

# Bylaws of the California Dental Association

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# 1 California Dental Association Bylaws

2 January 2022

3

## 4 CHAPTER I – ORGANIZATION

5

6 Section 10. NAME: The name of this organization shall be the California Dental Association, hereinafter  
7 referred to as “CDA” or “association.”

8

9 Section 20. PURPOSE: The primary purposes of this association are to promote high professional standards in  
10 the practice of dentistry, to encourage and promote the improvement of the health of the public and to promote  
11 the art and science of dentistry as a profession in California.

12

13 Section 30. CONSTITUENT SOCIETY OF AMERICAN DENTAL ASSOCIATION: This association is a  
14 constituent society of and chartered by the American Dental Association (“ADA”). Policies of the association  
15 shall not be in conflict with the Constitution and Bylaws of the American Dental Association.

16

17 Section 40. GOVERNANCE: The House of Delegates (house) and Board of Directors (board) are the  
18 governing bodies of this association. The house is vested with the responsibility for strategic direction on matters  
19 of dental policy and practice and the board is vested with the fiduciary duties for the organization, including  
20 responsibility for strategic plan implementation, fiscal management and governance oversight.

21

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

25

26 Section 60. CONFLICTS OF INTEREST: It is the policy of this association that individuals who serve in  
27 elective, appointive or employed offices or positions for the association or any component society do so in a  
28 representative or fiduciary capacity that requires loyalty to the association and its component societies. At all  
29 times while serving in such offices or positions, these individuals shall further the interests of the association and  
30 its component societies as a whole. In addition, they shall avoid, without limitation, the following:

31

32 A. Placing themselves in a position where personal or professional interests may conflict with their duty to this  
33 association and its component societies.

34

35 B. Using information learned through such office or position for personal gain or advantage.

36

37 C. Obtaining by a third party an improper gain or advantage.

38

39 As a condition for selection, each nominee, candidate and applicant shall disclose any situation which might be  
40 construed as placing the individual in a position of having an interest that may conflict with their duty to the  
41 association or any component society.

42

43 While serving, the individual shall comply with the conflict-of-interest policy applicable to their office or position  
44 and shall report any situation in which a potential conflict of interest may arise. The board shall approve the  
45 compliance activities that will implement the requirements of this chapter.

46

## 47 CHAPTER II – MEMBERSHIP

48

49 The board shall establish rules governing membership not covered by these bylaws. An individual may only be  
50 a member of this association in one of the following categories: dentist, student or general member. As used in  
51 these bylaws: (i) the term “equivalent degree” shall mean a degree that meets the educational requirements for  
52 licensure as a dentist in a state or other jurisdiction of the United States; and (ii) the term “other jurisdiction of  
53 the United States” shall mean the District of Columbia, the Commonwealth of Puerto Rico, the Commonwealth of  
54 the Northern Mariana Islands and the territories of the United States Virgin Islands, Guam and American  
55 Samoa.

56 Section 10. MEMBERS IN GOOD STANDING: Members who are in good standing with their component  
57 and whose dues for the current year, when applicable, have been paid, shall be in good standing with this  
58 association.  
59

60 Section 20. DENTIST MEMBER:  
61

62 A. Classification: An individual shall be classified as a dentist member of this association who subscribes to,  
63 adheres to and is bound by the code of ethics, Constitution and Bylaws of the ADA and this association,  
64 and who:  
65

- 66 1. Has been accepted for membership in a component of this association; and  
67
- 68 2. Holds a DDS, DMD or equivalent degree.  
69

70 B. Privileges:  
71

- 72 1. A dentist member shall receive the following benefits of membership: a membership card; access to a  
73 subscription for the *Journal of the California Dental Association*; attendance at any scientific session of  
74 this association; access to CDA-endorsed insurance plans; and such other services as are provided by  
75 the association.  
76
- 77 2. A dentist member shall be eligible for election as a delegate or alternate delegate to the house of this  
78 association and the ADA and for election or appointment to any office or agency of this association,  
79 except as otherwise provided in these bylaws.  
80
- 81 3. A dentist member under a disciplinary sentence of suspension shall not be privileged to hold office,  
82 either elective or appointive, including delegate and alternate delegate, in such member's component  
83 society and this association, or to vote or otherwise participate in the selection of officials of such  
84 member's component and this association.  
85
- 86 4. A dentist member shall receive benefits of membership from the ADA, CDA and their component.  
87

88 Section 30. STUDENT MEMBER:  
89

90 A. Classification: A dental student shall be classified as a student member of this association who:  
91

- 92 1. Predoctoral: Is enrolled in a program approved by the Dental Board of California; or  
93
- 94 2. Postdoctoral: Is engaged full-time in:  
95 a) an advanced training course of not less than one academic year's duration in an accredited school  
96 or  
97 b) an internship or residency program accredited by the Commission on Dental Accreditation.  
98

99 B. Privileges:  
100

- 101 1. A student member shall receive the following benefits of membership: a membership card; the *Journal*  
102 *of the California Dental Association*, the subscription price of which shall be included in the annual  
103 dues; attendance at any scientific session of this association; access to CDA-endorsed insurance plans;  
104 and such other services as provided by the association.  
105
- 106 2. Unless otherwise specifically provided, a reference in these bylaws to "dentist members" shall not  
107 include student members.  
108
- 109 3. A student member shall be considered a member of this association for the purpose of determining  
110 eligibility for appointment to committees, election to councils, and election to the CDA house as  
111

111 provided in these bylaws.  
 112

- 113 4. A student member shall receive benefits of membership from the ADA, CDA and their dental school  
 114 component.  
 115

116 Section 40. GENERAL MEMBER:  
 117

- 118 A. Classification: An individual shall be classified as a general member of this association who subscribes to,  
 119 adheres to and is bound by the code of ethics, Constitution and Bylaws of the ADA and this association,  
 120 and who:  
 121
- 122 1. Is ineligible for any other classification of membership and is practicing dentistry or is employed in a  
 123 dental related field in a country other than the United States; or  
 124
  - 125 2. Is a dental hygienist, dental assistant, dental laboratory technician, or dental administrative staff  
 126 person, who has not met the educational requirements for licensure as a dentist in any state or other  
 127 jurisdiction of the United States; or  
 128
  - 129 3. Has made outstanding contributions to the advancement of the art and science of dentistry, upon  
 130 nomination by the board and election of the house, shall be classified as a general member.  
 131
- 132 B. Privileges: General members shall receive the following benefits of membership: a membership card; access  
 133 to a subscription for the *Journal of the California Dental Association*, attendance at any scientific session of  
 134 this association; access to CDA-endorsed insurance plans; and other services as are authorized by the  
 135 board. General members are not eligible for election by this association as a delegate or alternate delegate  
 136 to the house of the ADA or to the house of this association, nor shall they be eligible for election or  
 137 appointment to any office of this association. General members are eligible to serve in appointive positions.  
 138

