

## Minutes of the 45<sup>th</sup> Annual Session of the California Dental Association (CDA) House of Delegates

Sacramento Hyatt Regency  
 October 16, 2015 and March 4-5, 2016

### First Session of the 2015 House of Delegates – October 16, 2015

1. **Call to Order:** The 45<sup>th</sup> annual session of the House of Delegates (house) was called to order by the speaker of the house (speaker), Craig Yarborough, DDS on Friday, October 16 at 7:00 a.m.
2. **Establishment of Quorum:** Secretary Natasha Lee, DDS established that a quorum was present.
3. **Presentation of Proposed Agenda:** Dr. Yarborough presented a modified agenda requesting the house to consider conducting only critical business (i.e. adoption of the 2016 annual budget, elections of officers and ratification of nominations, selections and the 2015 non-policy actions of the board of trustees), and that the remaining business on the original agenda be definitely postponed until a special house to be held within three to six months.
4. **Recess:** With no objection, Dr. Yarborough announced a thirty-minute recess to allow delegates to discuss the proposed agenda.
5. **Adoption of the Agenda:** The house adopted the newly proposed agenda as submitted by the executive committee by a vote of 118 (61 percent) to 74 (39 percent). The agenda included the adoption of the 2016 annual budget (Resolution 34-2015-H), the ratification of non-policy decisions of the board (Resolution 33-2015-H), the ratification of nominations and selected members for the subsidiary boards and CDA Holding Company, Inc. board of directors (Resolutions 29-2015-H and 30-2015-H) and the installation of the new officers and trustees.
6. **Consideration of Consent Agenda:** Dr. Yarborough presented a consent agenda including Resolutions 29-2015-H, 30-2015-H, 33-2015-H and 34-2015-H. The house identified, discussed and proposed editorial amendments to Resolution 33-2015-H. Subsequently, the house adopted the consent agenda by a vote of 169 (91 percent) and 17 (nine percent). The details of these actions are noted below.
  - a. Resolution 29: Nominations to Subsidiary Operating Company Board of Directors:  
 Resolution 29-2015-H, as submitted by the board, was adopted on the consent agenda as follows:  

**Resolved, that the attached candidates be selected to serve on the TDIC/TDIC Insurance Solutions board of directors and the TDSC board of directors.**
  - b. Resolution 30: Nominations to Fill CDA Holding Company, Inc. Board of Directors:  
 Resolution 30-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that George Maranon, DDS be selected as the trustee member of the CDA Holding Company, Inc. board of directors.**

- c. Resolution 33: Nonpolicy Actions of the Board: Resolution 33-2015-H, as submitted by the board, was amended with editorial changes to Board Report 3, Attachment B.1, Internal Control Manual - Electronic Funds Transfers. Resolution 33-2015-H, was adopted by voice vote as follows:

**Resolved, that the board of trustees nonpolicy actions as identified in Board Report 3, Attachment B, "Detailed List of 2015 Nonpolicy Actions of the board of trustees" be ratified.**

- d. Resolution 34: 2016 CDA Operating and Capital Budget: Resolution 34-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the budget for the year 2016 be approved, and be it further**

**Resolved, that there be an allocation of up to \$2,015,269 from strategic reserves to balance the 2016 operating budget, and be it further**

**Resolved, that there be an allocation of \$628,100 from strategic reserves for the 2016 capital budget.**

7. **Nominations and Installations**: Dr. Yarborough declared all nominated positions duly elected and installed for the coming year. Kenneth Wallis, DDS addressed the house as the newly installed president. Immediate past president, Walter Weber, DDS, also addressed the house.
8. **Adjournment of the First Session of the House**: Dr. Yarborough entertained a motion to adjourn the house *sine die* at 8:00 a.m., which passed via card vote. The house adjourned *sine die* at 8:00 a.m.

## Minutes of the Continued 45<sup>th</sup> Annual Session of the House of Delegates

Sacramento Hyatt Regency  
March 4-5, 2016

### First Session – March 4, 2016

1. **Call to Order:** The 46<sup>th</sup> special open session portion of the House of Delegates (house) was called to order by the speaker of the house (speaker), Dr. Craig Yarborough on March 4 at 10:30 a.m.
  - a. **Pledge of Allegiance:** Janice Lee, alternate delegate from the Ostrow School of Dentistry of the University of Southern California, led the house in reciting the Pledge of Allegiance.
2. **Establishment of Quorum:** Secretary Dr. R. Del Brunner, also serving as chair of the committee on credentials, presented the report of the committee and established that a quorum was present.
3. **Approval of the Agenda:** Dr. Jeffrey Lloyd, chair of the committee on rules and order presented the report of the committee. The house adopted the 46<sup>th</sup> special session house agenda as Resolution 47-2015-H by card vote as follows:

**Resolved, that the agenda as distributed to all members of the House of Delegates be adopted as the official order of business for the 2016 special session of the House of Delegates, and be it further**

**Resolved, that the speaker of the house be authorized to alter the order of the agenda as deemed necessary in order to expedite the business of the house.**

4. **Prioritized Business:** Resolution 42-2015-H, as submitted by the Central Coast Dental Society, was adopted by a vote of 167 (88%) to 22 (12%) as follows:

**Resolved, that the rule in American Institute of Parliamentarians Standard Code of Parliamentary Procedure to include the time and place of the continued portion of the meeting in the original motion to adjourn be suspended to allow the March 4-5, 2016 House of Delegates in Sacramento to be a continued meeting, and be it further**

**Resolved, that the original motion to adjourn the 2015 annual House of Delegates "sine die" in October 2015 be amended to reflect "the House of Delegates adjourn until its continuation on March 4-5, 2016 in Sacramento", and be it further**

**Resolved, that due to the limited business transacted on October 16, 2015, March 4, 2016 be considered the first day of the House of Delegates for all procedural matters.**

5. **Overview of Governance Recommendations Presentation:** Immediate past president Dr. Walter Weber and trustee/governance review advisory committee chair, Dr. Richard Nagy presented an overview of the governance recommendations.
6. **Closed Session - Clarify Fiduciary Responsibilities:** Special committee chair Dr. Thomas Olinger, also serving as chair of the reference committee 1, led discussion and deliberation of Resolution 22-2015-H. In accordance with the General Operating Principles, attendees included delegates, alternate delegates, the board and legal counsel. The house also approved the inclusion of past presidents, component executive directors, speakers emeritus and designated staff.
7. **Adjournment of the First Session of the House:** Dr. Yarborough declared the meeting of the first session of the continued 2015 annual house adjourned at 12:00 p.m.

## Second Session - March 4, 2016

1. **Call to Order:** The second session of the continued 45<sup>th</sup> annual session of the house was called to order by Dr. Yarborough on March 4 at 5:00 p.m.
2. **Establishment of Quorum:** Dr. Brunner established that a quorum was present.
3. **Presidential Address:** President Dr. Kenneth Wallis addressed the house with his perspective on how professional associations have emerged into a unified group that provides support for greater societal interests. Dr. Wallis also introduced an adjourned in memory video presented on the floor of the state assembly in recognition of Dr. Steve Leighty.
4. **CDA Year in Review:** Dr. Weber addressed the house and introduced the "Year in Review" video presentation.
5. **Organizational Overview – Report of the Executive Director:** Peter DuBois provided an organizational overview summarizing last year's work.
6. **Financial Overview:** Treasurer Dr. Kevin Keating provided his financial report, which included 2015 financial highlights and a projection for the 2016 budget.
7. **CDA Foundation Awards & Guests:** Dr. Jean Creasey, chair of the CDA Foundation, introduced the 2015 student loan repayment grant recipient, Dr. Sonia Relingo.
8. **Closed Session - Legal Matters:** Alison Sandman, general counsel, provided an update on legal matters in closed session.
9. **Adjournment of the Second Session of the House:** Dr. Yarborough declared the meeting of the second session of the house adjourned at 7:00 p.m.

### Third Session – March 5, 2016

1. **Call to Order:** The third session of the continued 45<sup>th</sup> annual session of the house was called to order by Dr. Yarborough on Saturday, March 5 at 10:30 a.m.
2. **Establishment of Quorum:** Dr. Brunner established that a quorum was present.
3. **Closed Session - Clarify Fiduciary Responsibilities:** Resolution 22RC-2015-H was substituted for Resolution 22-2015-H, as submitted by the board of trustees (board), and was adopted in closed session by a vote of 139 (72%) and 53 (28%) as follows:

**Resolved, that the House of Delegates be named as the policy setting body in the CDA Bylaws, and be it further**

**Resolved, that the board of trustees be granted the authority to approve the annual budget and final authority on business decisions, with the exception of the determination of member dues, which would remain the responsibility of the house and which would require majority approval by the House of Delegates, and be it further**

**Resolved, that the CDA Bylaws be amended to reflect this authority, and be it further**

**Resolved, that these changes become effective upon adjournment *sine die* of this House of Delegates.**

[The amendments to the CDA Bylaws and General Operating Principles are attached \[Attachment AA\].](#)

4. **Presentation of Priority Agenda:** Dr. Yarborough, in consultation with the reference committee chairs, prioritized the following resolutions: Resolutions 43-2015-H and 41-2015-H (reference committee 3) and Resolution 18-2015-H (reference committee 2). The details of these actions are noted within the reports of their associated reference committee and ordered numerically within those sections for ease of reference.
5. **Reference Committee 1 Report:** Dr. Olinger, chair of reference committee 1, presented the reference committee report and recommendations on the submitted resolutions. The resolutions are noted below in numerical order.
  1. **Term Start Date:** Resolution 1-2015-H, as submitted by the board, was adopted by a vote of 173 (98%) to 4 (2%) as follows:

**Resolved, that CDA volunteer terms begin on January 1 and conclude on December 31, and be it further**

**Resolved, that the volunteer term for members on the government affairs council begin on December 1 and conclude on November 30, and be it further**

**Resolved, that the revised terms be reflected in the CDA Bylaws and General Operating Principles as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

[The amendments to the CDA Bylaws and General Operating Principles are attached \[Attachment A\].](#)

2. Outcomes and Process - CDA Bylaws and General Operating Principles Revisions: Resolution 2-2015-H, as submitted by the board, was adopted by a vote of 163 (91%) to 16 (9%) as follows:

**Resolved, that processes which limit operational flexibility without affecting governance effectiveness be removed from the CDA Bylaws and General Operating Principles, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

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

3. Improvements to Operational Calendar: Resolution 3-2015-H, as submitted by the board, was adopted by a vote of 173 (97%) to 5 (3%) as follows:

**Resolved, that the 60 days advanced notice of CDA Bylaws changes be revised to 30 days advance notice for a regular meeting of the House of Delegates, and be it further**

**Resolved, that 45 days advance notice of nominations and selections for volunteer positions be revised to 30 days advance notice, and be it further**

**Resolved, that the CDA Bylaws be amended as attached, and be it further**

**Resolved, that the changes take effect upon adjournment *sine die* of this House of Delegates.**

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

6. Identification of Issues for House Consideration: Resolution 6-2015-H, as submitted by the board, was adopted by a vote of 173 (94%) to 12 (6%) as follows:

**Resolved, that the committee on reports be dissolved and the duties be transferred to the board of trustees, and be it further**

**Resolved, that the format of board reports 1-5 be eliminated, but that the House of Delegates continue to receive information about the annual budget, board of trustees actions (including volunteer position nominations and elections) and status reports of prior year's House of Delegate actions, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

[The amendments to the CDA Bylaws and General Operating Principles are attached \[Attachment D\].](#)

19. Oversight of Membership Strategy and Procedure: Resolution 19-2015-H, as submitted by the board, was defeated by a vote of 105 (56 %) to 84 (44 %) as noted below (stricken):

~~**Resolved, that the responsibility for oversight of membership programs and strategy, and setting of membership billing policy be accomplished by the board of trustees, and be it further**~~

~~**Resolved, that the council on membership be dissolved, and be it further**~~

~~**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**~~

~~**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**~~

21. Executive Committee, Evaluation Committee and Governance Review Subcommittee: Resolution 21-2015-H, as submitted by the board, was adopted by a vote of 175 (94 %) to 12 (6 %) as follows:

**Resolved, that the duties of the evaluation committee to approve the annual goals and conduct the review of the executive director and editor be assigned to the executive committee, plus members designated by the board of trustees, and be it further**

**Resolved, that the duty of the evaluation committee to oversee the work of the subsidiary and affiliate organizations be clarified as a current duty of the board of trustees, and be it further**

**Resolved, that the evaluation committee be dissolved, and be it further**

**Resolved, that the governance review subcommittee be dissolved and the executive committee be assigned the power to reconvene an ad hoc committee as needed, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**

**Resolved, that the changes take effect upon adjournment *sine die* of this House of Delegates.**

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

23. Election of Council and Committee Members: Resolution 23-2015-H, as submitted by the board, was adopted by a vote of 169 (88 %) to 22 (12 %) as follows:

**Resolved, that the board of trustees have final authority to select members of councils, committees, the ADA delegation, and affiliate boards of directors, and make nominations for the subsidiary boards of directors to the CDA Holding Company Inc. board of directors, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**

**Resolved, that the changes take effect upon adjournment *sine die* of this House of Delegates.**

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

24. Oversight of Committee Work: Resolution 24-2015-H, as submitted by the board, was adopted by a vote of 163 (85 %) to 29 (15 %) as follows:

**Resolved, that the board of trustees have the responsibility and authority to direct and assign work to councils, committees and task forces, and be it further**

**Resolved, that the board of trustees have responsibility and authority over management oversight decisions without further ratification of these actions, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**

**Resolved, that the changes take effect upon adjournment *sine die* of this House of Delegates.**

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

25. TDIC Board Composition Changes: Resolution 25-2015-H, as submitted by the board, was adopted by a vote of 174 (96 %) to 8 (4 %) as follows:

**Resolved, that the TDIC and TDIC Insurance Solutions boards of directors composition be changed to include eight at-large directors, four non-CDA member/non-employee directors, one non-voting immediate past chair (when applicable), one CDA trustee director, two CDA officers (the treasurer and vice president), the CDA executive director, and the president/chief executive officer as non-voting (and that when the CDA executive director serves concurrently as the president/chief executive officer, that the combined position shall not have a vote), and be it further**

**Resolved, that the term for at-large and non-CDA member/non-employee directors shall be three years with a consecutive tenure of three terms, and that the term of trustee directors shall be two years, and be it further**

**Resolved, that the terms and tenures of the TDIC and TDIC Insurance Solutions board of directors be set to initiate tenure staggering as attached and assigned to directors by the CDA Holding Company, Inc. upon election, and be it further**

**Resolved, that the TDIC and TDIC Insurance Solutions Bylaws be amended as attached to reflect these changes.**

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

26. Audit Committee Eligibility Amendment: Resolution 26-2015-H, as submitted by the board, was adopted by a vote of 176 (98 %) to 4 (2 %) as follows:

**Resolved, that members of subsidiary or affiliate boards which do not have separate finance committees be ineligible for service on the CDA audit committee for one year following board service, and be it further**

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

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

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

6. **Reference Committee 2 Report**: Dr. William Perry, chair of reference committee 2, presented the reference committee report and recommendations on the submitted resolutions. Resolution 18-2015-H was considered under the presentation of the prioritized agenda. The remaining resolutions were considered in numerical order.

