: To identify and address the needs and issues facing new dentists, assist in the transition from graduate to new practitioner, encourage and promote membership, involvement and active participation of new dentists in organized dentistry, serve in an advisory role on issues affecting new dentists, and promote the perspectives of the new dentist on councils, committees, and task forces as appointed by the president. (Resolution 10RC-2008-H)
- D. Committee on Volunteer Placement: To recommend the best candidates for available leadership positions and seek to improve the application and review procedures. (Resolution 24S1-2009-H)
- E. Council on Endorsed Programs: To identify, evaluate and monitor quality programs and services that enhance the value of California Dental Association membership. (Resolution 14-2005-H).
- F. Council on Membership: To assess the needs of all California dentists and to address those needs through the development, coordination and implementation of programs designed to promote the success, health, welfare and diversity of CDA membership. To this end, the council undertakes activities intended to maximize the accessibility, usefulness and relevance of CDA's services, programs and membership benefits, which in turn will enhance membership recruitment and retention efforts. (Resolution 12-2002-H)

RATIONALE

Section moved from order in original GOP. Clarification and expansion of use of mission statement.

RATIONALE

- G. Council on Peer Review: To ensure that the public and profession have access to an objective, professional review of disputes concerning the quality and/or appropriateness of dental care via the statewide peer review system. (Resolution 13-2002-H)
- H. Finance Committee: To monitor the California Dental Association's financial assets and liabilities, to oversee the preparation of accurate and meaningful financial records for the association, and to communicate such to the Board of Trustees and the House of Delegates as those entities shall require. (Resolution 29RC-1999-H)
- I. Government Affairs Council: To support and advance the interests and the strategic plan of CDA by implementing CDA policy through state legislation, regulation, or administrative action, and to raise the profile and level of understanding of the dental profession in these arenas. (Resolution 16RC-2005-H)
- J. Interdisciplinary Affairs Committee: To seek information from and to advise the association on issues of interest to general and specialty dentists and to CDA and specialty organizations. (Resolution 17RC-2011-H)
- K. Judicial Council: The mission of the Judicial Council is the promotion and maintenance of high ethical standards within the dental profession; development and uniform enforcement of a viable and legally enforceable *Code of Ethics*; and interpretation and enforcement of the *Code of Ethics* on behalf of the association, components, individual members and the public. (Resolution 24-1999-H)
- L. Leadership Development Committee: The mission of the Leadership Development Committee is 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 18-2010-H)
- M. Policy Development Council: To assess the numerous and complex public policy issues that affect, or have the potential to affect, the practice of dentistry, and to develop policy guidance for the association. It does so in a manner that seeks varying perspectives and 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)

XV. BUDGET

- A. Preparation: 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)

RATIONALE

- 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.

RATIONALE

25 **XVI. REPORTS AND RESOLUTIONS**

26

27 A. Reports: Each council, committee and BOM shall submit a quarterly report to the board and an annual report to the
28 house. Subcommittees, task forces and workgroups shall provide reports as directed. (Bylaws, Chapter VIII, Section
29 110)

30

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

33

34 **XVII. LIMITATION OF AUTHORITY**

35

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

38

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

41

42 C. Establishment of Policy: All councils, committees, task forces and BOMs are charged with recommending policy.
43 Unless otherwise provided in the bylaws, no council, committee, task force or BOM may establish policy or
44 ~~implement a major extension or alteration of~~ an existing policy.

45

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

47

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

52

53 **XIX. ADDITIONAL RULES**

54

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

Clarification and deletion of
unnecessary language

XX. AMENDMENT OF GENERAL OPERATING PRINCIPLES

These principles may ~~not~~ only be amended ~~or suspended without~~ approval of the board or house. ~~The General Operating Principles of the House of Delegates are internal policy of the house. If an amendment is offered, it may be accepted and considered in the same manner as all other resolutions. The resolution will be referred to a reference committee and considered before the house as a priority item. This document may be amended by a majority vote of the delegates present. If adopted, the amendment will govern the balance of that house as well as future houses. Once the amendment is adopted, it becomes effective immediately unless otherwise noted~~

RATIONALE

Similar language in GOPs regarding amendments to rules, modified and combined. This provision gives authority to both the board and house to amend through resolution

**CDA Bylaws, Chapter I – Adoption of Parliamentary Authority
(Amendments Adopted per Resolution 6-2012-H)**

Section 50. RULES OF ORDER: The American Institute of Parliamentarians *Standard Code of Parliamentary Procedure* (Sturgis AIP Standard Code) ~~current latest revised~~ edition shall govern in all matters not provided for by these bylaws or the General Operating Principles and not in conflict with California law.