139 Section 50. WAIVER: Members waive the right to hold the association, or any member, responsible for any  
 140 damages arising out of disciplinary proceedings pursuant to these bylaws.  
 141

142 Section 60. DUES AND ASSESSMENTS:  
 143

- 144 A. Dues and Assessments: Unless otherwise provided in these bylaws, the due date and delinquency date of  
 145 the dues and assessments of members shall be established by the board. The amount of member dues shall  
 146 be established by the house upon approval of a simple majority. A proposal to change the amount of dues  
 147 or consider an assessment shall be sent to the delegates and alternate delegates of the house at least 30  
 148 days in advance of the session at which such proposal is to be considered. The board may adopt rules  
 149 regarding the payment of dues and assessments. The board may exercise its interim authority to authorize  
 150 promotional dues rates for a limited duration affiliated with membership campaigns. It shall be the  
 151 responsibility of this association to bill for and process dues and assessments established by the ADA, this  
 152 association, and the components.  
 153
- 154 B. Nonpayment of Dues or Assessments:  
 155
- 156 1. A member whose dues or assessments have not been paid by the delinquency date shall cease to be a  
 157 member.  
 158
  - 159 2. Reinstatement of membership for nonpayment of dues or assessments may be secured on the payment  
 160 of the required dues and/or assessments and on compliance with other applicable provisions of the  
 161 bylaws of this association, of the component society and of the ADA.  
 162
- 163 C. Exemption from Dues for Members: In order to be considered for a dues exemption, a member must submit,  
 164 through the member's component, documentation attesting to financial hardship, taking a leave of absence  
 165 from dentistry, or serving dentistry full-time with a charitable organization. During the period of exemption

166 from dues, further documentation may be requested. For financial hardship waivers, CDA will follow the  
 167 decision of the component for a maximum of two consecutive years.

168  
 169 D. Assessments: Assessments may be levied upon the membership at any session of the house by two-thirds of  
 170 the votes cast.

171

### 172 **CHAPTER III – COMPONENT SOCIETIES**

173

174 Section 10. ORGANIZATION: The component societies of this association shall be the 32 components  
 175 currently chartered by the association. New component societies may be organized and chartered by the  
 176 house, upon the application of at least 100 members of this association, subject to such rules and procedures  
 177 as the house may establish. Such application must first be considered by the board.

178

179 Section 20. POWERS AND DUTIES:

180

181 A. A component society shall have the power to approve its own members who shall become members of this  
 182 association, except in cases where a referral to the Judicial Council Membership Application Review  
 183 Subcommittee (MARS) is mandatory. In such cases, the decision of MARS or a hearing panel shall be final.  
 184 Components shall utilize the CDA Universal Application Form for all prospective members and shall adhere  
 185 to the application procedures described in the CDA Membership Policies and Procedures Manual.

186

187 B. The component shall advise and counsel members relative to disciplining its members and, where  
 188 appropriate, refer such matters to the Judicial Council of this association.

189

190 Section 30. MEMBERSHIP: The membership of each component society, except as otherwise provided in  
 191 these bylaws, shall be limited to individuals who are also eligible for membership in CDA. Membership within a  
 192 component is assigned based on where the member either resides or is employed or practices.

193

194 Section 40. BYLAWS: Each component society shall adopt and maintain bylaws, which shall not be in conflict  
 195 with the bylaws of this association and shall not be in conflict with, or limit, the Constitution and Bylaws of the  
 196 American Dental Association, and shall file a copy thereof and any changes which may be made thereafter  
 197 with the secretary of this association.

198

199 Section 50. PRIVILEGE OF REPRESENTATION: Each component society shall elect its delegates to the  
 200 house.

201

202 Section 60. CHARTERED COMPONENT SOCIETIES: The secretary of the association shall issue a charter to  
 203 each component society denoting its name and territorial jurisdiction.

204

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

206

207 Section 10. DELEGATES: The house shall consist of the following voting members:

208

209 A. Two hundred to 210 delegates from the 32 component dental societies in California. These delegates shall  
 210 be members of the component societies as specified in **Chapter III, Section 30**. These delegates shall be  
 211 allotted to component societies according to the methods of full allocation and absolute error adjustment.  
 212 This association's membership report for dentist members dated December 31 of the year immediately  
 213 preceding the annual session shall be the basis for the allotment of delegates. If any component society is  
 214 allocated fewer than two delegates, additional delegates will be added to the total and allocated until each  
 215 component society has at least two delegates. No more than 10 additional delegates may be added in this  
 216 manner. Each component society shall have at least two delegates.

217

218 B. One delegate shall be allotted to each accredited dental school in California; such delegates must be  
 219 student members of this association.

220

221 Section 20. **EX OFFICIO NON-VOTING PARTICIPANTS:** Members of the board of this association may  
 222 not serve as delegates or alternate delegates, but shall be expected to participate with access to the floor,  
 223 without the right to vote or propose motions. Past presidents of this association and chairs of councils,  
 224 committees, the board of managers, the board of component representatives, thirteenth district delegation,  
 225 subsidiaries and affiliates shall be participants of the house, without the right to vote or propose motions, unless  
 226 elected as delegates. All such participants may participate in debate.

227  
 228 Section 30. **DESIGNATION OF DELEGATES AND ALTERNATE DELEGATES:** The secretary of each  
 229 component society and dean of each dental school shall file with the secretary of this association, at least 120  
 230 days prior to the first day of the annual session, the names of delegates and alternate delegates designated by  
 231 the component society or dental school. The secretary of this association shall provide each delegate with  
 232 credentials for entrance to the house. In the event of a contest over the credentials of any delegate, the secretary  
 233 shall hold a hearing and present recommendations to the house for final action.

234  
 235 Section 40. **PROXY:** Only delegates or their alternate delegates, upon substitution, can attend and vote. A  
 236 proxy is not allowed.

237  
 238 Section 50. **POWERS:** The house shall have the following powers without limitation:

- 239  
 240 A. To amend the Articles of Incorporation and bylaws of this association by two-thirds of the votes cast.  
 241  
 242 B. To adopt and amend the Code of Ethics.  
 243  
 244 C. To grant, amend, withhold, suspend or revoke charters of component societies.  
 245  
 246 D. To determine the strategic direction on matters of dental policy and practice when not in conflict with the  
 247 Constitution and Bylaws of the American Dental Association.  
 248  
 249 E. To adopt the goals of the strategic plan.  
 250  
 251 F. To elect general members pursuant to [Chapter II, Section 40A](#).  
 252  
 253 G. To recommend that the president or board create special committees.  
 254  
 255 H. To recommend to the board an appropriation not within the annual budget.  
 256  
 257 I. To recommend to the board action to levy assessments upon the membership.  
 258  
 259 J. To create, modify or establish councils and committees of this association.