4. Trustee Allocation Period: Resolution 4-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the trustee allocation period be reduced from every 10 years to every five years, and be it further**

**Resolved, that the CDA Bylaws be amended as attached, and be it further**

**Resolved, that the changes take effect upon adjournment *sine die* of this House of Delegates.**

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

5. Administrative Functions for the House of Delegates: Resolution 5-2015-H, as submitted by the board, was adopted by a vote of 165 (91 %) to 17 (9 %) as follows:

**Resolved, that the committee on rules and order be dissolved and its duties be assigned to the speaker of the house, and be it further**

**Resolved, the committee on credentials be dissolved and its duties be assigned to the secretary, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended to reflect the changes as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

[The amendments to the CDA Bylaws and General Operating Principles are attached \[Attachment K\].](#)

7. Forum of Specialty Organizations: Resolution 7-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the interdisciplinary affairs committee be converted to a forum and the president be charged with the duty to hold forums for representatives of specialty groups or other constituencies, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**

**Resolved, that the changes take effect upon adjournment *sine die* of the 2015 House of Delegates.**

[The amendments to the CDA Bylaws and General Operating Principles are attached \[Attachment L\].](#)

8. Modifications to Term and Tenure (treasurer): Resolution 8-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that one term be added to the tenure of the treasurer to be a two-year term, for a maximum three-term tenure, and be it further**

**Resolved, that the CDA Bylaws be amended to reflect the revised term and tenure as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

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

9. Modifications to Term and Tenure (speaker): Resolution 9-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that one year be added to the term of the speaker, and revised to a maximum three-term tenure, and be it further**

**Resolved, that the CDA Bylaws be amended to reflect the revised term and tenure as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

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

10. Modifications to Term and Tenure (council on peer review): Resolution 10-2015-H, as submitted by the board, was adopted by a vote of 182 (97 %) to 5 (3 %) as follows:

**Resolved, that one term be added to the tenure of the council on peer review to be a three-year term, for a maximum three-term tenure, and be it further**

**Resolved, that the CDA Bylaws be amended to reflect the revised term and tenure as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

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

11. Modifications to Term and Tenure (judicial council): Resolution 11-2015-H, as submitted by the board, was adopted by a vote of 172 (97 %) to 6 (3 %) as follows:

**Resolved, that one term be added to the tenure of the judicial council to be a three-year term, for a maximum three-term tenure, and be it further**

**Resolved, that the CDA Bylaws be amended to reflect the revised term and tenure as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

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

12. Modifications to Term and Tenure (wait time): Resolution 12-2015-H, as submitted by the board, was adopted by a vote of 174 (99 %) to 2 (1 %) as follows:

**Resolved, that wait time between service on the same council or committee be reduced to one term, rather than a full tenure, and be it further**

**Resolved, that the CDA Bylaws be amended to reflect the eligibility requirements as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

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

13. Modifications to Term and Tenure (committee on volunteer placement): Resolution 13-2015-H, as submitted by the board, was adopted by a vote of 178 (98 %) to 4 (2 %) as follows:

**Resolved, that one year be added to the term for the committee on volunteer placement to be a three-year term with a one-term lifetime tenure, and that elected trustee members may serve on the committee on volunteer placement for up to one year after completion of service as a trustee, and be it further**

**Resolved, that the CDA Bylaws be amended to reflect the revised terms, tenures and eligibility requirements as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

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

14. Modifications to Term and Tenure (committee on volunteer placement staggering): Resolution 14RC-2015-H was substituted for Resolution 14-2015-H, as submitted by the board and was adopted by a vote of 166 (97 %) to 5 (3 %) as follows:

**Resolved, that one new at-large committee on volunteer placement member in 2017 shall have a 4-year term, and be it further**

**Resolved, that this change take effect upon adjournment *sine die* of this House of Delegates.**

15. Role of Trustees at the CDA House of Delegates: Resolution 15-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that beginning with the annual session of the House of Delegates in 2017, current trustees and officers be precluded from service as a delegate or alternate delegate from a component dental society, and be it further**

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

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

16. Composition of CDA Executive Committee and Board of Trustees (editor and speaker): Resolution 16-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the CDA editor and speaker of the House of Delegates be non-voting "participants" of the CDA executive committee and CDA board of trustees, and be it further**

**Resolved, that the CDA Bylaws be amended as attached, and be it further**

**Resolved, that these changes take effect upon the adjournment *sine die* of this House of Delegates.**

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

17. Composition of CDA Executive Committee and Board of Trustees (executive director): Resolution 17RC-2015-H was substituted for Resolution 17-2015-H, as submitted by the board and was adopted by a vote of 146 (78 %) to 43 (22%) as follows:

**Resolved, that the CDA executive director be a member of the CDA executive committee and CDA board of trustees with full rights and obligations as prescribed of members by the law, and be it further**

**Resolved, that the executive director shall not be present during deliberation or voting on his or her evaluation and compensation, and be it further**

**Resolved, that the CDA Bylaws be amended as attached, and be it further**

**Resolved, that these changes take effect upon the adjournment *sine die* of this House of Delegates.**

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

18. New Dentist Volunteer Opportunities: Reference committee 2 prioritized Resolution 18-2015-H. Resolution 18RC-2015-H was substituted for Resolution 18-2015-H, as submitted by the board. Then, Resolution 18S1-2015-H (an amendment proposed by a collaboration of current and past committee on the new dentist members) was substituted for Resolution 18RC-2015-H and adopted by a vote of 171 (97%) and 6 (3%).

**Resolved, that a new dentist at-large position be added to the government affairs council, and be it further**

**Resolved, that a new dentist position with a one-year term, two-term tenure be added to the CDA Presents board of managers, and be it further**

**Resolved, that a new dentist guest be invited to the board of trustees, and be it further**

**Resolved, that a task force be created to develop recommendations regarding structures and programs for new dentists to include opportunities for networking, leadership development and feedback to CDA, and be it further**

**Resolved, that the task force includes, but is not limited to, the current members of the committee on the new dentist, and be it further**

**Resolved, that the task force submit recommendations to the 2016 annual House of Delegates, and be it further**

**Resolved, that up to \$15,000 from a fund to be determined by the finance committee be allocated for this task force, and be it further**

**Resolved, that the committee on the new dentist be dissolved, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of the House of Delegates.**

[The amendments to the CDA Bylaws and General Operating Principles are attached \[Attachment V\].](#)

20. Development of Dental Policy Recommendations: Resolution 20-2015-H was editorially amended by the reference committee to clarify the intention of the resolution, as submitted by the board and was adopted by a vote of 98 (69 %) to 45 (31%) as follows:

**Resolved, that the policy development council be dissolved and policy issues be addressed by existing governance bodies or future task forces and workgroups as needed, and be it further**

**Resolved, that the CDA Bylaws and General Operating Principles be amended as attached, and be it further**

**Resolved, that these changes take effect upon adjournment *sine die* of this House of Delegates.**

[The amendments to the CDA Bylaws and General Operating Principles are attached \[Attachment W\].](#)

7. **Reference Committee 3 Report**: Dr. Xerxez Calilung, chair of reference committee 3, presented the reference committee report and recommendations on the submitted resolutions. Resolutions 43-2015-H and 41-2015-H were considered under the presentation of the prioritized agenda. The remaining resolutions were considered in numerical order.

27. Dental Care Capacity Task Force Final Report: Resolution 27-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the report of the dental care capacity task force be filed.**

28. Sleep Disordered Breathing Final Report: Resolution 28-2015-H, as submitted by the board, was adopted by a vote of 142 (74 %) to 51 (26%) as follows:

**Resolved, that the report of sleep disordered breathing be filed, and be it further**

**Resolved, that CDA reaffirms existing policy related to sleep disordered breathing (Resolution 25RC-2011-H), and be it further**

**Resolved, that CDA recognizes the unique role dentists can continue to play in the screening, referral for diagnosis and treatment of sleep disordered breathing, and be it further**

**Resolved, that CDA continues to seek opportunities to educate its members and the public about the importance of proper diagnosis and treatment of sleep disordered breathing.**

31. Honorary Membership of Norma Claassen: Resolution 31-2015-H, as submitted by the Alameda County Dental Society, was adopted on the consent agenda as follows:

**Resolved, that the retired Alameda County Dental Society executive director, Norma Claassen, be elected as an honorary member of the California Dental Association.**

32. Honorary Membership of Katherine Mack Orlin: Resolution 32-2015-H, as submitted by the Western Los Angeles Dental Society, was adopted on the consent agenda as follows:

**Resolved, that the retired Western Los Angeles Dental Society executive director, Katherine Mack Orlin, be elected as an honorary member of the California Dental Association.**

35. Peer Review Conflict of Interest Policy: Resolution 35-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the peer review conflict of interest policy be amended to allow component officers and board members to concurrently serve on a peer review committee.**

[The amendments to the peer review council conflict of interest policy are attached \[Attachment X\].](#)

36. Peer Review Overview and Mediation Implementation: Resolution 36-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the council on peer review develop and implement a mediation phase into the existing peer review process, and be it further**

**Resolved, that the council on peer review submit status reports regarding the mediation program to the board of trustees and a final report to the 2017 House of Delegates.**

37. Judicial Council Conflict of Interest Guidelines: Resolution 37-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the judicial council conflict of interest guidelines be approved as attached.**

[The amendments to the judicial council conflict of interest guidelines are attached \[Attachment Y\].](#)

38. Progress Report on Access to Care [Resolution 2RC-2011-H]: Resolution 38-2015-H, as submitted by the board, was adopted on the consent agenda as follows:

**Resolved, that the access to care activity report of Resolution 2RC-2011-H: Phased Strategies for Reducing the Barriers to Oral Health in California be filed.**

[The access to care activity report is attached \[Attachment Z\] .](#)

39. Dentists Providing Influenza Vaccines: Resolution 39-2015-H, as submitted by the board, was adopted by a vote of 114 (63 %) to 68 (37%) as follows:

**Resolved, that CDA approve policy acknowledging that dentists have the ability to administer influenza vaccines, and be it further**

**Resolved, that as dentists move to become active partners in the integrated health care delivery system their ability to influence the public's oral and systemic health can be expanded, and be it further**

**Resolved, that allowing dentists to administer influenza vaccinations to their patients in coordination with medical plans and their patient's physicians will expand public access to the flu vaccine and improve public health.**

40. Petition for Charter in the Western Los Angeles Area: Resolution 40-2015-H, as submitted by the board, was defeated on the consent agenda as noted below (stricken):

~~**Resolved, that a 33rd component, the Century Bayside Los Angeles Dental Society, be granted a charter with boundaries as follows:**~~

- ~~• The northern boundary shall be the junction of the ocean and the boundary line of the Los Angeles Ventura counties to the crest of the Santa Monica Mountains~~
- ~~• Then east along the crest of the Santa Monica Mountains to the western most portion of the Stone Canyon Reservoir~~
- ~~• The southernmost portion of the Stone Canyon Reservoir in a straight line south to the northern boundary of the Los Angeles Country Club~~
- ~~• Eastward to the Beverly Hills city limits~~
- ~~• Southerly following the city limits of Beverly Hills and extending through the Hillcrest Country Club to Robertson and 18<sup>th</sup>~~
- ~~• East on 18<sup>th</sup> to Spaulding~~
- ~~• South on Spaulding to Interstate 10~~
- ~~• West on Interstate 10 to the border of Culver City~~
- ~~• The southern border shall be the border of Culver City and the Jefferson Boulevard corridor, including the neighborhood of Playa Vista, west to the ocean~~

~~**And be it further**~~

~~**Resolved, that the territorial jurisdiction of the Western Los Angeles Dental Society be amended to be:**~~

- ~~• The northern boundary shall be the area south of the Jefferson Boulevard corridor (excluding the neighborhood of Playa Vista) connecting to and following the border of~~

- Culver City to the east
- ~~Where the border of Culver City meets Interstate 10, east on Interstate 10 until Spaulding~~
  - ~~South at Spaulding to the Pacific Electric tracks~~
  - ~~East on the Pacific Electric tracks to one block east of La Brea Avenue~~
  - ~~South to one block south of Slauson Avenue~~
  - ~~Then east to one block west of Western Avenue~~
  - ~~Continue west one block north of Rosecrans Boulevard to Crenshaw Blvd~~
  - ~~Then south along Crenshaw Boulevard including the west side and excluding the east side to P.C.H~~
  - ~~Then east down the center of Pacific Coast Highway to Narbonne Ave~~
  - ~~Then south down the center of Narbonne avenue to Palos Verdes Drive East~~
  - ~~Then south down the center of Palos Verdes Drive East to the intersection of 25<sup>th</sup> Street and Palos Verdes Drive South~~
  - ~~Then due south to the ocean~~

**And be it further**

**~~Resolved, that the CDA Bylaws be amended to reflect 33 chartered dental societies with the revised composition and calculations for the allocation of trustees and delegates as attached.~~**

41. Trustee Vote Accountability: Reference committee 3 prioritized Resolution 41-2015-H. Resolution 41-2015-H, as submitted by the Sacramento District Dental Society and Butte-Sierra District Dental Society, was withdrawn with consent of the house.
43. Creation of a Special House Committee for Governance: Reference committee 3 prioritized Resolution 43-2015-H. Resolution 43-2015-H, as submitted by the Santa Clara County Dental Society, Butte-Sierra District Dental Society, San Fernando Valley Dental Society, San Joaquin Dental Society and Stanislaus Dental Society, was defeated by a vote of 123 (64 %) to 69 (36%) as noted below (stricken):

**~~Resolved, that a special house committee for governance (SHCG) be formed with the purpose of reviewing the governance structure of the California Dental Association (CDA) to consider the organizational changes suggested by the board of trustees and referred by the House of Delegates, and be it further~~**

**~~Resolved, that the SHCG include nine members of the 2015 House of Delegates to be appointed by the president and ratified by the board from among nominations of house members received on the house floor immediately following the committee's creation, and be it further~~**

**~~Resolved, that the SHCG include three members of the board of trustees to be chosen by the president, and be it further~~**

**~~Resolved, that the SHCG be chaired by the president, and be it further~~**

~~Resolved, that SHCG be authorized to meet during the next year no more than four times or within the budgetary constraints of the \$125,000, and be it further~~

~~Resolved, that the SHCG be charged with discussing all proposed bylaws changes to our governing structure securing all necessary legal opinions (both internal and external) as determined by members of the committee, and reconciling any governance proposals with the need for checks and balances between CDA's two governing bodies and the need for transparency in CDA's governance, and be it further~~

~~Resolved, that after all due consideration of these and any other governance issues, the SHCG will return to the 2016 House of Delegates with its recommendations.~~

8. **Funding Decisions Outcome:** Dr. Keating provided an update on the financial impact of the adopted resolutions of new business, noting zero financial impact on the 2016 annual budget, which was adopted during the first session of the house on October 16, 2015.
9. **Adjournment:** Dr. Yarborough declared the meeting of the continued 45<sup>th</sup> annual session of the house adjourned at 4:51 p.m.