If adopted, references to Sturgis will be changed editorially throughout the association's other governing documents.

Rationale

Reflects proposed change to parliamentary authority of the association.

**CDA Bylaws, Chapter IV – Authorization for House of Delegates Minutes
(Amendments Adopted per Resolution 6-2012-H)**

Section 90. **OFFICERS:** The officers of the house shall be the speaker and the secretary. The secretary of this association shall serve as secretary of the house. In the absence of the speaker, the president shall select a speaker pro tem. In the absence of the secretary of the house, the speaker shall appoint a secretary pro tem.

A. Duties:

1. SPEAKER: The speaker shall preside at all meetings of the house and ~~shall~~ perform such duties as these bylaws, custom and parliamentary ~~usage~~ procedure require. The speaker shall, in conjunction with the secretary, approve the minutes of the house at which he or she presided.
2. SECRETARY: The secretary of the house shall oversee the recording of and certify the report of the transactions of the house. The secretary shall, in conjunction with the speaker, approve the minutes of the house at which he or she served.

Rationale

Reflects proposed change that the secretary and speaker of the house be granted authority to approve the minutes of the house, at which they presided.

CDA Bylaws, Chapter IX and Chapter X – Eligibility for Candidacy to Incompatible Offices (Amendments Adopted per Resolution 6-2012-H)

Currently, incompatible offices include the following pairings:

- The Committee on Volunteer Placement (CVP) and the Leadership Development Committee (LDC)
- The Finance Committee of CDA, Foundation, or TDIC (plus one year waiting period) and CDA Audit Committee

Note: These incompatibilities are defined in the bylaws. Based on the current nomination and election process, at-large members may apply for incompatible positions but may not be nominated for both by CVP/the board to the final election by the House of Delegates. At-large positions on both the Committee on Volunteer Placement and the CDA Audit Committee are filled by presidential appointment. Therefore, this is procedurally resolved for the at-large members. However, trustees are elected to these positions “at the same election” during the August Board of Trustees meeting. Therefore, this provision is applicable only to those positions.

CHAPTER IX – STANDING COMMITTEES OF THE BOARD

The standing committees of the board shall be established by the board and, in addition to duties specified below, shall be charged with duties assigned by the board. A member of a standing committee of the board may be removed by the board in the same manner as council members (Chapter VIII, Section 70). Vacancies to board-elected trustee positions shall be filled by board election at the next regular meeting, with the elected trustee completing the remainder of the unexpired term. Trustees elected to incompatible positions at the same election shall immediately forfeit one, with the resulting vacancy being filled by a subsequent vote (following the reopening of nominations). A majority of the voting members of the committee shall constitute a quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the committee.
...

CHAPTER X - STANDING COMMITTEES OF THE ASSOCIATION (CVP and LDC)

Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws...

C. Members elected to incompatible positions during the same election must immediately forfeit one, with the resulting vacancy being filled by a subsequent vote (following the reopening of nominations).

Rationale

Reflects proposed change that candidates be permitted to run for incompatible offices in the same election with any vacancy resulting from immediate resignation to be filled by subsequent re-election.

**CDA Bylaws, Chapter X – Existing Prohibitions for Committee on Volunteer Placement Candidacy
(Amendments Adopted per Resolution 6-2012-H)**

Section 120. COMMITTEE ON VOLUNTEER PLACEMENT

- A. Composition: The Committee on Volunteer Placement shall consist of eight members: four at-large members, who are not members of the board; and four trustees. At least one member must be a dentist within his or her first 10 years of practice. The trustee members shall be elected by the board. The at-large positions and the chair shall be appointed by the president.
- B. Restrictions: Except for the chair, who shall serve as a guest to the Leadership Development Committee, no other members may serve concurrently on the Leadership Development Committee. A member of the Committee on Volunteer Placement:
4. Shall not be eligible to apply for any at-large positions on councils, committees, or affiliate or subsidiary boards of directors during their tenure.
 5. May apply for any officer or board-elected trustee position. Any member applying for an officer position shall resign from the committee immediately upon applying.
 6. May apply for positions on the ADA delegation and ADA councils. Any member doing so shall recuse himself or herself from the deliberation process related to these positions.
- B-C. Term of Office: The term of office shall be two years. The tenure shall be one term. One tenure is the maximum service on this committee...