260  
 261 Section 60. **DUTIES:** It shall be the duty of the house:

- 262  
 263 A. To elect the elected officers of this association.  
 264  
 265 B. To select the nominee to fill the office of thirteenth district trustee to the ADA.  
 266  
 267 C. To establish membership dues.  
 268  
 269 D. To receive and act upon all matters brought before the house.

270  
 271 Section 70. **ANNUAL SESSION:** The house shall meet annually on a day or days specified by the board.

- 272  
 273 A. Notice: The notice of the annual session shall be sent to all delegates and alternates at least 60 days in  
 274 advance.  
 275



- 276 B. Official Call: Each member of the house shall receive notice of the time and place of the annual session at  
 277 least 60 days before the opening of such session.  
 278
- 279 C. Quorum: A quorum shall consist of at least 50 percent of the voting members of the house for the  
 280 transaction of business at any official meeting.  
 281
- 282 D. Information: The house shall receive, for each annual meeting, information regarding the strategic plan,  
 283 operating and capital budget, status of prior year's house actions, and reports of councils, committees and  
 284 boards as otherwise required. The house shall additionally receive, in accordance with election procedures  
 285 (Chapter IV, Section 120), proposed nominations to all house-elected and house-nominated positions.  
 286

287 Section 80. SPECIAL SESSION: A special session of the house shall be called by the president on two-thirds  
 288 vote of the members of the board or on written request of at least 50 officially certified delegates of the last  
 289 house. The time and place of a special session shall be determined by the president. Each member of the house  
 290 shall receive notice of the time and place of the special session at least 10 days before the opening of such  
 291 session. The business of a special session shall be limited to that stated in the official call. Delegates at a special  
 292 session shall be the officially certified delegates of the last house (or duly elected alternate delegates of the last  
 293 house).  
 294

295 Section 90. OFFICERS: The officers of the house shall be the speaker and the secretary. The secretary of this  
 296 association shall serve as secretary of the house. In the absence of the speaker, the president shall select a  
 297 speaker pro tem. In the absence of the secretary of the house, the speaker shall appoint secretary pro tem.  
 298

299 A. Duties:

- 300
- 301 1. Speaker: The speaker shall preside at all meetings of the house and perform such duties as these  
 302 bylaws, custom and parliamentary procedures require. The speaker shall, in conjunction with the  
 303 secretary, approve the minutes of the house at which he or she presided.  
 304
- 305 2. Secretary: The secretary of the house shall oversee the recording of and certify the report of the  
 306 transactions of the house. The secretary shall, in conjunction with the speaker, approve the minutes of  
 307 the house at which he or she served.  
 308

309 Section 100. RULES OF ORDER:

- 310
- 311 A. Reports: All annual reports to the house shall be distributed to each delegate before the annual meeting of  
 312 the house.  
 313
- 314 B. Introduction of New Business Not Requiring a Resolution: New business shall be accepted until a time  
 315 designated and noticed by the speaker. The speaker will notify  
 316 the House of Delegates of any new business prior to the house adopting a revised agenda.  
 317
- 318 C. Introduction of New Resolutions: Resolutions for the annual House of Delegates shall be accepted until 10  
 319 days prior to the first session. Any resolution submitted following the 10-day deadline will be noticed by the  
 320 speaker and will require a majority affirmative vote of the house to be considered.  
 321
- 322 D. Parliamentarian: A parliamentarian may be appointed by the speaker.  
 323

324 Section 110. COMMITTEES: The committees of the house shall be:

- 325
- 326 A. Reference Committees:
- 327
- 328 1. Composition: Reference committees shall be appointed by the president at least 45 days in advance of  
 329 each annual session. The president shall designate the chair of each committee.  
 330

- 331 2. Duties: It shall be the duty of a reference committee to consider resolutions and reports referred to it, to  
 332 conduct open hearings and to report its recommendations to the house.  
 333
- 334 B. Special Committees: The speaker, with the consent of the house, may appoint special committees to  
 335 perform duties not otherwise assigned by these bylaws, to serve until adjournment sine die of the session at  
 336 which they were appointed.  
 337
- 338 Section 120. ELECTION PROCEDURES: The following positions shall be nominated by the board and  
 339 submitted to the house for election or selection as noted below, in accordance with these bylaws and the  
 340 General Operating Principles:  
 341
- 342 A. Election: The house shall elect the president, secretary, treasurer and speaker.  
 343
- 344 B. Selection: The house shall select nominees for the following positions for election by entities as noted:  
 345
- 346 1. The nominee for thirteenth district trustee to the ADA shall be selected by the house the year prior to the  
 347 expiration of the incumbent term, to be submitted by the Thirteenth District Delegation to the ADA for  
 348 election.  
 349
- 350 C. Notice: The house shall receive notice of nominations for positions which will be elected or nominated by  
 351 the house, at least 30 days prior to the first day of the annual session. Subsequent to the 30-day notice,  
 352 should a nominee withdraw for any reason, the board shall amend its report in a timely manner.  
 353
- 354 D. Additional Nominations: The house may consider additional nominations for elected or nominated  
 355 positions, provided that notification of such nominations are made by a delegate and noticed to the  
 356 secretary at least 20 days prior to the session in which the election is to be conducted and is supported by  
 357 the endorsing signatures of 25 delegates in accordance with the General Operating Principles.  
 358
- 359 E. Term and Recognition: Unless otherwise stated in these bylaws, terms of elected and appointed positions  
 360 shall begin on January 1 and conclude on December 31. The house shall recognize all newly elected  
 361 officers, board members, council/committee chairs, and outgoing board members.  
 362

## 363 **CHAPTER V – BOARD OF DIRECTORS**

364  
 365 The board shall be vested with the fiduciary duties for the organization, including responsibility for oversight of  
 366 strategic plan implementation, fiscal management, governance oversight and implementation of policies  
 367 established by the house.  
 368

369 Section 10. COMPOSITION: The board shall be composed of 17 members and two participants: 15 at-large  
 370 directors elected by the board, the chair of the board of component representatives, the executive director,  
 371 speaker and editor. The speaker and editor shall be *ex officio* participants without the right to vote.  
 372

373 For the purpose of transition, between 2022 and 2027, the board shall include the six officers elected by the  
 374 house in 2021, to be elected as directors by the board. Following the transition, this language will be removed  
 375 from the bylaws.  
 376

377 Section 20. QUALIFICATIONS: A director of the board, who is not the executive director, must be a dentist  
 378 member in good standing of this association. Additional qualifications may be established by majority vote of  
 379 the board, but such qualifications may not cause the disqualification of any serving member for the completion  
 380 of his or her current term or conflict with those established by these bylaws.  
 381