Signature on file  
Signature of Speaker

\_\_\_\_\_  
Date Signed

May 4, 2016  
Date Approved

Signature on file  
Signature of Secretary

\_\_\_\_\_  
Date Signed

May 4, 2016  
Date Approved

Signature on file  
Signature of Secretary

\_\_\_\_\_  
Date Signed

May 4, 2016  
Date Approved

## **CDA Bylaws (Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

### **CHAPTER I - ORGANIZATION**

Section 40. **GOVERNANCE:** The House of Delegates (house) ~~(hereinafter referred to as "house")~~, which is the highest governing authority of this association, and the board of trustees (board) ~~(hereinafter referred to as "board")~~, which ~~conducts the business of this association within the policies established by the house,~~ are the governing bodies of this association. The house is vested with the responsibility for strategic direction on matters of dental policy and practice and the board is vested with the fiduciary duties for the organization, including responsibility for strategic plan implementation, fiscal management and governance oversight.

...

### **CHAPTER II – MEMBERSHIP**

Section 130. **DUES AND ASSESSMENTS:**

- A. Dues and Assessments: Unless otherwise provided in these bylaws, the ~~amount,~~ due date and delinquency date of the dues and assessments of members shall be established by the ~~house board,~~ as specified in the General Operating Principles. The amount of member dues shall be established by the house upon approval of a simple majority. A proposal to change the amount of dues or consider an assessment shall be sent to the delegates and alternate delegates of the house at least ~~60~~30 days in advance of the session at which such proposal is to be considered. The board may adopt rules regarding the payment of dues and assessments. The board may exercise its interim authority to authorize promotional dues rates for a limited duration affiliated with membership campaigns. 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.

...

### **CHAPTER IV – HOUSE OF DELEGATES**

Section 50. **POWERS:** The house, ~~as the highest governing authority of this association,~~ shall have the following powers, without limitation:

- A. To amend the Articles of Incorporation and bylaws of this association by two-thirds of the votes cast.
- B. To adopt and amend the Code of Ethics.
- C. To grant, amend, withhold, suspend or revoke charters of component societies.
- D. To determine the strategic direction on matters of dental policy and practice ~~policies of this association~~ when not in conflict with the Constitution and Bylaws of the American Dental Association.
- E. To adopt the goals of the strategic plan.
- F. To elect honorary members.
- G. To ~~direct~~recommend that the president or board ~~to~~ create special committees.
- H. To recommend to the board ~~consider any proposal for~~ an appropriation not within the annual budget.

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

- I. To recommend to the board action to levy assessments upon the membership ~~at any session of the house by two thirds of the votes cast.~~
- J. To create, modify or establish councils and committees of this association.

Section 60. DUTIES: It shall be the duty of the house:

- A. To elect the elected officers of this association.
- B. To oversee the installation of board members.
- C. To elect non-trustee members of councils and standing committees of the association.
- ~~D. To adopt the annual budget of the association~~
- D. To elect delegates and alternate delegates to the ADA upon nomination from the board.
- E. To select the directors of CDA Holding Company, Inc. ("CDAHCI").
- F. To establish membership dues.
- G. To select:
  - 1. Candidates for the boards of directors of subsidiary companies as a recommendation to CDAHCI.
  - 2. The nominee to fill the office of thirteenth district trustee to the ADA.
- H. To receive and act upon all matters brought before the house.

...

Section 100. RULES OF ORDER:

- A. Reports: All reports of the board, elected officers, appointed officers, councils and committees, are the property of the house and shall be distributed to each delegate before such report is considered by the house.
- ~~B. Appropriation of Funds: Any resolution proposing an appropriation of funds, except those relating to the annual budget, shall be referred to the finance committee or board for a report on the availability of funds, which report shall be made at the same session of the house.~~
- ~~C. Approval of Annual Budget: The annual budget shall be sent to the delegates and alternate delegates at least 14 days in advance of the session of the house. If the budget as submitted is not approved, all recommendations for changes shall be referred to the board to prepare and present a revised budget prior to adjournment sine die of the house. This procedure shall be repeated until a budget for the ensuing fiscal year shall be adopted.~~
- B. Introduction of New Business: New business shall be accepted until noon of the second day.
- C. Parliamentarian: A parliamentarian may be appointed by the speaker.

...

**CHAPTER V – BOARD OF TRUSTEES**

The board shall be vested with the fiduciary duties for the organization, including responsibility for oversight of strategic plan implementation, fiscal management, governance oversight and with the implementation of ~~power to conduct the business of the association within the~~ policies established by the house. The board shall be the "board of directors" of this association for all purposes for which California law requires or authorizes action by a board of directors.

...

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

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

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

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

- A. To serve as the fiduciary of this association.
- B. To appoint, remove, conduct an annual review and set the compensation of the executive director.
- C. To appoint, remove, conduct an annual review and set the honorarium of the editor.
- D. To nominate, through the nominating committee, candidates for each officer position to be elected by the house.
- E. To nominate candidates for the boards of directors of the subsidiary companies for selection by the house and election by the shareholder.
- F. To nominate non-trustee, non-appointed candidates for councils and committees for election by the house.
- G. To nominate candidates for delegates and alternate delegates to the ADA for election by the house.
- H. To nominate candidates for honorary membership for election by the house.
- I. To nominate one or more candidates for the thirteenth district trustee.
- J. To elect the trustee members of standing committees of the board.
- K. To elect the trustee members of the leadership development committee and committee on volunteer placement.
- L. To elect directors to the boards of directors of affiliate companies.
- M. To determine the date and place for convening each annual session of the house.
- N. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the association, in such amount and for such coverage as the board determines.
- O. To review and approve an annual budget.
- P. To oversee the fiscal affairs of the association.
- Q. To engage an outside certified public accountant to audit the finances of the association at least annually.

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

- R. To adopt the annual budget of the association. The annual budget shall be sent to the board at least 14 days in advance of the meeting at which it will be considered.
- S. To submit an annual report to the house, including presentations of the annual budget and implementation of strategic plan.
- T. To ~~conduct and direct strategic planning and implementation of~~ develop the strategic plan ~~of this association and oversee its implementation based on the goals adopted by the house.~~
- U. To conduct an annual review of the compensation of officers.
- V. To ratify presidential appointments of council and committee members.
- W. To foster the flow of information from the board of trustees to their respective component dental societies and vice-versa through any means possible including attendance at general membership and board of directors meetings.

...

**CHAPTER IX – STANDING COMMITTEES OF THE BOARD**

Section 40. COMMITTEE ON REPORTS:

- A. Committee on Reports: The committee on reports shall consist of the president, the secretary, the finance committee chair, and four members of the board, appointed by the president, and subject to approval by the board. The speaker and the executive director shall be members *ex officio* without the right to vote. The chair shall be secretary of the association.
- B. Meetings: Meetings of the committee on reports shall be subject to the call of the chair or any three of its members to determine the placement of each resolution in one of the five board reports.
- C. Duties: The duties of the committee on reports shall be:
  - 1. To prepare the board of trustees' annual report to the house. The annual report shall consist of the following reports:
    - (a) Board Report 1 – Proposed Nominations to Councils/Committees and *CDA Presents* board of managers, ADA Delegates, and ADA Alternate Delegates;
    - (b) Board Report 2 – Proposed CDA Bylaws Amendments;
    - (c) Board Report 3 – Official Actions of the board of trustees;
    - (d) Board Report 4 – Annual Operating and Capital Budget; and
    - (e) Board Report 5 – Status Report of Prior year's House of Delegate Actions.
    - (f) Board Report 6 – Strategic Plan
  - 2. In preparing Board Report 3, the committee on reports shall identify those matters which are policies ~~and those matters which are not policies~~ requiring consideration by the house. For purposes of making this determination, ~~a policy is an action of the board which establishes a comprehensive rule or doctrine which will furnish the basis or origin for other rules or doctrines to guide in the management of the association and the attainment of its objectives~~ the committee on reports shall refer to the powers and duties of the house and board as prescribed in Chapters IV and V.

All policies matters for house consideration shall become separate resolutions to be considered ~~at~~ by the house. All ~~matters which are not policies-~~ other board actions shall be combined in Report 3 ~~to be ratified as one resolution to be considered at the house.~~ The committee on reports may designate any matter, ~~that is not policy,~~ approved by the board as a separate resolution to be considered at the house.

## **General Operating Principles (Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

### **II. DEFINITIONS OF VOLUNTEER GROUPS**

- A. House of Delegates: The House of Delegates (house) is vested with the responsibility for strategic direction on matters of dental policy and practice ~~is the highest governing authority of CDA,~~ and represents all of the members of the association. 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 and is vested with the fiduciary duties for the organization, including responsibility for oversight of strategic plan implementation, fiscal management, and governance oversight. ~~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.~~
- ...

### **XI. HOUSE OF DELEGATES**

#### C. Operation of the House of Delegates

1. Officers: The house has two officers: the speaker and the secretary. The speaker is elected annually by the house. The secretary 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, 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: ~~The powers and duties of the house make it the highest governing authority of the association. Among its duties, t~~he 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 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.

**General Operating Principles continued**  
**(Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

D. Procedures of the House of Delegates

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 are prepared by the speaker in consultation with the reference 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~~ Presentation of the Board Reports 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. The board shall provide written reports as required in the bylaws, and shall provide annual presentations of the strategic plan and budget, including dues.~~
8. Resolutions on the Appropriation of Funds: The treasurer shall report on the ~~availability of~~ funds required 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.~~

...

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 caucuses of their component to discuss information that will be considered by the house.

## **General Operating Principles continued (Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

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.

### 5a. Definition of Financial Terms

~~a.i.~~ 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.ii.~~ 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.

(a) 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.

(b) 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.

(c) 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.

~~iii.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 be not construed, however, as applying to memoranda of agreement or routine purchase orders for equipment, supplies and services.~~

## **General Operating Principles continued (Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

~~5.8.~~ Legal Responsibilities: In addition to the duties described in the association governing documents, 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 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 trustees to exercise their powers in the interests of the corporation 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 trustee has the fiduciary obligation to work solely for the benefit of the corporation. Any activity by a trustee to the detriment of a corporation is contrary to this duty. When a trustee has a material financial interest in a transaction involving the corporation, all material facts as to the transaction and the trustee's financial interest must be disclosed to the board and the trustee director may not vote on the matter. If a 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.

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 trustees to be informed. 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 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 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.

### **General Operating Principles continued (Amendments Adopted per Resolution 22RC-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

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 trustee can rely on information provided by accountants and lawyers. If a 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. Trustees are cautioned to proceed cautiously when acting contrary to the advice of experts.

The "business judgment rule" protects 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 trustees 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 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

- 3. Closed Session: In a closed session, attendance is limited to ~~members,~~ officers, trustees, and general counsel ~~of the association, and other individuals as approved by the board on a case by case basis.~~ Other persons may be invited to remain during closed session by a majority vote of the board and with the advice of legal counsel.

...

### **XVII. LIMITATION OF AUTHORITY**

- A. Employment: No council, committee, task force or BOM member is authorized to engage any employees except on authorization of the executive director.
- B. Contracts: No trustee or council, committee, task force or BOM member may bind the association to any contract. ~~No contract involving the association may be completed by any member of any council, committee, task force or BOM.~~

Establishment of Policy: All councils, committees, task forces and BOMs are charged with recommending policy. Unless otherwise provided in the bylaws, no council, committee, task force or BOM may establish policy or alter an existing policy.

**CDA Bylaws**  
**(Amendments Adopted per Resolution 1-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strike-out are deletions

**Chapter IV – HOUSE OF DELEGATES.**

Section 120. **ELECTION PROCEDURES:**

E. Installation and Term: Unless otherwise stated in these bylaws, terms of elected and appointed positions shall begin on January 1 and conclude on December 31. The house shall oversee the installation of all officers, newly elected board members and council/committee chairs, and shall recognize the immediate past president.

...

**CHAPTER VI – ELECTED OFFICERS**

Section 40. **INSTALLATION:** The elected officers shall be installed at the annual session of the house at which they were elected, to begin their official term on January 1. The president-elect shall be installed as president at the next annual session of the house following election as president-elect and as immediate past-president at the next annual session of the house following installation as president.

...

**CHAPTER VIII – COUNCILS**

Section 150. **GOVERNMENT AFFAIRS COUNCIL**

B. Term and Tenure: The term of office for at-large members shall be two years. The tenure shall be three terms. The term shall begin on December 1 and conclude on November 30.

...

**CHAPTER XI – SPECIAL COMMITTEES.**

Section 10. **APPOINTMENT AND TERM.** Special committees of this association may be created for the purpose of performing duties not otherwise assigned by these bylaws, at any session of the house or, when the house is not in session, by the president upon ratification by the board. Such special committees may serve until ~~adjournment sine die of the next annual session of the house~~ the end of the calendar year. The president shall appoint members of a special committee unless a different method of appointment is specified in the resolution creating such committees. A member of a special committee may be removed by the board in the same manner as council members (Chapter VIII, Section 70).

**General Operating Principles  
(Amendments Adopted per Resolution 1-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strike-out are deletions

**II. DEFINITIONS OF VOLUNTEER GROUPS**

- 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 the end of the calendar year. ~~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 the end of the calendar year. ~~adjournment sine die of the next annual session of the house.~~

## **CDA Bylaws (Amendments Adopted per Resolution 2-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strike-out are deletions

### **CHAPTER IV – HOUSE OF DELEGATES**

Section 70. ANNUAL SESSION: The house shall meet annually on a day or days specified by the board.

- B. Official Call: ~~The secretary of the association shall cause to be published in its official publication a notice of the time and place of each annual session, and shall send to~~ Each member of the house shall receive notice of the time and place of the annual session at least 60 days before the opening of such session.

Section 80. SPECIAL SESSION: A special session of the house shall be called by the president on two-thirds vote of the members of the board or on written request of at least 50 officially certified delegates of the last house. The time and place of a special session shall be determined by the president, ~~provided the time selected shall be not more than 45 days after the request was received. The secretary of the association shall send to~~ Each member of the house shall receive notice of the time and place of the special session at least 10 days before the opening of such session. The business of a special session shall be limited to that stated in the official call. Delegates at a special session shall be the officially certified delegates of the last house (or duly elected alternate delegates of the last house).

...