Rationale

Reflects proposed change to the existing prohibitions against members of the Committee on Volunteer Placement from being candidates for office.

**CDA Bylaws, Chapter V and Chapter VIII
(Amendments Adopted per Resolution 7-2012-H)**

Chapter V, Section 50. **REMOVAL:** A trustee may be removed during his or her term and his or her office declared vacant...

- B. By a majority vote of the members of the board for failing to attend 3 meetings in any 12-month period for reasons other than religious observances or the carrying out of work assigned to the trustee by the board or president, and ADA obligations on councils and committees.

Chapter VIII. Section 70.B. The board by majority vote may remove a council member for cause, which shall include...

- 4. Failing to attend, in any 12-month period, 50 percent of regularly scheduled council meetings or two consecutive meetings of a subcommittee or workgroup to which the member has been assigned for reasons other than religious observances or the carrying out of work assigned to the member by the council, board, or president, and ADA obligations on councils and committees. These attendance requirements do not apply to *ex officio* members.

Rationale

Reflects proposed change to provisions for removal of volunteers for cause provide exceptions for meeting absences due to religious observances or the carrying out of work assigned to the member by the overseeing bodies or president, and ADA obligations on councils and committees.

Reflects proposed change to the conditions by which a volunteer must be considered for removal from his or her elected position for cause exclude failure to attend consecutive subcommittee or workgroup meetings.

CDA Cares Free Dental Clinic			Project Status
Reporting Period:	July 9 – August 31, 2012	Project Oversight:	CDA Foundation Board of Directors
Project Start Date:	April 2011	Funding Source:	CDA Issues Fund, outside sponsors/contributors
Estimated Project Completion:	September 2012	Project Sponsor:	Cathy Mudge
		Staff Resources:	CDA Foundation, Public Policy, Communications, Marketing, IT
PROJECT INFORMATION			
<p>Goal: To give dentists the freedom to provide pro bono care without responsibility for funding, logistics, supplies, or scheduling. Relieve pain and infection for patients who experience barriers to dental care by offering free services such as cleanings, fillings, extractions, flippers (temporary partial dentures), oral health education, and assistance in finding a dental home. Educate the media, public, state policymakers, and local elected officials about the importance of oral health care and associated policies and funding.</p>			
<p>Directive: The 2011 House of Delegates (house) adopted 15RC-2011-H:</p> <ul style="list-style-type: none"> • CDA develop an internal team to sponsor and coordinate at least one Mission of Mercy event in 2012 • An expenditure of up to \$100,000 was approved to fund this event • Evaluate the event to determine future support 			
<p>Objectives:</p> <ul style="list-style-type: none"> • Coordinate CDA Cares events in two locations in 2012 • Establish a clinic philosophy • Recruit sponsors and raise funds to support the event • In partnership with local dental societies, recruit volunteers and local partners • Host local and state elected officials and the media and raise awareness about dental disease • Educate the public about the importance of oral health care and prevention of dental disease • Provide dental care to at least 1,500 patients at each event • Collect, analyze and disseminate data • Assist other states in establishing similar events as requested • Complete an analysis by November 1 to determine the effectiveness of these events and make a recommendation for moving forward 			
<p>Project Success Criteria:</p> <ul style="list-style-type: none"> • Provide dental care to at least 1,500 people at each venue • Raise awareness among local and state elected officials and the media on dental disease, the lack of state oral health infrastructure, and the importance of prevention measures • Educate the public about the importance of oral health care and prevention of dental disease • Recruit sponsors and secure donations to support each event in full • Collect data to support CDA’s advocacy efforts • Receive at least an 80 percent overall satisfaction rating from patients, volunteers and sponsors 			
<p>In Scope:</p> <ul style="list-style-type: none"> • Handle the logistics of each event including, but not limited to, securing the venue, working with the steering committee, establishing processes and guidelines, raising funds, recruiting volunteers, and collecting and analyzing data • Provide an event evaluation 			

Out of Scope:

- These events are not intended to provide comprehensive care or establish an ongoing system of delivering care.
- These events will not be planned without the agreed partnership of the local dental society.