382 Section 30. TERM OF OFFICE: The term of at-large directors shall be three years. The consecutive tenure of an  
 383 at-large director shall be three full terms and one partial term (no more than one and one-half years). At-large  
 384 directors who have served a tenure will be eligible after a break in service of one term.  
 385

386 Section 40. ELECTION: Candidates for at-large director positions shall be nominated by the Committee on  
387 Volunteer Placement for consideration by the Board of Component Representatives and election by the board.  
388 The board shall elect directors for the following year no later than October 1.  
389

390 Section 50. REMOVAL: Any director may be removed for any reason permitted under California law by  
391 majority vote of the directors in office. In all such actions, the director involved, and all members of the board  
392 shall be furnished a copy of the statement of reasons for removal not less than 30 days in advance of the  
393 session. Consideration of removal shall be conducted during a closed session meeting of the board.  
394

395 Section 60. VACANCY: In the event of a vacancy in the office of an at-large director, the Committee on  
396 Volunteer Placement shall make a recommendation to fill the remainder of the unexpired term, for consideration  
397 by the Board of Component Representatives and election by the board. In the event of a vacancy in the ex  
398 officio chair position, the position shall remain vacant until such time the Board of Component Representatives  
399 selects a new chair and he or she is elected by the board.  
400

401 Section 70. POWERS: The board shall have the power:  
402

- 403 A. To establish rules and regulations consistent with these bylaws to govern its organization and procedures.  
404  
405 B. To direct the president to call a special session of the house as provided in [Chapter IV, Section 80](#) of the  
406 bylaws.  
407  
408 C. To establish policies which are essential to the management of the association. On matters of dental  
409 practice and policy, the board may establish interim policies when the house is not in session; provided,  
410 however, that all such policies must be presented for approval at the next session of the house.  
411  
412 D. To levy assessments upon the membership.  
413  
414 E. To establish rules modifying the obligation of members to pay dues or assessments and to establish  
415 promotional dues rates for a limited duration affiliated with membership campaigns.  
416  
417 F. To call a special meeting of the shareholders of CDA Holding Company, Inc. (CDAHCI) for any purpose,  
418 including a special meeting to remove and replace directors of that corporation.  
419  
420 G. To remove directors, council members, committee members, members of the board of managers and ADA  
421 delegates in accordance with these bylaws.  
422  
423 H. To create special committees in accordance with [Chapter XI, Section 10](#) of these bylaws.  
424

425 Section 80. DUTIES: It shall be the duty of the board:  
426

- 427 A. To serve as the fiduciary of this association.  
428  
429 B. To appoint, remove, conduct an annual review based on established priorities, and set the compensation of  
430 the executive director.  
431  
432 C. To appoint, remove, conduct an annual review and set the honorarium of the editor.  
433  
434 D. To identify and recruit leaders for CDA leadership positions.  
435  
436 E. To nominate candidates for each officer position to be elected by the house.  
437  
438 F. To select candidates for the boards of directors of the subsidiary companies for election by the shareholder.  
439  
440 G. To nominate the directors of the CDA Holding Company, Inc. for election by the shareholder.

- 441
- 442 H. To elect candidates for the board of directors, board of component representatives, boards of directors of
- 443 affiliate companies, councils, committees, and delegates and alternate delegates to the ADA house.
- 444
- 445 I. To nominate candidates for general membership pursuant to **Chapter II, Section 40A** for election by the
- 446 house.
- 447
- 448 J. To nominate one or more candidates for the thirteenth district trustee.
- 449
- 450 K. To determine the date and place for convening each annual session of the house.
- 451
- 452 L. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the
- 453 association, in such amount and for such coverage as the board determines.
- 454
- 455 M. To oversee the fiscal affairs and adopt the annual budget of the association. The annual budget shall be
- 456 sent to the board at least 14 days in advance of the meeting at which it will be considered.
- 457
- 458 N. To engage an outside certified public accountant to audit the finances of the association at least annually.
- 459
- 460 O. To review all proposed amendments to the governance documents for CDAHCI, CDA, its affiliates and
- 461 subsidiaries to ensure the proposed amendments are necessary and consistent with other related provisions
- 462 in the governance documents.
- 463
- 464 P. To submit an annual report to the house, including presentations of the annual budget and implementation
- 465 of strategic plan.
- 466
- 467 Q. To develop the strategic plan and oversee its implementation based on the goals adopted by the house.
- 468
- 469 R. To conduct an annual review of the compensation of officers.
- 470
- 471 S. To oversee CDA leadership development programs.
- 472
- 473 T. To ratify presidential appointments
- 474
- 475 U. Establish task forces, as needed.
- 476
- 477 V. To receive information from the subsidiaries and affiliates regarding newly established goals, major
- 478 initiatives, and annual budget.
- 479
- 480 W. To have final consideration of council, committee and organizational board recommendations on
- 481 programmatic oversight and business issues.
- 482
- 483 X. To forward to the house, for final consideration, recommendations received by councils, committees and
- 484 organizational boards on policy issues.
- 485
- 486 Section 90. MEETINGS: All meetings shall be held in a single location or by other means whereby all
- 487 members can concurrently communicate with one another, in accordance with applicable law.
- 488
- 489 A. Regular Meetings: There shall be four or more regular meetings of the board each year as called by the
- 490 president upon 20 days' notice.
- 491
- 492 B. Special Meetings: A special meeting of the board may be called at any time by the president, or upon the
- 493 request of four members of the board provided at least 48 hours' notice. Only items that have been noticed
- 494 shall be considered at a special meeting.
- 495

496 Section 100. **QUORUM AND VOTING:** A majority of voting members of the board shall constitute a  
 497 quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the board  
 498 unless otherwise noted in these bylaws or prescribed by law.  
 499

500 Section 110. **OFFICERS OF THE BOARD:** The officers of the board shall be the president, secretary and  
 501 treasurer.  
 502

503 A. Election: The officers shall be nominated by the board from among its members and elected by the house  
 504 as identified in **Chapter VI** of the bylaws. *Ex officio* directors may not serve concurrently as an elected  
 505 CDA officer, and no director may serve concurrently in multiple officer positions.  
 506

507 Section 120. **ELECTION TO BOARD-DESIGNATED POSITIONS**  
 508

509 A. Applicants for board-elected-positions on councils, committee, and subsidiary and affiliate boards (which  
 510 are not prescribed to a specific director or officer in these bylaws) shall be subject to the application and  
 511 election process as set forth in the General Operating Principles. To be eligible, the director's tenure on the  
 512 board may not expire prior to the term of the elected position.  
 513