### **CHAPTER V – BOARD OF TRUSTEES**

Section 90. MEETINGS:

- A. Regular Meetings: There shall be four or more regular meetings of the board each year as called by the president upon 20 days' notice. ~~in accordance with the following schedule: At least once quarterly with one meeting immediately after the close of each annual session of the house.~~
- B. Special Meetings: A special meeting of the board may be called at any time by the president, or upon the request of 10 of the members of the board provided at least ~~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.

...

### **CHAPTER VIII – COUNCILS**

Section 110. REPORTS AND BUDGET: Each council shall submit ~~a quarterly~~ periodic reports to the board, an annual report to the house, and shall submit a proposed itemized budget to the board.

...

**CDA Bylaws continued  
(Amendments Adopted per Resolution 2-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strike-out are deletions

**CHAPTER IX – STANDING COMMITTEES OF THE BOARD**

Section 30. **NOMINATING COMMITTEE:**

- B. Duties: The duties of the nominating committee shall be to name at least one candidate for each of the offices of president-elect, vice president, secretary, speaker of the house and treasurer when appropriate.
1. Such nominations shall be submitted to the delegates and alternate delegates at least 45 days prior to the house.
  2. The membership of this association shall be notified ~~by publication~~ not less than 45 days prior to the house of the nominations made by the nominating committee. ~~Notification may be given either by publication in the official publication of the association or by direct mailing to the members. The date of mailing of any such publication or the date of mailing of any notice shall be deemed to be the date of publication.~~
  3. Subsequent to the 45-day notice, should the name of one or more officer candidates be withdrawn for any reason, the nominating committee shall amend its report to the house so that it contains at least one candidate for each position to be filled.

...

**CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION**

Section 90. **REPORTS AND BUDGET:** Each committee shall submit ~~a quarterly~~ periodic reports to the board, an annual report to the house, and shall submit a proposed itemized budget to the board.

...

**CHAPTER XIII – CDA PRESENTS BOARD OF MANAGERS**

Section 40. **ANNUAL REPORT AND BUDGET:** The board of managers shall submit ~~quarterly~~ periodic reports to the board, annual reports to the house, and shall propose an itemized budget annually to the board.

...

**CHAPTER XVI – AFFILIATES AND SUBSIDIARIES**

Section 10. **AFFILIATES:**

- A.2. Reports: The CDA Foundation shall submit ~~quarterly~~ periodic reports to the evaluation committee to be forwarded to the CDA board, and shall present an annual report to the house.

**CDA Bylaws continued  
(Amendments Adopted per Resolution 2-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strike-out are deletions

Section 20. **SUBSIDIARIES:**

A.3. Administration: The chief executive officer of a subsidiary company shall report to the chair of the board of CDA Holding Company Inc.. The chair, or a representative appointed by the chair, shall in turn present ~~quarterly~~ periodic reports of the activities of the subsidiary companies to the evaluation committee, to be forwarded to the CDA board, and shall present an annual report to the house.

...

**CHAPTER XVII – AMENDMENTS TO BYLAWS**

These bylaws may be amended at any session of the house by two-thirds of the votes cast, provided that the proposed amendment shall have been ~~mailed~~ distributed to the delegates as part of the notice of the meeting at which such proposal is to be considered.

## General Operating Principles (Amendments Adopted per Resolution 2-2015-H)

Note: sections in blue and double underlined are additions and sections in red strike-out are deletions

### VII. MEETINGS

#### A. Types of Meetings

...

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.

...

#### C. Agenda: The following provisions regarding the agenda apply to all volunteer groups ~~with the exception of the house~~ **(Section XI, 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.
2. The order of business for all meetings shall be determined by the chair.
  - ~~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 shall require approval of a majority of the members present and voting prior to consideration as new business.

...

### XI. HOUSE OF DELEGATES

7. House Materials: House meeting notices, agendas, proposed resolutions and other materials are 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 and as described in the bylaws. Materials will include annual reports of officers, councils and committees and resolutions to be considered. ~~Delegates and alternate delegates are~~

**General Operating Principles continued  
(Amendments Adopted per Resolution 2-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strike-out are deletions

~~asked to bring their materials to the meetings of the house. Delegates have the responsibility to be familiar with this material~~

**XVI. REPORTS AND RESOLUTIONS**

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

**CDA Bylaws**  
**(Amendments Adopted per Resolution 3-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER IX – STANDING COMMITTEES OF THE BOARD**

Section 30. **NOMINATING COMMITTEE:**

A. Composition:

1. The nominating committee shall be composed of the 43 trustees. The president shall appoint the chair of the nominating committee, who shall be a trustee serving on the committee on volunteer placement. The chair of the nominating committee may not be a candidate for any officer position or for the position of thirteenth district trustee.
2. The nominating committee shall meet annually ~~at least 60 days~~ prior to the house, ~~as convened by the president.~~
3. Twenty-two members shall constitute a quorum for the transaction of business.

B. Duties: The duties of the nominating committee shall be to name at least one candidate for each of the offices of president-elect, vice president, secretary, speaker of the house and treasurer when appropriate.

1. Such nominations shall be submitted to the delegates and alternate delegates at least ~~45~~ 30 days prior to the house.
2. The membership of this association shall be notified by publication not less than ~~45~~ 30 days prior to the house of the nominations made by the nominating committee. Notification may be given either by publication in the official publication of the association or by direct mailing to the members. The date of mailing of any such publication or the date of mailing of any notice shall be deemed to be the date of publication.
3. Subsequent to the ~~45~~ 30-day notice, should the name of one or more officer candidates be withdrawn for any reason, the nominating committee shall amend its report to the house so that it contains at least one candidate for each position to be filled.

...

**CHAPTER XVII – AMENDMENTS TO BYLAWS**

These bylaws may be amended at any session of the house by two-thirds of the votes cast, provided that the proposed amendment shall have been ~~mailed distributed~~ mailed distributed to the delegates ~~as part of the notice of the meeting~~ at least 30 days prior to a regular meeting of the house at which such proposal is to be considered or as part of the meeting notice of a special session.

**CDA Bylaws**  
**(Amendments Adopted per Resolution 6-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER IV – HOUSE OF DELEGATES.**

Section 70. **ANNUAL SESSION...**

D. Information: The house shall receive, for each annual meeting, information regarding the strategic plan, operating and capital budget, status of prior year's house actions, and reports of councils, committees, subsidiaries, and affiliates as otherwise required. The house shall additionally receive, in accordance with election procedures (Chapter IV, Section 120), proposed nominations to all house-elected and house-nominated positions.

...

**CHAPTER V – BOARD OF TRUSTEES.**

The board shall be vested with power to conduct the business of the association within the policies established by the house. The board shall be the "board of directors" of this association for all purposes for which California law requires or authorizes action by a board of directors.

Section 130. **REPORTS OF THE BOARD OF TRUSTEES:** The board shall identify those matters which are policies for consideration by the House of Delegates. For purposes of making this determination, a policy is an action which establishes a comprehensive rule or doctrine ~~which will furnish the basis or origin for other rules or doctrines~~ to guide in the management of the association and the attainment of its objectives. All policies shall become separate resolutions to be considered at the house. All other board actions shall be combined in a report of the board to be ratified as one resolution to be considered by the house.

...

**Chapter IX – Standing Committees of the Board.**

~~Section 40. Committee on Reports~~

~~A. **Committee on Reports:** The committee on reports shall consist of the president, the secretary, the finance committee chair, and four members of the board, appointed by the president, and subject to approval by the board. The speaker and the executive director shall be members *ex officio* without the right to vote. The chair shall be secretary of the association.~~

~~B. **Meetings:** Meetings of the committee on reports shall be subject to the call of the chair or any three of its members to determine the placement of each resolution in one of the five board reports.~~

~~C. **Duties:** The duties of the committee on reports shall be:~~

~~1. To prepare the board of trustees' annual report to the house. The annual report shall consist of the following reports:~~

- ~~(a) Board Report 1 Proposed Nominations to Councils/Committees and CDA Presents board of managers, ADA Delegates, and ADA Alternate Delegates;~~
- ~~(b) Board Report 2 Proposed CDA Bylaws Amendments;~~
- ~~(c) Board Report 3 Official Actions of the board of trustees;~~
- ~~(d) Board Report 4 Annual Operating and Capital Budget; and~~

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 6-2015-H)**

Note: sections in red strikeout are deletions

~~(e) — Board Report 5 — Status Report of Prior year's House of Delegate Actions.~~

~~2. In preparing Board Report 3, the committee on reports shall identify those matters which are policies and those matters which are not policies. For purposes of making this determination, a policy is an action of the board which establishes a comprehensive rule or doctrine which will furnish the basis or origin for other rules or doctrines to guide in the management of the association and the attainment of its objectives.~~

~~All policies shall become separate resolutions to be considered at the house. All matters which are not policies shall be combined in report 3 to be ratified as one resolution to be considered at the house. The committee on reports may designate any matter, that is not policy, as a separate resolution to be considered at the house.~~

**General Operating Principles  
(Amendments Adopted per Resolution 6-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**XI. House of Delegates**

C. Operation of the House of Delegates

3. Resolutions and Reports:

- a. The component societies, delegates, councils, committees, task forces, subsidiaries and affiliates, 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.

~~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.~~ The house shall be provided annually with information on the status of prior year's house activities, board actions, the strategic plan, and operational and capital budget. The president, secretary, treasurer, editor, executive director, shall submit an annual report to the house.

**CDA Bylaws**  
**(Amendments Adopted per Resolution 21-2015-H)**

Note: sections in blue and double underlined are additions

**CHAPTER V – BOARD OF TRUSTEES**

SECTION 80. DUTIES: it shall be the duty of the board:

- A. To serve as the fiduciary of this association.
- B. To appoint, remove, conduct an annual review and set the compensation of the executive director.
- C. To appoint, remove, conduct an annual review and set the honorarium of the editor.
- D. To nominate, through the nominating committee, candidates for each officer position to be elected by the house.
- E. To nominate candidates for the boards of directors of the subsidiary companies for selection by the house and election by the shareholder.
- F. To nominate non-trustee, non-appointed candidates for councils and committees for election by the house.
- G. To nominate candidates for delegates and alternate delegates to the ADA for election by the house.
- H. To nominate candidates for honorary membership for election by the house.
- I. To nominate one or more candidates for the thirteenth district trustee.
- J. To elect the trustee members of standing committees of the board.
- K. To elect the trustee members of the leadership development committee and committee on volunteer placement.
- L. To elect directors to the boards of directors of affiliate companies.
- M. To determine the date and place for convening each annual session of the house.
- N. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the association, in such amount and for such coverage as the board determines.
- O. To review and approve an annual budget.
- P. To oversee the fiscal affairs of the association.
- Q. To engage an outside certified public accountant to audit the finances of the association at least annually.
- R. To submit an annual report to the house.
- S. To conduct and direct strategic planning and implementation of the strategic plan of this association.
- T. To conduct an annual review of the compensation of officers.
- U. To ratify presidential appointments of council and committee members.
- V. To foster the flow of information from the board of trustees to their respective component dental societies and vice-versa through any means possible including attendance at general membership and board of directors meetings.
- W. To receive information from the subsidiaries and affiliates regarding newly established goals, major initiatives, and annual budget.

...

**CDA Bylaws continued  
(Amendments Adopted per Resolution 21-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER IX – STANDING COMMITTEES OF THE BOARD**

Section 10. EXECUTIVE COMMITTEE:

- C. Duties: The duties of the executive committee shall be:
1. To conduct and supervise the business of the association and to direct the officers in the exercise of their powers and duties when the board is not in session. All decisions and interim policies of the executive committee are subject to review and approval at the next board meeting.
  2. To develop annual goals and conduct an annual evaluation of the CDA executive director with a report to the board, including compensation recommendations.
  3. To develop annual goals and conduct an annual evaluation of the CDA editor with a report to the board.
  4. To call meetings if necessary of an advisory committee to report to the board all proposed amendments to the governance documents for the CDA Holding Company, Inc., CDA, its affiliates and subsidiaries to ensure the proposed amendments are necessary and consistent with other related provisions in the governance documents.
  5. To carry out any duties assigned to it by the board.
  6. To oversee the preparation of the agenda for the board meetings.
  7. To notify a council member, committee member, board of managers member or an ADA delegate of the commencement of a removal proceeding and the reason for removal.
  8. To ensure the relevance of the strategic plan on an annual basis.
- D. Meetings: Meetings of the executive committee shall be subject to the call of the chair or any three of its members.

...

**CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION.**

Section 10. **NAME:** The association has ~~five~~ standing committees established by the house and in addition to duties specified below, shall be charged with duties assigned by the house and board: committee on the new dentist, committee on volunteer placement, ~~evaluation committee,~~ interdisciplinary affairs committee, and leadership development committee.

~~Section 130. EVALUATION COMMITTEE:~~

- ~~1. Composition: The evaluation committee shall be composed of the executive committee, the CDA Foundation chair, the TDIC/TDIC Insurance Solutions chair, and two second term trustee members appointed by the president. The CDA executive director shall not participate in the evaluation or compensation review for any position in which he or she is serving. The CDA editor shall not participate in his or her own evaluation.~~
- ~~2. Term and Tenure: The term of the trustee members shall be two years, with one term expiring each year.~~
- ~~3. Duties: The duties of the evaluation committee shall be:
  - ~~1. To develop annual goals and conduct an annual evaluation of the CDA executive director with a report to the board, including compensation recommendations.~~
  - ~~2. To develop annual goals and conduct an annual evaluation of the CDA editor with a report to the board.~~~~

**CDA Bylaws continued  
(Amendments Adopted per Resolution 21-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

- ~~3. To review the goals, receive the evaluation and approve compensation of the subsidiary and affiliate executives, with a report to the board.~~
- ~~4. To receive information from the chairs of the subsidiaries and affiliates regarding newly established goals, major initiatives, and annual budget and to report its findings quarterly to the board.~~
- ~~5. To receive, review, and recommend with a report to the board all proposed amendments to the governance documents for the CDA Holding Company, Inc., CDA, its affiliates and subsidiaries to ensure the proposed amendments are necessary and consistent with other related provisions in the governance documents. A subcommittee composed of the speaker of the house, a second member of the executive committee, and at least one trustee, shall be charged with the initial review and recommendations to the evaluation committee. The subcommittee shall be staffed by CDA general counsel.~~

...

**CHAPTER XVI – AFFILIATES AND SUBSIDIARIES**

This association may create affiliates and subsidiaries, both nonprofit and for-profit, as it deems appropriate to conduct programs and activities of this association.