BUDGET/FINANCIAL ANALYSIS

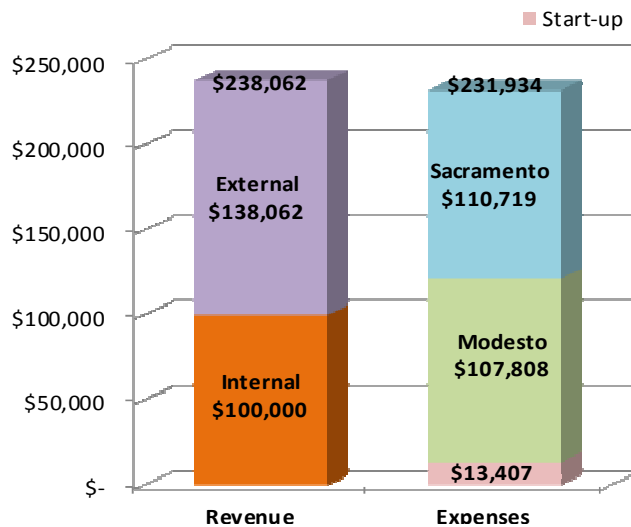
CDA Cares was allotted \$100,000. As of September 7, an additional \$138,062 has been raised or pledged, bringing the total raised to \$238,062.

Costs have been tracked in three categories, Startup, Modesto and Sacramento. Startup costs included travel to Portland, onsite signage, printed brochures to assist obtaining sponsorships and individual contributions, Larell training expenses for prosthodontist (travel), video production, and equipment and supplies that can be used at each event.

Major expenses in Modesto include: America's Dentist's Care Foundation (ADCF) equipment and staff (\$30,000); facility rental, X-ray walls, drayage and plumbing and electrical (\$27,000); orientation dinner and volunteer meals during event (\$12,000); Larell denture costs (\$15,000); and required staff travel and lodging (\$4,000).

Budget Status: GREEN

CDA Cares 2012



Major expenses in Sacramento include: ADCF equipment and staff (\$35,000); facility rental and associated setup costs (\$28,000); orientation dinner and volunteer meals (\$18,000); Larell Denture costs (\$15,000). No staff travel or hotel costs (with the exception of a room block obligation) were incurred because the event was local.

Other expenses for both events include EMT, security, t-shirts, miscellaneous disposable supplies, audio-visual equipment. Many of these expenses either came at no cost or the cost was minimized because the vendors have provided us items at cost or at significant discounted rates. These supplies include table covers, disposable gowns, pharmaceuticals, medical waste containers and disposal, towels, water for sterilization, plumbing fixtures, fork lift operator, and tables and chairs.

Significant funding has come from Dentaquest (\$20,000); Patterson Foundation (\$7,500); Straine Consulting (\$20,000); CalDPAC (\$10,000). We have just received a pledge from Delta Dental for \$25,000 to be received in October. One more grant proposal is still being considered by the Sierra Health Foundation (\$22,000) and we should hear by October 2012.

Benco and Carestream, our presenting sponsors, have contributed more than \$250,000 of in-kind

contributions (dental materials, panorex equipment), and they remain committed to future events where they have a presence (they are currently not in every area in California).

RISKS & RISK MITIGATION

Risk: Insufficient funds raised to support each event in its entirety.

Risk Mitigation: Solicit multiple national partners and secure long-term commitments/partnerships versus commitments to single events. In addition, solicit and secure local partners to support activities associated with the events.

Risk: Insufficient volunteers to provide care to at least 1,500 patients per event.

Risk Mitigation: Work with components to recruit dental volunteers and work with local businesses and organizations to recruit other community volunteers. Steering committee contacts will also be used to secure volunteers. If insufficient numbers of volunteers remain a challenge, the events can be scaled back to accommodate and the number of patients served will be reduced. A continued challenge remains recruiting for an adequate number of oral surgeons due to the high need (CDA Cares provided 2,000 extractions in Modesto and 2,600 in Sacramento). Usually, the challenge is on Friday, often an oral surgeon's busiest day of the week. Going forward, it is likely that we will not hold an event in the summer months to reduce the risk of not having enough dentists as well as oral surgeons. The success and efficiency of our Sacramento event is partially the result of having well trained key staff and volunteers in lead positions (IT support, facilities setup, patient exit interview, dental assistant volunteer coordination, data collection, etc.). Moving forward, when events are held in locations further away from Sacramento, we will need to find replacements for these key staff, which may result in a less efficient operation, unless the organization is willing to support the travel and lodging expenses for these staff members (similar to what CDA does for CDA Presents and house).