514 Section 130. **REPORTS:** The board shall identify those matters which are policies for consideration by the  
 515 House of Delegates. In making such determination, the board shall refer to the powers and duties of the house  
 516 and board as prescribed in **Chapter IV** and **Chapter V**.  
 517

## 518 **CHAPTER VI – ELECTED OFFICERS OF THE ASSOCIATION**

519  
 520 Section 10. **DESIGNATION OF ELECTED OFFICERS:** The elected officers shall be the president, secretary,  
 521 treasurer and speaker of the house.  
 522

523 Section 20. **ELIGIBILITY:** Only a dentist member in good standing shall be eligible to serve as an elected  
 524 officer.  
 525

526 Section 30. **ELECTION:** The elected officers of this association shall be elected by majority of the votes cast by  
 527 the house in accordance with officer terms and qualifications as otherwise noted in these bylaws.  
 528

529 Section 40. **INSTALLATION:** The elected officers shall be installed at the annual session of the house to begin  
 530 their official term on January 1.  
 531

532 Section 50. **TERM OF OFFICE:** The president and secretary shall be elected to a one-year term, eligible to  
 533 serve a maximum of three consecutive terms in each office. The treasurer and speaker shall be elected to a two-  
 534 year term. The treasurer shall be eligible for multiple terms, limited by tenure in an at-large director position on  
 535 the board. The speaker shall be eligible to serve a maximum of three terms.  
 536

537 Section 60. **VACANCIES:** Any vacancy in an elected office shall be filled by the board with a pro tem until a  
 538 new officer is elected by the house at the next annual session.  
 539

540 Section 70. **REMOVAL:** Any elected officer may be removed by the house whenever, in its judgment, the best  
 541 interests of the association would be served. Two-thirds of the votes cast are necessary for removal from office.  
 542 In all such actions, the officer involved, and all members of the house shall be furnished a copy of the statement  
 543 of reasons for removal not less than 30 days in advance of the session. These activities shall be conducted  
 544 during a closed session.  
 545

546 Section 80. **DUTIES:**  
 547

548 A. President: It shall be the duty of the president:  
 549

550 1. To serve as an official representative of this association to governmental, civic, business and

- 551 professional organizations for the purpose of advancing the objectives and policies of this association.  
552
- 553 2. To serve as chair of the board and CDAHCI; as a delegate to the ADA house serving on the delegation  
554 steering committee; as a participant of the CDA house; as a member of the Finance Committee and  
555 Government Affairs Council; and as a participant in forums of the association.  
556
- 557 3. To call special meetings of the house, the board, and annual forums of specialty organization  
558 representatives.  
559
- 560 4. To appoint members of all committees of the house, and guests to councils, committees and boards.  
561
- 562 5. To nominate members to fill vacancies on standing councils, committees and boards; nominate chairs of  
563 councils, committees, the board of managers and thirteenth district delegation to the ADA house; and  
564 make appointments to special committees for ratification by the board.  
565
- 566 6. To attend and submit annual reports to the house on behalf of the board as required in these bylaws.  
567
- 568 B. Secretary: It shall be the duty of the secretary:  
569
- 570 1. To assist the president as requested.  
571
- 572 2. To serve as a member of the board; as a delegate to the ADA house serving on the delegation steering  
573 committee; as an officer of the CDA house; as a member of the Finance Committee and Government  
574 Affairs Council; and as a participant in forums of the association.  
575
- 576 3. To oversee the recording of and certify the report of the transactions of the house, including:  
577 a) To record and report the roll call of the house at each session;  
578 b) To conduct a hearing on any contest regarding the certification of a delegate or alternate delegate  
579 and report its recommendations to the house;  
580 c) To supervise the election process; and  
581 d) To call a special committee if necessary, to oversee contested elections at the house.  
582
- 583 4. To oversee the recording of and certify the report of the transactions of the board and preside over  
584 meetings of the board in the president's absence.  
585
- 586 5. To receive and review attendance records of meetings of the board, councils, committees, board of  
587 managers, board of component representatives and ADA thirteenth district delegation; and to initiate  
588 any necessary procedures for the removal of a member from office pursuant to the bylaws, [Chapter V,](#)  
589 [Section 50](#) or [Chapter VIII, Section 70](#).  
590
- 591 C. Treasurer: It shall be the duty of the treasurer:  
592
- 593 1. To oversee the finances of the association, as chair of the Finance Committee, subject to the direction of  
594 the board.  
595
- 596 2. To cause the preparation of a proposed annual budget for submission to the board.  
597
- 598 3. To attend and submit a comprehensive annual report to the house including all fund balances.  
599
- 600 4. To serve as a member of the board, Finance Committee and subsidiary boards; and as a delegate to  
601 the ADA house serving on the delegation steering committee.  
602
- 603 D. Speaker of the House: The speaker shall preside at the meetings of the house and shall perform such duties  
604 as custom and parliamentary procedure require. It shall be the duty of the speaker to prepare the agenda  
605 for the House of Delegates for approval by the house. The speaker shall also serve as a delegate to the

606 ADA house serving on the delegation steering committee. The speaker shall be a non-voting participant of  
607 the board.

608

## 609 **CHAPTER VII – APPOINTED OFFICERS**

610

611 Section 10. TITLE: The appointed officers of this association shall be the executive director and editor. The  
612 association may have at the discretion of the board, one or more assistant secretaries, one or more assistant  
613 treasurers and such other appointed officers as may be designated by the board.

614

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

622

623 Section 30. TERM OF OFFICE AND SALARY: The board shall determine the salary or honorarium and  
624 tenure of each appointed officer.

625

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

627

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

636

637 B. Editor: The editor shall be editor-in-chief of the official publication of the association, the *Journal of the*  
638 *California Dental Association*, and shall exercise full editorial control over such publication. The editor may  
639 appoint an editorial board and associate editors, subject to approval of the board, to advise and assist the  
640 editor. The editor shall also oversee publication of the *Update and* shall serve as an *ex officio* participant of  
641 the house and board. The editor shall submit an annual report to the house. The editor shall also serve as a  
642 delegate to the annual session of the ADA house.

643

## 644 **CHAPTER VIII - BOARD OF COMPONENT REPRESENTATIVES**

645

646 Section 10. COMPOSITION AND ELECTION: The Board of Component Representatives (board of  
647 representatives) shall include one representative member from each component dental society, designated by  
648 the component dental society and ratified by the CDA board. Component dental societies shall provide  
649 nominees for vacant positions to the secretary no later than September 30. Should a component dental society  
650 not provide a nominee for election, the position shall remain vacant for that term. The board of representatives  
651 shall include at least three component executive director participants, nominated by the component executive  
652 directors and ratified by the CDA board.