Section 10. **AFFILIATES:**

- A. CDA Foundation: This association shall maintain the CDA Foundation, a nonprofit public benefit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code.
  1. Purpose: The purpose of this affiliate is to receive grants, donations and contributions and to allocate funds to promote and advance oral health research, to educate the public regarding oral health-related issues, and to support other charitable and educational projects relating to the oral health of Californians, pursuant to its tax-exempt purpose.
  2. Reports: The CDA Foundation shall submit quarterly periodic reports to ~~the evaluation committee to be forwarded to~~ the CDA board, and shall present an annual report to the house

Section 20. **SUBSIDIARIES:**

- A. Subsidiaries: The association shall create and maintain subsidiaries as it deems necessary. A subsidiary shall comply with the following requirements unless preempted by law, regulation, order or other regulatory directive.
  1. Composition of the Board of Directors: The board of directors of each subsidiary having more than one director, shall include three non-member, nonemployee directors, 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

**CDA Bylaws continued  
(Amendments Adopted per Resolution 21-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

subsidiary board of directors for an additional year as *ex officio*, without the right to vote. If the CDA executive director is serving as president and chief executive officer of a subsidiary, he or she shall be a member of the board of such subsidiary *ex officio*, without the right to vote.

2. Term and Tenure: 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. The CDA executive director and the president/chief executive officer serve on the subsidiary boards without term limitation.
3. Administration: The chief executive officer of a subsidiary company shall report to the chair of the board of CDA Holding Company Inc.. The chair, or a representative appointed by the chair, shall in turn present ~~quarterly~~ periodic reports of the activities of the subsidiary companies to ~~the evaluation committee, to be forwarded to~~ the CDA board, and shall present an annual report to the house.

B. CDA Holding Company, Inc. (CDAHCI):

1. Purpose: This association shall establish CDAHCI for the purpose of holding the shares of each of the subsidiary companies created by the association, electing the subsidiary companies' boards of directors and receiving dividends from the subsidiaries. The board of directors of CDAHCI shall establish such policies and procedures as it deems reasonable for the administration of CDAHCI and its subsidiary companies.
2. Administration: The chief executive officers of each of the subsidiary companies shall report to the chair of the board of CDAHCI who also sits as a member of the ~~evaluation committee~~ executive committee of this association. ~~The evaluation committee shall present quarterly reports of the activities of the subsidiary companies to the board.~~

...

**General Operating Principles  
(Amendments Adopted per Resolution 21-2015-H)**

Note: sections in blue and double underlined are additions

**XII. Board of Trustees**

A. Responsibilities

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

**CDA Bylaws**  
**(Amendments Adopted per Resolution 23-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER IV – HOUSE OF DELEGATES**

Section 60. **DUTIES:** It shall be the duty of the house:

- A. To elect the elected officers of this association.
- B. To oversee the installation of board members.
- ~~C. To elect non-trustee members of councils and standing committees of the association.~~
- D. To adopt the annual budget of the association.
- ~~E. To elect delegates and alternate delegates to the ADA upon nomination from the board.~~
- F. To select the directors of CDA Holding Company, Inc. ("CDAHCI").
- G. To select: the nominee to fill the office of thirteenth district trustee to the ADA.
  - ~~1. Candidates for the boards of directors of subsidiary companies as a recommendation to CDAHCI.~~
  - ~~2. The nominee to fill the office of thirteenth district trustee to the ADA.~~
- H. To receive and act upon all matters brought before the house.

...

Section 120. **ELECTION PROCEDURES:** The following volunteer positions shall be nominated by the nominating committee or board and submitted to the house for election or selection ~~or ratification~~ as noted below, in accordance with these bylaws and the General Operating Principles:

- A. Election: The house shall elect the president-elect, vice president, secretary, treasurer, and speaker. ~~members of councils, at large members of committees, and delegates and alternate delegates to the ADA.~~
- B. Selection: The house shall select nominees for the following positions for election by entities as noted:
  - 1. Nominees for the CDAHCI board shall be selected by the house and it shall instruct its proxy to vote its shares of CDAHCI, in favor of the slate selected.
  - ~~2. Nominees for the boards of directors of the subsidiaries shall be selected by the house and submitted to the CDAHCI board for election as shareholder.~~
  - 3. The nominee for thirteenth district trustee to the ADA shall be selected by the house the year prior to the expiration of the incumbent term, to be submitted by the Thirteenth District Caucus to the ADA for election.
- C. ~~Ratification:~~ ~~The house shall ratify nominees for the boards of directors of the affiliated companies following their election by the board.~~
- ~~D. Additional Nominations:~~ The house may consider additional nominations for elected officers, thirteenth district trustee to the ADA, ~~for all councils, for at large members of committees, and~~ for the board of directors of CDAHCI. ~~, and for delegates and alternate delegates to the ADA~~ provided such nominations are made by a delegate, and each such nomination is supported by the endorsing signatures of 25 delegates.
- ED. Installation: The house shall oversee the installation of all officers, newly elected board members and council/committee chairs, and shall recognize the immediate past president.

...

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 23-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER V – BOARD OF TRUSTEES**

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

- A. To serve as the fiduciary of this association.
- B. To appoint, remove, conduct an annual review and set the compensation of the executive director.
- C. To appoint, remove, conduct an annual review and set the honorarium of the editor.
- D. To nominate, through the nominating committee, candidates for each officer position to be elected by the house.
- E. To ~~nominate~~ select candidates for the boards of directors of the subsidiary companies for ~~selection by the house and~~ election by the shareholder.
- F. To ~~nominate~~ elect trustee and non-trustee, non-appointed candidates for councils and committees; and delegates and alternate delegates to the ADA ~~for election by the house.~~
- ~~G. To nominate candidates for delegates and alternate delegates to the ADA for election by the house.~~
- H. To nominate candidates for honorary membership for election by the house.
- I. To nominate one or more candidates for the thirteenth district trustee.
- ~~J. To elect the trustee members of standing committees of the board.~~
- ~~K. To elect the trustee members of the leadership development committee and committee on volunteer placement.~~
- L. To elect directors to the Boards of Directors of affiliate companies.
- M. To determine the date and place for convening each annual session of the house.
- N. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the association, in such amount and for such coverage as the board determines.
- O. To review and approve an annual budget.
- P. To oversee the fiscal affairs of the association.
- Q. To engage an outside certified public accountant to audit the finances of the association at least annually.
- R. To submit an annual report to the house.
- S. To conduct and direct strategic planning and implementation of the strategic plan of this association.
- T. To conduct an annual review of the compensation of officers.
- U. To ratify presidential appointments of council and committee members.
- V. To foster the flow of information from the board of trustees to their respective component dental societies and vice-versa through any means possible including attendance at general membership and board of directors meetings.

Section 120. **ELECTION PROCEDURES:** The following procedures shall apply to board-elected trustee positions on committees and affiliate Boards of Directors, and board-~~nominated~~ selected trustee positions on subsidiary Boards of Directors.

- A. To be eligible for a trustee positions on committees, or subsidiary or affiliate Boards of Directors, a trustee's term on the board may not expire prior to the term of the elected position, unless otherwise stated in these bylaws.
- B. Applicants for board-elected or board-~~nominated~~ selected trustee positions shall be subject to the application and election process as set forth in the General Operating Principles.

...

**CDA Bylaws continued  
(Amendments Adopted per Resolution 23-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER VIII – COUNCILS**

Section 20. **MEMBERS:** ~~Nominations for all councils shall be made by the board, with additional nominations made by the house.~~ Members of the councils shall be elected by the ~~house~~ board.

...

Section 80. **VACANCY:** In the event of a vacancy in the membership of any council, the president shall ~~appoint~~ nominate, for board election, a member of the association to fill such vacancy ~~until a successor is elected by the next house to fulfill~~ for the remainder of the unexpired term. In the event such vacancy involves the chair of the council, the president shall have the power to appoint an interim chair.

...

**CHAPTER IX – STANDING COMMITTEES OF THE BOARD**

Section 40. **COMMITTEE ON REPORTS:**

C. Duties: The duties of the committee on reports shall be:

1. To prepare the board of trustees' annual report to the house. The annual report shall consist of the following reports:
  - (a) Board Report 1 – ~~Proposed Nominations~~ Elections to Councils/Committees and *CDA Presents* board of managers, ADA Delegates, and ADA Alternate Delegates;
  - (b) Board Report 2 – Proposed CDA Bylaws Amendments;
  - (c) Board Report 3 – Official Actions of the board of trustees;
  - (d) Board Report 4 – Annual Operating and Capital Budget; and
  - (e) Board Report 5 – Status Report of Prior year's House of Delegate Actions.

...

**CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION**

Section 20. **MEMBERS:** ~~Nominations for all at-large positions shall be made by the board. Additional nominations may be made by the house.~~ All at-large members of committees shall be elected by the ~~house~~ board unless otherwise noted in these bylaws.

...

Section 60. **REMOVAL AND VACANCY:** A member of a standing committee of the association may be removed by the board in the same manner as council members with the exception of the interdisciplinary affairs committee. In the event of a vacancy to ~~a house-elected~~ an at-large position, the president shall nominate, for board election, ~~appoint~~ a member of the association to fill such vacancy ~~until a successor is elected by the next house to fulfill~~ for the remainder of the unexpired term. In the event of a vacancy to a ~~board-elected~~ trustee position, the board shall elect a successor at its next meeting to fill the remainder of the unexpired term.

...

**CDA Bylaws continued  
(Amendments Adopted per Resolution 23-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER XV – DELEGATES TO THE AMERICAN DENTAL ASSOCIATION**

Section 40. **NOMINATION AND ELECTION:** ~~The board shall nominate candidates for election as~~  
Candidates for delegates and alternate delegates shall be elected by the board. Additional  
nominations for candidates for election as delegates and alternate delegates may be made as provided  
in the General Operating Principles.

...

**CHAPTER XVI – AFFILIATES AND SUBSIDIARIES**

- B. 5. Election and Removal of Subsidiary Company Board Members: CDAHCI, as shareholder of the  
subsidiary companies, shall elect, by act of its board of directors, the directors of each of  
thesubsidiary companies by voting the shares of the subsidiary company in favor of the  
candidates recommended by the ~~house~~ board or such other candidates as the board of  
directors of CDAHCI deems appropriate.

## **General Operating Principles (Amendments Adopted per Resolution 23-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

### **IV. LEADERSHIP APPLICATION AND SELECTION PROCESS**

#### D. Selection Process for At-Large Positions

1. Candidates for the following positions are proposed by CVP ~~nominated~~ and elected 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.
  - *CDA Presents* BOM associate members - eligible candidates are forwarded to the *CDA Presents* BOM for selection, ~~nomination~~ and election by the board, ~~and election by the house.~~
  - Trustee members of ~~standing committees of the board~~ councils and committees (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~~ selected 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~~ selected 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
5. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible candidates are forwarded to the board for ~~nomination~~ selection, ~~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 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 elected by the house. Additional campaign information can be found in Section 8 below.
  - Officers: President-elect, Vice President, Secretary, Treasurer, and Speaker of the House

**General Operating Principles continued  
(Amendments Adopted per Resolution 23-2015-H)**

Note: sections in red strikethrough are deletions

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 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.

...

G. House Election Procedures

~~7. Contested ADA Delegate and Alternate Delegate Voting Procedures~~

- ~~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.~~

**CDA Bylaws**  
**(Amendments Adopted per Resolution 24-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER IV – HOUSE OF DELEGATES**

Section 100. **RULES OF ORDER:**

- A. Reports: All reports of the board, elected officers, appointed officers, councils and committees, ~~are the property of the house and~~ shall be distributed to each delegate before the annual meeting of the house. ~~such report is considered by the house.~~

...

**CHAPTER V – BOARD OF TRUSTEES**

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

- A. To serve as the fiduciary of this association.
- B. To appoint, remove, conduct an annual review and set the compensation of the executive director.
- C. To appoint, remove, conduct an annual review and set the honorarium of the editor.
- D. To nominate, through the nominating committee, candidates for each officer position to be elected by the house.
- E. To nominate candidates for the boards of directors of the subsidiary companies for selection by the house and election by the shareholder.
- F. To nominate non-trustee, non-appointed candidates for councils and committees for election by the house.
- G. To nominate candidates for delegates and alternate delegates to the ADA for election by the house.
- H. To nominate candidates for honorary membership for election by the house.
- I. To nominate one or more candidates for the thirteenth district trustee.
- J. To elect the trustee members of standing committees of the board.
- K. To elect the trustee members of the leadership development committee and committee on volunteer placement.
- L. To elect directors to the boards of directors of affiliate companies.
- M. To determine the date and place for convening each annual session of the house.
- N. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the association, in such amount and for such coverage as the board determines.
- O. To review and approve an annual budget.
- P. To oversee the fiscal affairs of the association.
- Q. To engage an outside certified public accountant to audit the finances of the association at least annually.
- R. To submit an annual report to the house.
- S. To conduct and direct strategic planning and implementation of the strategic plan of this association.
- T. To conduct an annual review of the compensation of officers.
- U. To ratify presidential appointments of council and committee members.
- V. To foster the flow of information from the board of trustees to their respective component dental societies and vice-versa through any means possible including attendance at general membership and board of directors meetings.

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 24-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

- W. To have final consideration of council and committee recommendations on programmatic oversight and business issues.
- X. To forward to the house for final consideration council and committee recommendations on policy issues.

...

**CHAPTER VIII – COUNCILS**

Section 120. **DUTIES:** Each council shall perform those duties as listed below and as assigned by the board ~~or house.~~

...

**CHAPTER IX – STANDING COMMITTEES OF THE BOARD**

Section 40. **COMMITTEE ON REPORTS:**

- B. Duties: The duties of the committee on reports shall be:
  - 1. To prepare the board of trustees' annual report to the house. The annual report shall consist of the following reports:
    - (a) Board Report 1 – Proposed Nominations to Councils/Committees and *CDA Presents* board of managers, ADA Delegates, and ADA Alternate Delegates;
    - (b) Board Report 2 – Proposed CDA Bylaws Amendments;
    - (c) Board Report 3 – Official Actions of the board of trustees;
    - (d) Board Report 4 – Annual Operating and Capital Budget; and
    - (e) Board Report 5 – Status Report of Prior year's House of Delegate Actions.
  - 2. In preparing Board Report 3, the committee on reports shall identify those matters which are policies and those matters which are not policies. For purposes of making this determination, a policy is an action ~~of the board~~ which establishes a comprehensive rule or doctrine ~~which will furnish the basis or origin for other rules or doctrines~~ to guide in the management of the association and the attainment of its objectives.

All policies shall become separate resolutions to be considered at the house. All other board actions ~~matters which are not policies~~ shall be combined in Report 3 ~~to be ratified as one resolution to be considered at the house.~~ The committee on reports may designate any matter, that is not policy, as a separate resolution to be considered at the house.

...

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 24-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**CHAPTER XI – SPECIAL COMMITTEES**

Section 10. **APPOINTMENT AND TERM:** Special committees of this association may be created by the president with ratification of the board, upon the request of the house, board or executive committee, for the purpose of performing duties not otherwise assigned by these bylaws, ~~at any session of the house or, when the house is not in session, by the president upon ratification by the board.~~ Such special committees may serve until adjournment sine die of the next annual session of the house. The president shall appoint members of a special committee unless a different method of appointment is specified in the resolution creating such committees. A member of a special committee may be removed by the board in the same manner as council members.