Risk: Time spent raising funds and submitting grant proposals has been time consuming for staff, possibly putting individual fundraising for the CDA Foundation (foundation) at risk.

Risk Mitigation: We will assess the impact this may have had by evaluating the budget revenue projections through the third quarter and make a recommendation. We have been successful in raising the needed funds for both 2012 events but do not have any earmarked funds in reserve. We have made significant progress in building corporate support, which has been a new fundraising area for the foundation, but the time that it has taken to do so may have taken a toll on individual fundraising efforts. Usually, the summer is not prime time for individual fundraising; we typically see a strong fourth quarter and will be striving to meet originally projected targets through some individual fundraising events and house activities. If we continue to meet targets for individual fundraising and spend resources on CDA Cares fundraising, we project to only have enough funds for one event in 2013.

SIGNIFICANT PROJECT CHANGE(S)

A decision was made with the first event in Modesto to add the Larell One-Step Denture service to the clinics which has increased the cost of each clinic by approximately \$15,000. After the Modesto clinic, it became apparent that there is a significant need for this service that cannot be met by partial dentures. This additional service has resulted in significant media attention, human interest stories, and has often been the most life-changing treatment that patients have received.

PROJECT STATUS

August 2011

Project Status:

GREEN

- A contract with the Modesto Centre Plaza was signed by the foundation.

September 23, 2011

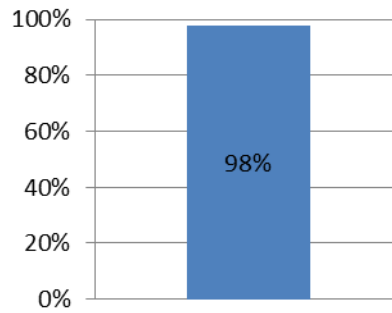
- The first steering committee meeting was held in San Francisco. Dr. Andrew Soderstrom chaired the meeting and

members chose the areas they wished to oversee at CDA Cares Modesto.

November 21-22, 2011

- Four steering committee members and two CDA staff traveled to Portland, Oregon to observe the Oregon Dental Association's second Mission of Mercy (MOM) event

% Project Complete



December 1, 2011

- The second steering committee meeting was held by conference call. An infection control coordinator and a patient registration coordinator were chosen. The committee discussed the idea of including Larell Dentures at CDA Cares, Modesto. Staff was asked to gather additional information for discussion at the next meeting.

December 21, 2011

- A contract for CDA Cares, Sacramento was sent to Cal Expo with signature.

January 4, 2012

- Marketing completed and fund raising brochures printed.

January 10, 2012

- The steering committee met in Modesto. A decision was made not to include Larell Dentures until MOM finalizes a partnership with LaLrell (2013). A draft of the clinic philosophy was discussed. Staff will make changes and share it with legal for finalization. Hard and electronic copies of the fund raising brochures were distributed.

February 2012

- The steering committee met on February 22nd. The decision not to offer Larell Dentures was reversed. The number of dentures offered will be limited to 30 arches. A few dentists from Modesto and Sacramento will receive training on the technique.
- Outreach for volunteers and potential funders continue.
- Research has begun for a clinic site in the Santa Cruz area.
- Staff conducted a site visit for two potential locations in San Diego.

March 2012

- Benco was secured as the premier sponsor for Modesto and will provide disposable supplies. Carestream Dental will provide three Panorex and six Nomad X-ray units. Other sponsors and donations are being continuously secured for Modesto and Sacramento. We are in discussions with Patterson and Burkhart for Sacramento event.
- CDA's employee participation policy has been finalized and scheduled for release to staff in early April.
- Outreach for volunteers and potential funding continues. We currently have more than 400 volunteers registered.
- Outreach and invitations to local and state elected officials has begun. Messaging is being coordinated with public policy.
- Several articles on CDA Cares have appeared in the Modesto Bee, Dr. Bicuspid and other news publications.
- The lead dentist for the Modesto lab area was funded to participate in another state's MOM event to learn the Larell Denture technique.
- Clinics in Santa Cruz, Sacramento, and San Diego are being planned for 2013.