653

654 For the purpose of transition, the board of representatives shall include up to 43 members upon its inception,  
655 who were serving as trustees upon dissolution of the board of trustees (excluding any trustee elected to serve as  
656 a director). For component dental societies with two initial members, a designee may be nominated only when  
657 both members complete their terms or otherwise vacate their positions. Following the transition, this language  
658 will be removed from the bylaws.

659

660 Section 20. QUALIFICATIONS: Members of the board of representatives shall be members in good standing

661 of their component dental society and the association. Members must have the privilege of attending leadership  
662 meetings of their component dental society and are encouraged to have or be concurrently serving on his or her  
663 component dental society board.

664  
665 Section 30. TERM OF OFFICE: The term of office of a member of the board of representatives shall be two  
666 years. The consecutive tenure shall be three terms. Members who have served a tenure will be eligible after a  
667 break in service of one year.

668  
669 Section 40. CHAIR: The chair of the board of representatives shall be selected by the board of representatives  
670 from among its members and elected by the CDA board. The term of the chair shall be one year, with the  
671 tenure limited by his or her term on the board of representatives. The chair shall serve as *ex officio* on the CDA  
672 board. The chair shall be ineligible to serve as a delegate or alternate delegate to the house but shall attend the  
673 house as a participant (as a member of the board).

674  
675 Section 50. REMOVAL:

- 676  
677 A. The president may declare the office of a member vacant for failing or ceasing to meet the eligibility  
678 requirements of office.
- 679  
680 B. The board of directors, by a majority vote, may remove a member for cause, which shall include:
- 681  
682 1. Violation of the Code of Ethics;
- 683  
684 2. Failing to timely disclose a conflict of interest;
- 685  
686 3. Engaging in conduct which violates the bylaws, operating principles or standing rules of the  
687 association, or which is damaging to the association or its members; or
- 688 a) Failing to attend, in any 12-month period, fifty percent of regularly scheduled meetings for reasons  
689 other than religious observances or the carrying out of work assigned to the member by the board  
690 or president, and ADA obligations on councils and committees.
- 691 b) Upon notice by the component, failure to attend, in a 12-month period, fifty percent of duly noticed  
692 component leadership meetings for reasons other than as noted in a) above.
- 693  
694 C. Prior to removing a member for cause, the board of directors shall advise the member of the reason for  
695 removal and the member shall be given an opportunity to submit a written or oral statement to the board. If  
696 present, the member shall leave the meeting prior to the discussion and vote on the matter.

697  
698 Section 60. VACANCY: In the event of a vacancy on the board of representatives, the component shall  
699 designate a member to fill the remainder of the unexpired term for CDA board election. In the event such  
700 vacancy involves the chair of the board of representatives, the position shall remain vacant until the board of  
701 representatives selects and the CDA board elects a replacement.

702  
703 Section 70. DUTIES:

- 704  
705 A. To represent component perspectives at CDA on issues of membership, component leadership development  
706 and governance, and other issues of shared importance to serving members.
- 707  
708 B. To consider proposals and vote on recommendations, for final approval by the CDA board or house.
- 709  
710 C. To consider the board of directors' slate of candidates, to approve or provide an alternate slate for final  
711 election by the CDA board.
- 712  
713 D. To serve as an advisory committee to the house, to include reviewing component resolutions and providing  
714 input to the author(s) to shape the final recommendation and enhance the effectiveness of house  
715 discussions.



- 716  
717 E. To discuss and share best practices amongst components.  
718  
719 Section 80. MEETINGS AND REPORTS: All meetings shall be held in a single location or by other means  
720 whereby all members can concurrently communicate with one another.  
721  
722 A. Regular Meetings: There shall be at least two regular meetings of the board of representatives each year as  
723 called by the chair upon two weeks' notice.  
724  
725 B. Special Meetings: Special meetings of the board of representatives may be called at any time by the chair,  
726 or upon the request of 10 members of the board of representatives provided at least 48 hours' notice. Only  
727 items that have been noticed shall be considered at a special meeting.  
728  
729 Members shall be responsible to provide reports to and from their component dental societies, and an annual  
730 report of the board of representatives shall be provided to the CDA board and house.  
731

## 732 **CHAPTER IX – COUNCILS**

- 733  
734 Section 10. NAME: The councils of this association shall be Council on Membership, Council on Peer Review,  
735 Government Affairs Council, and Judicial Council.  
736  
737 Section 20. MEMBERS: Members of the councils shall be elected by the board.  
738  
739 Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws:  
740  
741 A. All members of councils must be members in good standing.  
742  
743 B. Members of the board shall not be eligible to serve on the Council on Peer Review or the Judicial Council  
744 and must immediately resign from their council position upon election to the board.  
745  
746 C. Members who previously served a tenure on a council are eligible to serve a full tenure on that council  
747 again following a period of time greater than or equal to one term. Members who do not complete a full  
748 tenure are eligible to serve on that council again for the number of terms remaining within that tenure. If a  
749 period of time greater than or equal to a term intervenes between terms, members are eligible to serve a full  
750 tenure.  
751  
752 Section 40. CHAIRS: One member of each council shall be appointed chair annually by the president (in  
753 consultation with the chair of the Committee on Volunteer Placement) for ratification by the board.  
754  
755 Section 50. CONSULTANTS, ADVISORS AND STAFF SUPPORT: Each council shall have the authority to  
756 appoint consultants and advisors. The executive director of the association shall provide each council with staff  
757 support.  
758  
759 Section 60. TERM OF OFFICE: The term and tenure for each position is noted in the council descriptions  
760 below. Except as otherwise noted in these bylaws, a member may serve a partial term which does not apply  
761 toward tenure. A partial term is less than one-half of a full term.  
762  
763 Section 70. REMOVAL:  
764  
765 A. The president may declare the office of a council member vacant for failing or ceasing to meet the eligibility  
766 requirements of office.  
767  
768 B. The board by a majority vote may remove a council member for cause, which shall include:  
769  
770 1. Violation of the Code of Ethics;

- 771  
772 2. Failing to timely disclose a conflict of interest;  
773  
774 3. Engaging in conduct which violates the bylaws, operating principles, or standing rules of the  
775 association, or which is damaging to the association or its members; or  
776  
777 4. Failing to attend, in any 12-month period, fifty percent of regularly scheduled council meetings for  
778 reasons other than religious observances or the carrying out of work assigned to the member by the  
779 council, board, or president, and ADA obligations on councils and committees. These attendance  
780 requirements do not apply to *ex officio* members.  
781  
782 C. Prior to removing a council member for cause, the board shall advise the council member of the reason for  
783 removal and the council member shall be given an opportunity to submit a written or oral statement to the  
784 board. If present, the council member shall leave the meeting prior to the discussion and vote on the matter.  
785