**General Operating Principles  
(Amendments Adopted per Resolution 24-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

**II. DEFINITIONS OF VOLUNTEER GROUPS**

- C. Councils: Councils are established by the house. ~~Councils serve at the direction of the~~ and overseen by the board ~~and house. in accordance with the bylaws.~~ Trustees are excluded from membership on a council, except as otherwise noted in the bylaws. (Bylaws, Chapter VIII)
- ...
- E. Standing Committees of the Association: The standing committees of the association shall be established by the house and overseen by the board ~~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)
- ...
- G. Special Committees: Special committees are established by the president ~~or the house on behalf of the house, board, or executive committee,~~ and are overseen by the board ~~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)
- ...
- I. Board of Managers: The board of managers (BOM) is established by the house and overseen by the board ~~serves at the direction of the board and house~~. The BOM manages the development and implementation of all scientific sessions. (Bylaws, Chapter XIII)

**TDIC Bylaws**  
**(Amendments Adopted per Resolution 25-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

Article III – BOARD OF DIRECTORS...

Section 3.02 Number and Term of Directors.

- (a) The authorized number of directors ~~shall not be less than seven nor more than 18. The exact authorized number of directors~~ shall be fixed from time to time, within the limits specified in this Section 3.02(a), ~~by the board, or~~ by a bylaw or amendment thereof duly adopted by the vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of the holders of a majority of the outstanding shares entitled to vote. ~~The board shall include three non-CDA member, non-employee directors.~~
- (b) ~~Subject to Section 3.02 (a) above,~~The authorized number of directors of this corporation shall be 17; 16 of which shall be ~~elected,~~voting members. The voting directors shall include: eight at-large, four non-CDA member/non-employee, one CDA trustee, two CDA officers (the CDA treasurer and CDA vice president), and the CDA executive director. Should the CDA treasurer or CDA vice president be unable to serve in this role, the chair of the CDA Holding Company, Inc. shall designate another CDA officer to hold that position. ~~and a~~ One designated non-voting member, ~~who~~ shall be the person holding the office of president and chief executive officer of the corporation. In the event the CDA executive director is serving in the office of president and chief executive officer of the corporation, the authorized number of directors and the number of voting directors shall be reduced by one. Notwithstanding the forgoing, during years when there is an immediate past chair, who is not otherwise a member of the board, such person shall be added as a second designated, non-voting member of the board, and the authorized number of directors of this corporation shall be increased by one. For purposes of determining the presence of a quorum, as provided herein, the non-voting members shall not be considered as part of the authorized number of directors.
- (c) The term of office for at-large and non-CDA member/non-employee directors shall be three years, with a consecutive tenure of three full terms. A partial term shall be no more than half a term. The term of office for the CDA trustee director shall be two years. Terms served in a designated director position (trustee, CDA officer, immediate past chair, CDA executive director, or president) shall not have, nor be counted towards, tenure limits.

Article IV – MEETINGS OF DIRECTORS

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

**TDIC Bylaws continued**  
**(Amendments Adopted per Resolution 25-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

Article V – OFFICERS

Section 5.01 Officers; Election. The officers of the corporation shall be: a board chair and vice chair, a president, vice president, a chief financial officer and a secretary/treasurer. The corporation may also have, at the discretion of the board, ~~a chair-elect,~~ one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be designated from time to time by the board. Any number of offices may be held by the same person. The officers shall be elected by the board and shall hold office at the pleasure of such board, provided that if the CDA executive director also serves in the office of president~~chair of CDA Holding Company, Inc. is a director of the corporation,~~ such person shall serve as vice chair~~;~~ but shall not serve in any other officer capacity. Following each annual meeting of the shareholders, the board shall hold a regular meeting for the election of officers, except the chair-elect who shall be elected in the manner set forth in Article V, Section 5.09, and the transaction of other business.

...

Section 5.09 Chair-Elect. The board, at its no later than during its last regular meeting of the calendar year ~~immediately following the annual meeting of the shareholders of the corporation,~~ shall elect, ~~from a list of nominees for the board provided by the shareholders,~~ a member of the board (who may be the current board chair) to serve as board chair to take office immediately following the next annual meeting of the shareholders ("chair-elect"). If the shareholders fail to elect or reelect, as the case may be, the chair-elect, then the board shall elect a new board chair at the regular meeting of the board immediately following the annual meeting of the shareholders. The chair-elect as such shall have no powers or responsibilities except such as from time to time may be prescribed by the board or by the bylaws. ~~Notwithstanding this section, the board shall have the right to remove the board chair pursuant to Section 3.01 of Article III and elect a new board chair.~~

**TDIC Insurance Solutions**  
**(Amendments Adopted per Resolution 25-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

Article III – BOARD OF DIRECTORS

Section 3.02 Number and Term of Directors.

- (a) The authorized number of directors ~~shall not be less than seven nor more than 18. The exact authorized number of directors~~ shall be fixed from time to time, within the limits specified in this Section 3.02(a), ~~by the board, or~~ by a bylaw or amendment thereof duly adopted by the vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of the holders of a majority of the outstanding shares entitled to vote. ~~The board shall include three non-CDA member, non-employee directors.~~
- (b) ~~Subject to Section 3.02 (a) above,~~ The authorized number of directors of this corporation shall be 17; 16 of which shall be ~~elected,~~ voting members. The voting directors shall include: eight at-large, four non-CDA member/non-employee, one CDA trustee, two CDA officers (the CDA treasurer and CDA vice president), and the CDA executive director. Should the CDA treasurer or CDA vice president be unable to serve in this role, the chair of the CDA Holding Company, Inc. shall designate another CDA officer to hold that position. ~~and a~~ One designated non-voting member, ~~who~~ shall be the person holding the office of president and chief executive officer of the corporation. In the event the CDA executive director is serving in the office of president and chief executive officer of the corporation, the authorized number of directors and the number of voting directors shall be reduced by one. Notwithstanding the forgoing, during years when there is an immediate past chair, who is not otherwise a member of the board, such person shall be added as a second designated, non-voting member of the board, and the authorized number of directors of this corporation shall be increased by one. For purposes of determining the presence of a quorum, as provided herein, the non-voting members shall not be considered as part of the authorized number of directors.
- (c) The term of office for at-large and non-CDA member/non-employee directors shall be three years, with a consecutive tenure of three full terms. A partial term shall be no more than half a term. The term of office for the CDA trustee director shall be two years. Terms served in a designated director position (trustee, CDA officer, immediate past chair, CDA executive director, or president) shall not have, nor be counted towards, tenure limits.

Article IV – MEETINGS OF DIRECTORS

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

**TDIC Insurance Solutions continued  
(Amendments Adopted per Resolution 25-2015-H)**

Note: sections in blue and double underlined are additions and sections in red strikethrough are deletions

Article V – OFFICERS

Section 5.01 Officers; Election. The officers of the corporation shall be: a board chair and vice chair, a president, vice president, a chief financial officer and a secretary/treasurer. The corporation may also have, at the discretion of the board, ~~a chair-elect,~~ one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be designated from time to time by the board. Any number of offices may be held by the same person. The officers shall be elected by the board and shall hold office at the pleasure of such board, provided that if the CDA executive director also serves in the office of president~~chair of CDA Holding Company, Inc. is a director of the corporation,~~ such person shall serve as vice chair~~;~~ but shall not serve in any other officer capacity. Following each annual meeting of the shareholders, the board shall hold a regular meeting for the election of officers, except the chair-elect who shall be elected in the manner set forth in Article V, Section 5.09, and the transaction of other business.

...

Section 5.09 Chair-Elect. The board, at its no later than during its last regular meeting of the calendar year ~~immediately following the annual meeting of the shareholders of the corporation,~~ shall elect, ~~from a list of nominees for the board provided by the shareholders,~~ a member of the board (who may be the current board chair) to serve as board chair to take office immediately following the next annual meeting of the shareholders ("chair-elect"). If the shareholders fail to elect or reelect, as the case may be, the chair-elect, then the board shall elect a new board chair at the regular meeting of the board immediately following the annual meeting of the shareholders. The chair-elect as such shall have no powers or responsibilities except such as from time to time may be prescribed by the board or by the bylaws. ~~Notwithstanding this section, the board shall have the right to remove the board chair pursuant to Section 3.01 of Article III and elect a new board chair.~~

**CDA Bylaws**  
**(Amendments Adopted per Resolution 26-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER IX – STANDING COMMITTEES OF THE BOARD**

Section 50. **AUDIT COMMITTEE:**

A. Composition: The audit committee shall be composed of two trustee members elected by the board and two at-large members s appointed by the president. The committee may not include any members of the CDA executive committee, finance committee, or staff. Individuals are not eligible to serve on the audit committee for at least one year following service on the finance committees of CDA, ~~or any subsidiary or~~ any affiliate, ~~or any subsidiary or affiliate board exercising the authority of a finance committee.~~ The members of the committee may not receive compensation for their services and may not have a material financial interest in any entity doing business with CDA, its affiliates or its subsidiaries. The president shall appoint the chair with board approval.

**CDA Bylaws**  
**(Amendments Adopted per Resolution 4-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER V – BOARD OF TRUSTEES**

...

Section 10. **COMPOSITION:** Except as provided, the board shall consist of 52 members as follows:

- A. Elected Officers (7): The elected officers of this association shall be the president, president-elect, vice president, secretary, treasurer, immediate past president and speaker.
- B. Appointed Officers (2): The appointed officers of this association shall be the editor and executive director.
- C. Trustees from the Component Societies (43): One trustee position shall be allocated to each of the 32 component societies, with the remaining 11 trustee positions allocated to the component societies in proportion to their membership on the basis of least proportionate error. Allocation of trustees to be determined every ~~10~~ five years, beginning ~~1983~~ 2018, utilizing December 31 membership data of that year for allocation purposes. These individuals are elected by the component and installed as trustees of this association at the house.

**CDA Bylaws**  
**(Amendments Adopted per Resolution 5-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

**CHAPTER IV – HOUSE OF DELEGATES**

Section 30. **DESIGNATION OF DELEGATES AND ALTERNATE DELEGATES:** The secretary of each component society and dean of each dental school shall file with the secretary of this association, at least 120 days prior to the first day of the annual session, the names of delegates and alternate delegates designated by the component society or dental school. The secretary of this association shall provide each delegate with credentials for entrance to the house ~~which shall be presented to the committee on credentials of the house.~~ In the event of a contest over the credentials of any delegate, the ~~committee on credentials~~ secretary shall hold a hearing and ~~report its findings and~~ present recommendations to the house for final action.

...

Section 110. **COMMITTEES.**

~~A. Committee on Credentials:~~

~~a. COMPOSITION: The committee, consisting of the secretary of the association who, shall serve as chair, and four delegates, shall be appointed by the president at least 15 days in advance of each session.~~

~~b. DUTIES: It shall be the duty of the committee:~~

~~i. To record and report the roll call of the house at each meeting;~~

~~ii. To conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and report its recommendations to the house; and~~

~~iii. Supervise the election process.~~

~~B. Committee on Rules and Order:~~

~~a. COMPOSITION: The committee, consisting of five delegates, shall be appointed by the president at least 15 days in advance of each session.~~

~~b. DUTIES: It shall be the duty of the committee to prepare a report, in consultation with the speaker and secretary of the house, on matters relating to the order of business and special rules of order, and report its recommendations to the house.~~

...

**CHAPTER VI – ELECTED OFFICERS**

Section 90. **DUTIES.**

D. Secretary. It shall be the duty of the secretary:

1. To assist the president as requested.

2. To serve as an *ex officio* member of the house without the right to vote.

3. To serve as a voting member of the board.

4. To serve as a voting member of the executive committee.

5. To submit an annual report to the house.

~~6. To serve as chair of the Committee on Credentials.~~

7. To oversee the recording of and certify the report of the transactions of the house, including:

a. To record and report the roll call of the house at each meeting;

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 5-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

- b. To conduct a hearing on any contest regarding the certification of a delegate or alternate delegate and report its recommendations to the house;
  - c. To supervise the election process; and
  - d. To call a special committee if necessary to oversee contested elections at the House of Delegates.
8. To oversee the recording of and certify the report of the transactions of the board.
  9. To serve as a delegate to the annual session of the ADA.
  10. To receive and review attendance records of meetings of the board, councils, committees, *CDA Presents* board of managers, and the ADA thirteenth district delegation.
  11. To initiate any necessary procedures for the removal of a member from office pursuant to the bylaws, Chapter V, Section 50 or Chapter VIII, Section 70.

...

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

**General Operating Principles  
(Amendments Adopted per Resolution 5-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

**IV. LEADERSHIP APPLICATION AND SELECTION PROCESS**

G. House Election Procedures

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~~ an ad hoc house committee appointed by the CDA secretary as needed.

...

7. Contested ADA Delegate and Alternate Delegate Voting Procedures
  - 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~~ ad hoc house committee 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.

...

**XI. HOUSE OF DELEGATES**

D. Procedures of the House of Delegates

5. Agenda and Priority Agenda: The proposed agenda for the house is prepared by the ~~committee on rules and order~~ speaker of the house. A priority agenda and a consent agenda are prepared by the speaker in consultation with the reference 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.

**CDA Bylaws**  
**(Amendments Adopted per Resolution 7-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**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 serve as chair of the CDA Holding Company, Inc.
  5. To call special meetings of the house and the board.
  6. To appoint members of all committees of the house.
  7. To fill vacancies.
  8. To submit an annual report to the house.
  9. To appoint a chair of the delegation who shall be an ADA delegate to the annual meeting of the ADA.
  10. To serve *ex officio* on all councils and committees, except Nominating, Volunteer Placement and Audit, without the right to vote.
  11. To serve as an *ex officio* member of the house without the right to vote.
  12. To call forums comprised of representatives of specialty organizations at least once per year.
  13. To present the recommendations of forums to other governing bodies of the organization.

...

**CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION.**

Section 10. **NAME:** The association has ~~five~~ standing committees established by the house and in addition to duties specified below, shall be charged with duties assigned by the house and board: committee on the new dentist, committee on volunteer placement, evaluation committee, ~~interdisciplinary affairs committee~~, and leadership development committee.

...

Section 60. **REMOVAL AND VACANCY:** A member of a standing committee of the association may be removed by the board in the same manner as council members ~~with the exception of the interdisciplinary affairs committee~~. In the event of a vacancy to a house-elected position, the president shall appoint a member of the association to fill such vacancy until a successor is elected by the next house to fulfill the remainder of the unexpired term. In the event of a vacancy to a board-elected trustee position, the board shall elect a successor at its next meeting to fill the remainder of the unexpired term.

...