April 2012

- A dental lab was secured for Modesto.

- Disposable supplies continue to be secured through various sponsors coordinated by Benco. Sponsor logos or company names are presented on the CDA Cares sponsor page, on Facebook and in communications (CDA Update/CDA Journal) that have gone out to members and Modesto volunteers.
- A foundation seal indicating a vendor supports CDA Cares was created for CDA Presents and distributed.
- Over 1,000 volunteers are registered; more than 900 are signed up for Modesto.
- Media spokespersons have been identified and fact sheets for all audiences have been prepared.
- Legislators, local elected officials, and policymakers have been invited and confirmed.
- Media outreach has been successful in both recruiting volunteers and creating media interest.
- 15 potential denture patients have been screened and given an appointment to receive dentures at the clinic.
- Sacramento steering committee is being created and work will begin on the August event immediately following the Modesto event.

May 2012

- The clinic met all success criteria. 1,620 patients received 7,200 procedures including 143 partial or full dentures.
- 1,250 volunteers including 226 dentists participated.
- Approximately 10 local or state elected officials toured the clinic and more than 50 news stories – TV and print reported on the clinic.
- 1,473 patients participated in an exit interview and 89 percent reported being very satisfied or satisfied with the event. The data collected for both events can be used to advocate for oral health.
- More than 300 volunteers participated in the post-event survey and the data showed 97percent were very satisfied or satisfied with the event.
- 99 percent of volunteers said they would participate again.

June 2012

- The Sacramento Steering Committee met on June 7, June 27, and July 18.
- All the clinic leads have been appointed.
- Benco and Carestream have agreed to be major sponsors for Sacramento.
- Additional sponsors are being sought for different parts of the clinic including, but not limited to the lab area, endodontics, volunteer meals and the orientation dinner.
- 208 volunteers have registered including 71 dentists.
- Outreach for volunteers continues. We are on pace with Modesto event. Oral surgeons are light on first day of clinic (Friday).
- Locations for CDA Cares 2013 are being discussed by the foundation.

July 2012

- The Steering Committee met on July 18
- A grant of \$7,500 from the Patterson Foundation was received
- Additional sponsors are being sought
- Fact sheets from Modesto were modified and emailed to all registered dentists
- Following a discussion about future CDA Cares sites at the July 27 Evaluation Committee meeting, it was suggested that the Evaluation Committee be the volunteer group that selects the sites for upcoming CDA Cares events.

August 2012

- Aug 7, an all leads meeting was held
- Aug 13 CDA staff was trained
- All success criteria were met for the CDA Cares event in Sacramento. The number of patients

- who received dental care increased by 23 percent over Modesto (376 patients).
 - 2,026 patients received \$1.6 million of dental care
 - 720 cleanings
 - 1,580 fillings
 - 2,669 extractions
 - 49 root canals
 - 117 partial and full dentures
 - More than 1,600 volunteers including 272 dentists.
- 80 sponsors
- The event was visited by nine state legislators, including Senate President Pro Tempore Darrell Steinberg and Assembly Minority Leader Connie Conway, three legislative candidates, several key legislative staff members, two local elected officials, and some state health officials. In addition, three members of the state dental board and several board staff members volunteered at the event.
- The media coverage was excellent. Stories were aired on both days of the clinic. The Sacramento Bee printed an article and opinions and editorials have been written addressing the lack of statewide dental leadership and programs. News of the event was also reported through online publications such as Dr. Bicuspid and the ADA News. News coverage continued through Wednesday following the event, which is significant.
- 1,604 patients participated in an exit interview and 94.5 percent reported being very satisfied or satisfied with the event.
- Volunteers and sponsors will receive a thank you newsletter on September 4th.
- A volunteer survey is included in the newsletter. A debriefing meeting will be held in September for the steering committee and key leads.

September 2012

- Staff is preparing a matrix for site evaluation purposes. A total of eight sites are being considered for two events in 2013. Volunteer leaders from San Jose and San Diego have expressed a strong interest in having an event in their area. We also received a request from Linda Siefert, a Solano County Supervisor. The CDA Evaluation Committee will be considering the various sites at their September 21 meeting.
- A significant increase in calls from people seeking care who were turned away from the Sacramento clinic. We have received many requests for dentures and for locations and dates of upcoming clinics. We also had patients express frustration that they stood in line/camped for many hours and still were not able to get in.