786 Section 80. VACANCY: In the event of a vacancy in the membership of any council, the president shall  
787 nominate, for board election, a member of the association to fill such vacancy for the remainder of the  
788 unexpired term. In the event such vacancy involves the chair of the council, the president shall have the power  
789 to appoint an interim chair.  
790

791 Section 90. QUORUM AND VOTING: A majority of the voting members of any council shall constitute a  
792 quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the council.  
793

794 Section 100. PRIVILEGE OF THE FLOOR: Council chairs who are not delegates of the house have the right  
795 to participate in debate on their respective reports but shall not have the right to vote.  
796

797 Section 110. REPORTS AND BUDGET: Each council shall submit periodic reports to the board, an annual  
798 report to the house, and shall submit a proposed itemized budget to the board.  
799

800 Section 120. DUTIES: Each council shall perform those duties as listed below and as assigned by the board.  
801

802 Section 130. COUNCIL ON MEMBERSHIP:  
803

804 A. Composition: The Council on Membership shall be composed of nine, at least one of whom must be a  
805 dentist within his or her first 10 years of practice; nominated and elected as described in [Chapter IX,](#)  
806 [Section 20.](#)  
807

808 B. Term and Tenure: The term of office shall be two years. The tenure shall be three terms.  
809

810 C. Duties: The duties of the Council on Membership shall be:  
811

812 1. To coordinate association membership recruitment and retention activities, including liaison with local  
813 components, development of programs/campaigns, recruitment and retention conference and  
814 membership marketing.  
815

816 2. To develop and recommend membership-related policies, including updates to the CDA Membership  
817 Policies and Procedures Manual.  
818

819 3. To recommend, develop, monitor and oversee membership services programs.  
820

821 4. To develop and monitor all student membership programs.  
822

823 Section 140. COUNCIL ON PEER REVIEW:  
824

825 A. Composition: The Council on Peer Review shall be composed of 12 members, nominated and elected as

826 described in [Chapter IX, Section 20](#).

827

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

829

830 C. Duties: The duties of the Council on Peer Review shall be:

831

832 1. To oversee the peer review system to ensure that component and specialty committees consistently

833 follow the format, policies, and procedures outlined in the California Dental Association Peer Review

834 Manual.

835

836 2. To directly manage and oversee the appeals process to ensure that all appeals of the peer review

837 resolutions are objective and fair to all parties involved.

838

839 3. To provide information on current peer review issues, policy, and procedural modification to

840 component peer review staff, committee members, and the general membership.

841

842 4. To review and update the California Dental Association Peer Review Manual and Quality Evaluation

843 Manual, as needed.

844

845 5. To provide regional calibration workshops and training materials for components and specialty

846 committee members to ensure uniformity, consistency, timelines, and effectiveness.

847

848 6. To review and finalize all peer review cases filed throughout the state.

849

850 7. To promote peer review as a membership benefit.

851

852 8. To facilitate and maintain communication between component and specialty peer review committees.

853

854 Section 150. GOVERNMENT AFFAIRS COUNCIL:

855

856 A. Composition: The Government Affairs Council shall be composed of up to 12 members. Ten at-large

857 members, at least one of whom must be a dentist within his or her first 10 years of practice, elected by the

858 board. There shall be two members concurrently serving on the board: the president and secretary. The

859 CDAPAC chair, ADA Council on Government Affairs representative from the thirteenth district who may

860 concurrently serve on the CDA board, and the executive director shall serve as *ex officio* participants.

861

862 For the purpose of transition, the incoming president will serve in the secretary role for the 2021 and 2022

863 calendar year. The board member elected as secretary in 2022, will fulfill this role beginning January 1,

864 2023. Following the transition, this language will be removed from the bylaws.

865

866 B. Term and Tenure: The term of office for elected members shall be two years. The tenure shall be three terms.

867 The term shall begin on December 1 and conclude on November 30. Members of the board must have two

868 years remaining on their board tenure to be eligible for election to the council, and these terms shall not be

869 counted towards tenure of at-large positions.

870

871 C. Duties: The duties of the Government Affairs Council shall be:

872

873 1. To initiate legislation on behalf of CDA that implements CDA policies and/or resolutions.

874

875 2. To review legislation introduced by others and to evaluate its effect on the practice of dentistry and

876 Californians' oral health and to establish CDA positions on such legislation.

877

878 3. To monitor and assess the activities of state regulatory boards and agencies as to their potential impact

879 on dentistry and Californians' oral health, and to take appropriate action based on CDA policies and

880 resolutions.

- 881  
882 4. To evaluate the implementation and administration of previously enacted legislation.  
883  
884 5. To convey information regarding the council’s activities to CDA membership through a system of verbal  
885 and written communications.  
886  
887 6. To make recommendations regarding candidates for appointment to state boards, commissions and  
888 committees.  
889  
890 D. Powers: In addition to any duties assigned to it by the board and the house, the Government Affairs Council  
891 shall have the authority on behalf of CDA to negotiate and take positions on legislation or governmental  
892 regulation. All negotiations shall be pursued in such a manner as to reflect the intent and integrity of the  
893 association and its membership.  
894

895 Section 160. JUDICIAL COUNCIL:  
896

- 897 A. Composition: The Judicial Council shall be composed of a total of 12 members, at least one of whom must  
898 be a dentist within his or her first 10 years of practice who will be a non-voting member, nominated and  
899 elected as described in [Chapter IX, Section 20](#).  
900  
901 B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of three terms.  
902  
903 C. Duties: The duties of the Judicial Council shall be:  
904  
905 1. To consider proposals for amending the CDA Code of Ethics, and related matters.  
906  
907 2. To provide advisory opinions regarding the interpretations of the ADA Principles of Ethics and the CDA  
908 Code of Ethics.  
909  
910 3. To consider appeals from members.  
911  
912 4. To exercise the powers of this association to discipline members, either upon its own initiative or upon  
913 request of any component society. Decisions of the council shall be final unless a right of appeal is  
914 provided in the Constitution and Bylaws of the American Dental Association.  
915  
916 5. To act on the recommendation of the Membership Application Review Subcommittee.  
917  
918 D. Investigating Panels: The chair of the Judicial Council shall appoint an Investigating Panel and designate a  
919 chair to investigate the facts in connection with potential disciplinary proceedings. The Investigating Panel  
920 shall consist of at least three members of the Judicial Council. The recommendation of the Investigating  
921 Panel shall be considered to be the action of the Judicial Council and of this association.  
922  
923 E. Hearing Panels: In those cases where the Judicial Council initiates disciplinary proceedings, the chair of the  
924 Judicial Council appoints a Hearing Panel to hear the charges and render a decision. The Hearing Panel  
925 will consist of three members of this association, at least one of whom will be a member of the Judicial  
926 Council. The chair of the Judicial Council shall designate the chair of the Hearing Panel and a hearing  
927 officer to preside at the hearing, who may be a member of the council. The hearing officer shall conduct the  
928 hearing according to established procedures, shall participate in the deliberations of the Hearing Panel,  
929 and shall not be entitled to vote. The decision of the Hearing Panel shall be considered to be the decision of  
930 the Judicial Council and of this association.  
931