~~Section 140.~~ **~~INTERDISCIPLINARY AFFAIRS COMMITTEE:~~**

- ~~A. Composition: The interdisciplinary affairs committee shall be composed of the president who shall serve as chair, one additional executive committee member appointed by the president, a general practitioner member at large who shall be appointed by the president, and one designated representative of each state organization representing an ADA recognized~~

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 7-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

- ~~specialty. When one or more organizations exist representing the same specialty, the organizations will select one representative to serve. If an ADA recognized specialty does not have a state organization in California, a designee from that specialty shall be named by the national organization or appointed by the CDA president. All such individuals must be CDA members in good standing. The executive directors of these specialty organizations, if any, shall serve as *ex officio* members of the committee.~~
- ~~B. Term and Tenure: Appointed members of the interdisciplinary affairs committee shall serve one-year terms with no limit on the number of terms. CDA appointed members are subject to attendance requirements consistent with other committees. Members of the interdisciplinary affairs committee may only be removed and vacancies filled by the organization from which the individual was selected or by the president who made the appointment.~~
- ~~C. Duties: This committee shall be advisory only and shall perform the following duties:~~
- ~~1. To make recommendations to various councils regarding any issue which is directly relevant to the collective or an individual specialty.~~
  - ~~2. To provide opportunity for specialty representatives to seek information from the association regarding present association positions on various issues and for CDA to enlist the aid of specialties where there are issues of mutual concern.~~

**General Operating Principles  
(Amendments Adopted per Resolution 7-2015-H)**

Note: section in red ~~strikeout~~ are deletions

**XIV. MISSION STATEMENTS**

- ~~1. I. 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)~~

**CDA Bylaws**  
**(Amendments Adopted per Resolution 8-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER VI – ELECTED OFFICERS**

Section 50. **TERM OF OFFICE**: The elected officers (with the exception of the treasurer and speaker) shall serve for a term of one year or until their successors are elected and installed. The treasurer and speaker shall be elected to a two-year term with eligibility to serve ~~two~~ a maximum three terms. ~~The speaker shall be eligible to serve no more than six consecutive terms.~~

...

**CDA Bylaws**  
**(Amendments Adopted per Resolution 9-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER VI – ELECTED OFFICERS**

Section 50. **TERM OF OFFICE**: The elected officers (with the exception of the treasurer and speaker) shall serve for a term of one year or until their successors are elected and installed. The treasurer and speaker shall be elected to a two-year term with eligibility to serve ~~two~~ a maximum three terms. ~~The speaker shall be eligible to serve no more than six consecutive terms.~~

...

**CDA Bylaws**  
**(Amendments Adopted per Resolution 10-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER VIII – COUNCILS**

Section 140. **COUNCIL ON PEER REVIEW:**

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

**CDA Bylaws**  
**(Amendments Adopted per Resolution 11-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER VIII – COUNCILS**

Section 160. **JUDICIAL COUNCIL:**

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

**CDA Bylaws**  
**(Amendments Adopted per Resolution 12-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

**CHAPTER VIII – COUNCILS**

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

- C. Members who previously served a tenure on a council are eligible to serve a full tenure on that council again following a period of time greater than or equal to ~~that tenure~~ one term. Members who do not complete a full tenure are eligible to serve on that council again ~~only~~ for the number of terms remaining within that tenure. If a period of time greater than or equal to a ~~tenure-term~~ term intervenes between terms, members are eligible to serve a full tenure...

...

**CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION**

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

- B. Members who previously served a tenure on a committee are eligible to serve a full tenure on that committee again following a period of time greater than or equal to ~~a tenure~~ one term. Members who do not complete a full tenure are eligible to serve on that committee again only for the number of terms remaining within that tenure. If a period of time greater than or equal to a term ~~tenure~~ intervenes between terms, members are eligible to serve a full tenure...

**CDA Bylaws**  
**(Amendments Adopted per Resolution 13-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION**

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. A member elected to a trustee position may remain a voting member for up to one year following completion of trustee service. The at-large positions and the chair shall be appointed by the president.
- ...
- B. Term of Office: The term of office shall be ~~two~~ three years. The tenure shall be one term. One tenure is the maximum service on this committee.

**CDA Bylaws**  
**(Amendments Adopted per Resolution 15-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER IV – HOUSE OF DELEGATES**

Section 20. **EX OFFICIO NON-VOTING MEMBERS:** ~~The members of the board and past presidents of this association~~ Trustees and officers may not serve as delegates or alternate delegates, but shall be *ex officio* members of the house, without the right to vote or propose motions ~~unless elected as delegates.~~ Past presidents of this association shall be *ex officio* members of the house, without the right to vote or propose motions unless elected as delegates. All such members may participate in debate.

## **CDA Bylaws (Amendments Adopted per Resolution 16-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

### **CHAPTER IV – HOUSE OF DELEGATES**

Section 20. **EX OFFICIO NON-VOTING MEMBERS:** The members of the board, officers of this association, and past presidents of this association shall be *ex officio* members of the house, without the right to vote or propose motions unless elected as delegates. Such members may participate in debate.

...

### **CHAPTER V – BOARD OF TRUSTEES**

The board shall be vested with power to conduct the business of the association within the policies established by the house. The board shall be the “board of directors” of this association for all purposes for which California law requires or authorizes action by a board of directors.

Section 10. **COMPOSITION:** The board shall consist of ~~52~~ 50 members and two participants as follows:

- A. Elected Officers (7 6): The elected officers of this association shall be the president, president-elect, vice president, secretary, treasurer, and immediate past president ~~and speaker~~.
- B. Appointed Officers (2 1): The appointed officers of this association shall be the ~~editor and~~ executive director.
- C. Trustees from the Component Societies (43): One trustee position shall be allocated to each of the 32 component societies, with the remaining 11 trustee positions allocated to the component societies in proportion to their membership on the basis of least proportionate error. Allocation of trustees to be determined every 10 years, beginning 1983, utilizing December 31 membership data for allocation purposes. These individuals are elected by the component and installed as trustees of this association at the house.
- D. Participants (2): The speaker and editor of this association shall be participants on the board of trustees, but shall not be voting members.

The president of the association shall serve as chair of the board. ~~All members except the speaker, editor and executive director shall have the right to vote, for a total of 49 voting members.~~

...

### **CHAPTER VI – ELECTED OFFICERS**

Section 90. **DUTIES:**

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

**CDA Bylaws continued  
(Amendments Adopted per Resolution 16-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER VII – APPOINTED OFFICERS**

...

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

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

...

**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. 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.

Section 10. **EXECUTIVE COMMITTEE:**

- A. Composition: The executive committee shall be composed of the president (who shall serve as chair), president-elect, immediate past president, vice president, secretary, ~~and~~ treasurer, and executive director as voting members. The ~~executive director,~~ speaker and editor shall be *ex officio* ~~members~~ participants without the right to vote. In the absence of the president, the chair shall be filled by the president-elect, and in their absence, the vice president shall succeed as chair.

**CDA Bylaws**  
**(Amendments Adopted per Resolution 17RC-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

**CHAPTER IV – HOUSE OF DELEGATES**

Section 20. **EX OFFICIO NON-VOTING MEMBERS:** The members of the board, officers of this association, and past presidents of this association shall be *ex officio* members of the house, without the right to vote or propose motions unless elected as delegates. Such members may participate in debate.

...

**CHAPTER V – BOARD OF TRUSTEES**

The board shall be vested with power to conduct the business of the association within the policies established by the house. The board shall be the “board of directors” of this association for all purposes for which California law requires or authorizes action by a board of directors.

Section 10. **COMPOSITION:** The board shall consist of ~~52~~ 50 members and two participants as follows:

- B. Appointed Officers ~~(2-1)~~: The appointed officers of this association shall be the ~~editor and~~ executive director.

The president of the association shall serve as chair of the board. ~~All members except the speaker, editor and executive director shall have the right to vote, for a total of 49 voting members.~~

...

**CHAPTER VII – APPOINTED OFFICERS**

...

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

- A. Executive Director: The executive director shall be the chief executive of the association, and shall have the authority to employ, define terms of employment for, and terminate employment of association personnel. The executive director shall coordinate the activities of all councils and committees, including the preparation of their reports. The executive director shall communicate regularly with leadership and submit an annual report to the house. The executive director shall serve as an *ex officio* member of the house, ~~the board,~~ and all councils and committees, except Nominating, Volunteer Placement and Audit, without the right to vote. The executive director shall serve as an ex officio member of the board of trustees and executive committee, but shall not be present during deliberation or voting on his or her evaluation and compensation. The executive director shall perform such other duties as may be assigned by the board or the executive committee.

...

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 17RC-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

**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. 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.

Section 10. **EXECUTIVE COMMITTEE:**

- A. Composition: The executive committee shall be composed of the president (who shall serve as chair), president-elect, immediate past president, vice president, secretary, ~~and~~ treasurer, and executive director as voting members. The ~~executive director~~, speaker and editor shall be *ex officio* ~~members~~ participants without the right to vote. In the absence of the president, the chair shall be filled by the president-elect, and in their absence, the vice president shall succeed as chair.

## **CDA Bylaws (Amendments Adopted per Resolution 1851-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

### **CHAPTER VIII – COUNCILS**

#### Section 160. GOVERNMENT AFFAIRS COUNCIL:

- A. Composition: The Government Affairs Council shall be composed of ~~15~~ 16 members, at least one of whom must be a dentist within his or her first 10 years of practice. *Ex officio* voting members are: the CDA president, president-elect, and immediate past president. *Ex officio*, non-voting members are: the CDA executive director, CalDPAC chair and the ADA Government Affairs Council representative. ~~Nine~~ Ten at-large members shall be nominated and elected as described in **Chapter VIII, Section 20.**

...

### **CHAPTER X – STANDING COMMITTEES OF THE ASSOCIATION**

Section 10. NAME: The association has ~~five~~ standing committees established by the house and in addition to duties specified below, shall be charged with duties assigned by the house and board: ~~committee on the new dentist~~, committee on volunteer placement, evaluation committee, interdisciplinary affairs committee, and leadership development committee.

...

#### ~~Section 110. COMMITTEE ON THE NEW DENTIST:~~

- ~~A. Composition: The committee on the new dentist shall be composed of eight members: seven at large members, who must be dentists within their first 10 years of practice and who have not served or are not currently serving in an at large or trustee position on a council, committee, or board at CDA, its subsidiaries or affiliates; and the thirteenth district representative at the ada committee on the New Dentist, who shall be an *ex officio*, non-voting member. At large members of the committee shall be nominated by the board and elected by the house. The president shall appoint the chair with board approval. The committee shall invite one student from the California Dental Schools to serve as a guest, which should be on a rotational basis when possible. A student guest shall serve a maximum of two years. The president shall appoint one trustee to serve as a liaison.~~
- ~~B. Term and Tenure: The term of office for at large members of the committee shall be one year. The tenure of an at large member of the committee shall be limited to three full or partial terms. One tenure is the maximum service on this committee.~~
- ~~C. Duties: The duties of the committee on the new dentist shall be:~~
- ~~1. To serve in an advisory role providing the new dentist perspective on appropriate CDA councils, committees, and task forces on an annual rotation by presidential appointment.~~
  - ~~2. To serve as a new dentist advisory group for CDA, its subsidiaries, and its affiliates.~~
  - ~~3. To support the tripartite network for new dentists, providing recommendations and assistance for new dentist committees at the component level and programs of the ADA committee on the new dentist.~~
  - ~~4. To participate in activities related to CDA student members.~~
  - ~~5. To encourage new dentists from each of the components to participate in CDA leadership development programs.~~
  - ~~6. To identify and recruit new dentists for leadership positions in organized dentistry at all levels of the tripartite.~~

**CDA Bylaws continued**  
**(Amendments Adopted per Resolution 18S1-2015-H)**

Note: section in blue and double underlined are additions and section in red strikeout are deletions

**CHAPTER XIII – CDA PRESENTS BOARD OF MANAGERS**

Section 10. **COMPOSITION:** The *CDA Presents* board of managers (board of managers) shall be composed of between ~~15~~ 16 and ~~17~~ 18 members: 13 manager members, one or two associate members, one new dentist member, the Thirteenth District representative on the ADA Council on Scientific Sessions, who shall be an *ex officio* voting member (and may concurrently serve as a manager or associate member), and the CDA executive director, who shall be the vice chair and *ex officio* voting member. Manager, ~~and~~ associate ~~members,~~ and the new dentist members shall be selected as described in **Chapter VIII, Section 20**, using specific criteria and qualifications established by the board of managers.

Section 20. **TERMS AND TENURE:**

- A. The term of office for manager members shall be three years. The lifetime tenure of a manager member shall be five terms. Full terms do not have to be served consecutively to count towards tenure. A partial term shall be no more than one and one half years.
- B. The term of office for associate members shall be one year. The tenure as an associate member shall be two terms. A partial term shall be no more than six months. An associate member may not have previously served as a manager member, and may not have previously served more than one term as an associate. The number of associate members shall be determined by the board of managers and communicated to the committee on volunteer placement annually.
- C. The term of office of the new dentist member shall be one year. The tenure as a new dentist member shall be two terms. A partial term shall be no more than six months. A new dentist member may not have previously served as a manager member or associate member, and may not have previously served more than one term a new dentist member. There shall be one new dentist member.
- D. A member of the board of managers may be removed by the board in the same manner as council members (**Chapter VIII, Section 70**).

**General Operating Principles  
(Amendments Adopted per Resolution 1851-2015-H)**

Note: section in red strikethrough are deletions

**XIV. MISSION STATEMENTS**

~~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~~

**CDA Bylaws**  
**(Amendments Adopted per Resolution 20-2015-H)**

Note: section in blue and double underlined are additions and section in red strikethrough are deletions

**CHAPTER VIII – COUNCILS**

Section 10. **NAME:** The councils of this association shall be: council on membership, council on peer review, government affairs council, and judicial council, ~~and policy development council.~~

...

~~Section 170.~~ **POLICY DEVELOPMENT COUNCIL:**

~~A. Composition: The policy development council shall be composed of 13 members. *Ex officio* voting members are: the vice president and secretary. The executive director shall serve as an *ex officio*, non voting member. Ten at large members shall be nominated and elected as described in **Chapter VIII, Section 20.**~~

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

~~C. Duties: The duties of the policy development council shall be:~~

~~1. To assess policy issues that may affect the practice of dentistry.~~

~~2. To make policy recommendations to the appropriate CDA entities, including the government affairs council, the board and the house.~~

~~3. To advise and make recommendations on education, training and communication projects targeting members, the public, and other policy making organizations.~~

**General Operating Principles  
(Amendments Adopted per Resolution 20-2015-H)**

Note: section in red strikethrough are deletions

**XIV. MISSION STATEMENTS**

~~L. 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)~~

## **Peer Review Manual, Ch. 2, Conflict of Interest Policy (Amendments Adopted per Resolution 35-2015-H)**

Note: sections in blue and double underlined are additions, sections in red strikethrough are deletions

Members must avoid placing themselves in a position where personal or professional interests may conflict with their duty to the component/specialty peer review committee. Members must also avoid using information learned through committee membership for personal gain or advantage. To that end, ~~the chair of the council on peer review~~ CDA staff must be notified ~~in writing at the time the case is initiated~~ if either of the following circumstances exist: 1) if any committee member has been engaged at any time by the patient, dentist or carrier who is a party to the dispute, or 2) if any committee member has served, or is serving, as an expert witness for the Dental Board of California on a case involving the patient or dentist who is a party to the peer review dispute. If this occurs, the review of the case should not proceed until direction is received by the council chair (see Section III. Responsibilities of component/specialty peer review committee). In addition, a committee member shall not accept a patient in his or her practice for a minimum period of one year subsequent to final case closure (if applicable, this includes the termination of the appeals process.)

Additionally, a member of the general/specialty peer review committee shall be automatically disqualified from evaluation or decision making when a request for peer review involves (i) that member, as either the treating dentist or subsequent treating dentist; or (ii) a close friend, family member, or close business associate of that member.

To avoid any appearance of conflict of interest, no person serving on any of the following capacities may serve on a peer review committee:

- ~~1. Component officers (peer review chairs except when that position is an officer according to component bylaws), trustees or directors (with voting privileges).~~
21. CDA officers, trustees or members of the judicial council or council on peer review.
32. Dental Board of California board members. ~~or consultants.~~

Component officers and component board members may concurrently serve as peer review committee members if (i) in the event the component board must vote on an issue related to peer review, members who serve concurrently on the peer review committee and the component board must recuse themselves from the vote; and (ii) in the event peer review committee members recuse themselves, the component board must be able to maintain a quorum.

To avoid an actual conflict of interest, a member of a peer review committee must recuse themselves from any case in the following situations:

1. Consultants, employed dentists, fiduciaries or members or any review committee of any insurance carrier or Knox-Keene plan must recuse themselves from any case that involves that company.
2. Ethics committee members must recuse themselves from any peer review case in which he or she has already participated in an ethics review based on similar facts between the same parties.

**Peer Review Manual, Ch. 2, Conflict of Interest Policy continued  
(Amendments Adopted per Resolution 35-2015-H)**

Note: sections in blue and double underlined are additions, sections in red strikeout are deletions

3. Dental Board of California consultants must recuse themselves from any peer review case or dental board case in which he or she has already participated in a review involving the same parties.

Components may, at their discretion, create stricter requirements to avoid any actual or perceived conflicts of interest. Each component is urged to be consistent in its own application of such policies.

## **Judicial Council Conflict of Interest Guidelines (Amendments Adopted per Resolution 37-2015-H)**

Note: sections in blue and double underlined are additions, sections in red strikethrough are deletions

### **CDA Judicial Council Conflict of Interest Guidelines**

This ~~statement document~~ is a ~~GUIDELINE guideline~~ ~~which has been~~ developed to assist local dental societies in making decisions concerning potential ~~problem areas~~ conflicts of interest regarding judicial council and component ethics committee member's concurrent involvement in councils, committees and boards at the statewide (CDA) and local level.

For Judicial Council Members: The judicial council has identified ~~six~~ five areas where a conflict of interest may occur concerning a judicial council member's participation in dental society activities.

- Trustees: Trustees are prohibited from being judicial council members because of the different roles that each position entails. Trustees oversee the operation of the association and take a significant role in developing policies for the association. Consequently, trustees often represent the interests of their local dental society. Members of the judicial council implement the association's *Code of Ethics* and interpret the *Bylaws* of the association. This adjudicatory role requires the judicial council member be unbiased when deciding a specific case.
- Board of Directors: Although all components operate differently, many of the local boards of directors review and ratify decisions to forward cases to the judicial council. This review could place the judicial council member in a position of prejudice when the council, or one of the subcommittees, reviews the same matter.
- Ethics of Membership Committees: Participation on ~~the a~~ local dental ~~societies'~~ society's ethics ~~or membership~~ committees leads to a direct conflicts of interest. ~~These~~ This committees reviews cases that may be referred to the judicial council or its subcommittees. Involvement with the local ethics ~~or membership~~ committees would disqualify the judicial council member from reviewing specific cases that are considered by the judicial council Investigating Panel ~~or Membership Application Review Subcommittee~~. Under no circumstances should the current judicial council chair serve on his/her component ethics committee.
- Peer Review Committee: Involvement on peer review committees of local dental societies is inappropriate. The council on ~~dental care~~ peer review refers unresolved peer review cases to the judicial council for enforcement of its decision. Involvement on both the local peer review committee and judicial council allows for potential bias and prejudice on the part of the judicial council member.
- Recruitment and Retention Committee: Participation on a component's recruitment and retention committee leads to a direct conflicts of interest ~~for judicial council members~~. ~~By definition~~. The purpose of these this committees is to actively recruit applicants, and retain existing members. ~~The~~ The judicial council's enforcement of the *Code of Ethics* sometimes conflict with those goals. Therefore, involvement with ~~these this~~ committees would disqualify the judicial council member from reviewing specific cases that are considered by the membership application review committee, ~~the~~ investigating panel, and ~~or the~~ Trial hearing panel.

### **Judicial Council Conflict of Interest Guidelines continued (Amendments Adopted per Resolution 37-2015-H)**

Note: sections in blue and double underlined are additions, sections in red strikethrough are deletions

- Marketing: The judicial council believes that a council member may benefit a component marketing committee as ~~the~~ member could assist in the development of marketing programs and promotions. ~~However, a word of caution~~ All guidance provided to the component must be consistent with the most recent decisions and interpretations of the judicial council.

In general, the council member's local involvement in any area concerning cases reviewed through the peer review or ethics processes es may place the member in an area of potential conflict of interest. judicial council members need to remain free of any bias in order to make effective fair and impartial policy decisions. **In such situations where an actual or perceived conflict of interest may exist, the judicial council member must recuse themselves from the deliberations at the CDA and local level.**

~~for~~ ethics committee members: the judicial council ~~else~~ has identified the following areas where a conflict of interest may occur concerning an ethics committee member's participation in other component society activities.

- Trustees: Trustees are also prohibited from being members of their local ethics committee because of the different roles that each position entails. Trustees oversee the operation of the association and take a significant role in developing policies for the association. Consequently, trustees often represent the interests of their ~~constituent group~~ local dental society. Members of ethics committees implement the associations' and societies' *Code of Ethics* and *Bylaws* and must decide how to treat colleagues when they have been charged with infringements of the Code. This role requires that committee members not be subject to political ~~pressures which~~ pressures, which may influence them when deciding a specific case. ~~Cases always involve individuals with whom they are familiar and often involve friends. The tension between the role of ethics committee member and trustee might be difficult to withstand, and those roles might be confused.~~
- ~~CDA Judicial Council/Council on Dental Care: Participation by a judicial council member on a component ethics committee leads to direct conflict of interest inasmuch as the ethics committees refer cases to the judicial council for investigation. Participation by a council on dental care member on a component ethics committee could potentially lead to a conflict of interest due to a similar relationship.~~
- ~~Component Peer Review Committee: Cases that are inappropriate for review by the peer review committee are occasionally referred to the ethics committee for investigation. Ethics committee members must recuse themselves from any peer review case in which he or she has already participated in an ethics review based on similar facts between the same parties.~~ Participation in both of these committees by a member could lead to bias and prejudice on the part of that member ~~and, therefore, is inappropriate.~~

**Access to Care: Phased Strategies Activity Report  
(Adopted per Resolution 38-2015-H)**

***Phased Strategies for Reducing Barriers to  
Dental Care in California  
2015 Activity Report***

**PROJECT STATUS**

**Phase 1: Establishing State Oral Health Leadership and Optimizing Existing Resources**

1. State Oral Health Infrastructure: CDA realized the priority goal of its access proposal on August 1 of this year, when Jayanth Kumar, DDS, MPH, began his tenure as California's new state dental director. Dr. Kumar comes to the California Department of Public Health (CDPH) with more than 25 years of experience in the New York State Bureau of Dental Health. He has held the positions of state dental director and acting director since 2009 and was responsible for developing the first comprehensive state oral health plan for New York. Dr. Kumar is one of the nation's most recognized and accomplished state dental directors and brings a wealth of experience that will benefit the state as it strives to reach its oral health program and access to care planning goals.

Dr. Kumar will direct and manage the oral health program in the CDPH and, in collaboration with the Department of Health Care Services, provide leadership in developing and implementing innovative strategies and policies to reduce oral health disparities in California. In addition to a state oral health plan, Dr. Kumar will also be responsible for establishing prevention and oral health education projects and working to secure funding for prevention-focused oral health programs, particularly for children.

2. Expand capacity within dental public health: In 2014 and 2015, the foundation awarded the Bettie Underwood RDAEF-2 Scholarship to an RDA enrolled in a California RDAEF-2 program in exchange for a commitment to work in a California community clinic or other public health setting for one year directly after obtaining an RDAEF-2 license. The 2014 scholarship recipient was Ms. Ana Golib. The 2015 recipient has not been selected at the time of this report.
3. Safety net expansion of dental services: Work continues on connecting clinics and dentists who may be interested in establishing a contracting arrangement to provide dental care to clinic patients. A recent California Primary Care Association member survey showed increased clinic interest in this model and several who have begun contracted arrangements. CDA staff is working to educate members about this model and is available to present to components on this, as well as other non-traditional practice models, such as the Virtual Dental Home and collaborating with RDHAPs. The models of delivering dental care to dental students was presented at *CDA Presents* in Anaheim.
4. Volunteer provision of care coordination: CDA has completed seven CDA Cares events, the most recent of which was in Sacramento March 27-28. During that event, 1,774 volunteers provided over \$2 million worth of dental services (13,651 procedures) to 2,080 people. This brings the total impact of CDA Cares to \$11.2 million in services (77,640 dental procedures) provided to 13,981 patients, with the help of more than 11,587 volunteers. The next event will be held in Fresno on October 2-3.

Enacted in 2014, AB 836 reduces the biannual requirement for continued education units for retired dentists who wish to retain active licensure to provide pro bono dental care in their communities. The Dental Board of California has prioritized promulgating the regulations necessary to implement this law in 2015. Dentists can anticipate this licensure renewal option

becoming available in 12-18 months. Interested dentists should watch CDA publications or visit [cda.org](http://cda.org) or [dbc.ca.gov](http://dbc.ca.gov) to stay informed.

5. Complete Fluoridation in San Jose: Community water fluoridation projects in Santa Clara County and San Diego County remain active and supported by CDA and the foundation.
6. Expand capacity to provide children's care, especially to young children: Children Now's dental-medical integration project is now operational in Los Angeles. Medical plans have received information on their child patients who have not had a dental visit in the previous 12-months and have begun to implement strategies to work with pediatric medical providers to connect with those families to make successful dental referrals. CDA serves in a project advisory capacity.

## **Phase 2: Focusing on Prevention and Early Intervention for Children**

1. Utilize Proven Technology: AB 1174 (Bocanegra), enacted January 1, 2014, makes permanent the elements of the Virtual Dental Home (VDH) model of dental care, first tested as an Office of Statewide Health Planning and Development Workforce pilot project developed by the Pacific Center for Special Care at the University of the Pacific School of Dentistry. VDH uses technology to connect allied dental team members located at community sites with dentists in offices or clinics, to facilitate the provision of comprehensive dental care to children and adults who face barriers to accessing that care in traditional service locations.

AB 1174 ensures Denti-Cal reimbursement for telehealth delivered services, and allows registered dental hygienists (RDHs), Registered Dental Hygienists in Alternative Practice (RDHAPs), and registered dental assistants in extended function (RDAEFs) to determine patients' need for radiographs based on established protocols, and to place protective restorations, known as interim therapeutic restorations (ITRs), under the diagnosis and direction of a dentist. CDA worked closely with the author during the legislative process to ensure the bill contained parameters for settings, supervision and education that remained consistent with the pilot project and CDA policy.

To support the expansion of VDH into areas of greatest need in California, in 2015, CDA is co-sponsoring AB 648 (Low). AB 648 would support VDH program development by authorizing a one-time, \$4 million General Fund appropriation to establish a Virtual Dental Home grant program, under the leadership and direction of the state dental director. This initial funding can be leveraged with other public or private funds and granted for activities that facilitate VDH implementation, including training, community-based learning collaboratives, technical assistance and equipment. For additional information on AB 648, visit [cda.org](http://cda.org).

2. Expand early prevention through reimbursement incentives: CDA remains focused on provider network development and identifying opportunities to increase access to care for preventive dental treatment. The organization continues to support provider incentives and increased reimbursement for dentists who participate in the program. CDA is part of a large coalition of health care providers supporting Medicaid rate increases, and is advocating specifically for augmenting Denti Cal rates and other critical programmatic reforms through the state's legislative process. CDA was successful in advocating with the Department to ensure they include opportunities for improvements regarding the dental system of care in the state's federal Medicaid waiver being negotiated this fall.
3. Fluoridation: Interest in community water fluoridation programs remains active in several communities and the foundation continues to be a resource for advocates. Specifically, foundation consultant, Marjorie Stocks, is working with the Sonoma Department of Public Health and local fluoridation supporters on an educational campaign in Sonoma County. The

Redwood Empire Dental Society hosted a continuing education course on fluoridation at its April general membership meeting, with local dentists, dental hygienists, assistants and pediatricians attending. Additionally, CDA's communications director provided media training for local dentists and advocates in May.

### **Phase 3: Focusing on Prevention and Early Intervention for Children**

1. Adult Dental Care: Three years after the elimination of Denti-Cal benefits for most low-income adults, the Governor and legislative leaders included a partial restoration of adult Denti-Cal benefits in the 2013-2014 budget. Beginning May 1, 2014, more than three million adult Medicaid beneficiaries gained access to basic preventive and restorative services, along with full dentures. Senate President Darrell Steinberg, who visited the CDA Cares event in Sacramento in August of 2012, made restoration of adult Dental-Cal a top priority during budget negotiations. Senator Steinberg stated that it was the volunteer work of the CDA dentists he witnessed that inspired him to make restoration of adult dental care a priority.

Additionally, policy development council members received Resolution 21S1-2013-H, Geriatric Oral Health Access, from the 2013 house. CDA formed the Geriatric Oral Health Working Group, which is leading CDA's participation in ADA's long-term dental initiative. Under the direction of ADA's National Elder Care Advisory Committee, the initiative has two goals: to help states develop a long-term care program to improve the oral health of nursing home residents; and to provide continuing education to train at least 1,000 dentists to provide care in nursing homes by 2020 and to increase the number of dentists serving on advisory boards or as dental directors of long-term care facilities. Members and staff attended the initial meeting for this initiative in Chicago in October 2014. They have begun participating in the ADA course developed in partnership with the University of the Pacific School of Dentistry titled "Dentistry in Long-Term Care: Creating Pathways to Success" with the goal of educating and being a resource to CDA's membership regarding providing care to nursing home residents.