932 **CHAPTER X – STANDING COMMITTEES OF THE BOARD**  
933

934 The standing committees of the board shall include the finance and audit committees with duties specified below  
935 and as additionally established by the board. Additional committees of the board may be established by the

936 board and shall be charged with duties assigned by the board. A member of a standing committee of the  
937 board may be removed by the board in the same manner as council members ([Chapter IX, Section 70](#)).  
938 Vacancies shall be filled by board election at the next regular meeting, with the elected director completing the  
939 remainder of the unexpired term. Directors elected to incompatible positions at the same election shall  
940 immediately forfeit one, with the resulting vacancy being filled by a subsequent vote (following the reopening of  
941 nominations).

942  
943 A majority of the voting members of the committee shall constitute a quorum. A quorum must be present to  
944 transact business. A majority of the votes cast is the act of the committee unless otherwise prescribed by these  
945 bylaws.

946

947 **Section 10. FINANCE COMMITTEE:**

948

949 A. Composition: The Finance Committee shall be composed of six members. *Ex officio* members are: the  
950 treasurer, who serves as chair, president and secretary. Three director members shall be elected by the  
951 board.

952

953 B. Term and Tenure: The term of office for director members shall be three years, with tenure limited by service  
954 on the board.

955

956 C. Duties: The duties of the Finance Committee shall be:

957

958 1. To review annually preliminary estimates of income, expenditures and additions to reserves and to  
959 review and submit an annual budget to the board.

960

961 2. To oversee and provide guidance concerning investment of reserve funds. The Finance Committee shall  
962 report periodically to the board and annually to the house.

963

964 3. To present written reports at least annually to the board.

965

966 4. To review and report to the board semiannually, the financial and operational records of all  
967 subsidiaries and affiliates.

968

969 5. To conduct an annual review of all employee retirement plans to ensure continued compliance with all  
970 federal laws and regulations.

971

972 **Section 20. AUDIT COMMITTEE:**

973

974 A. Composition: The Audit Committee shall be composed of one member of the board and three at-large  
975 members elected by the board. The committee may not include any members of the Finance Committee, or  
976 staff. Individuals are not eligible to serve on the Audit Committee for at least one year following service on  
977 the Finance Committees of CDA, any subsidiary or affiliate, or any subsidiary or affiliate board exercising  
978 the authority of a Finance Committee. The members of the committee may not receive compensation for their  
979 services and may not have a material financial interest in any entity doing business with CDA, its affiliates or  
980 its subsidiaries. The president shall appoint the chair with board approval.

981

982 B. Term and Tenure: The term of office shall be two years. The tenure shall be two terms. The eligibility criteria  
983 set forth in [Chapter IX, Section 30C](#), shall apply.

984

985 C. Duties: The duties of the Audit Committee shall be:

986

987 1. To recommend to the board the retention or termination of an independent auditor;

988

989 2. To negotiate the compensation of the independent auditor for approval by the board;

990

- 991 3. To confer with the independent auditor to satisfy the committee members that the financial affairs of the  
 992 association are in order;  
 993  
 994 4. To review and determine whether to accept the audit;  
 995  
 996 5. To approve the performance of any non-audit services by the auditing firm; and  
 997  
 998 6. To recommend to the board procedures for the receipt, retention, and treatment of complaints  
 999 regarding accounting, internal accounting controls, or auditing matters.  
 1000

## 1001 **CHAPTER XI – STANDING COMMITTEES OF THE ASSOCIATION**

1003 Section 10. NAME: The association has a standing committee, the Committee on Volunteer Placement,  
 1004 established by the house and in addition to duties specified below, shall be charged with duties assigned by the  
 1005 house and board.  
 1006

1007 Section 20. MEMBERS: All at-large members of the committee shall be elected by the board unless otherwise  
 1008 noted in these bylaws.  
 1009

1010 Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws:  
 1011

- 1012 A. All members of the committee must be in good standing.  
 1013  
 1014 B. Members who previously served a tenure on the committee are eligible to serve a full tenure on that  
 1015 committee again following a period of time greater than or equal to one term. Members who do not  
 1016 complete a full tenure are eligible to serve on that committee again only for the number of terms remaining  
 1017 within that tenure. If a period of time greater than or equal to a term intervenes between terms, members  
 1018 are eligible to serve a full tenure.  
 1019

1020 Section 40. CHAIRS: One member of each committee shall be appointed chair annually by the president (in  
 1021 consultation with the chair of the Committee on Volunteer Placement) for ratification by the board.  
 1022

1023 Section 50. TERM OF OFFICE: The term and tenure for each position is noted in the committee description  
 1024 below. A member shall be permitted to serve a partial term (consisting of less than one-half of a full term) when  
 1025 filling a vacancy which shall not count as service when computing terms towards a tenure.  
 1026

1027 Section 60. REMOVAL AND VACANCY: A member of a standing committee of the association may be  
 1028 removed by the board in the same manner as council members ([Chapter IX, Section 70](#)). In the event of a  
 1029 vacancy, the president shall nominate, for board election, a member of the association to fill the remainder of  
 1030 the unexpired term.  
 1031

1032 Section 70. QUORUM AND VOTING: A majority of the voting members of any committee shall constitute a  
 1033 quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the committee.  
 1034

1035 Section 80. PRIVILEGE OF THE FLOOR: Committee chairs who are not delegates of the house have the right  
 1036 to participate in debate on their respective reports but shall not have the right to vote.  
 1037

1038 Section 90. REPORTS AND BUDGET: The committee shall submit periodic reports to the board, an annual  
 1039 report to the house, and shall submit a proposed itemized budget to the board.  
 1040

1041 Section 100. DUTIES: The committee shall perform those duties assigned to it by the board.  
 1042

1043 Section 110. COMMITTEE ON VOLUNTEER PLACEMENT:

- 1044  
 1045 A. Composition: The Committee on Volunteer Placement shall consist of nine members: three at-large members

1046 who are not members of the board or board of representatives, nominated by the Committee on Volunteer  
 1047 Placement and ratified by the board; three members of the board of representatives, nominated by the  
 1048 board of representatives and ratified by the board; and three members of the board, elected by the board.  
 1049 At-large members must be a former member of the CDA, TDIC/IS, TDSC or Foundation boards, former  
 1050 member of the board of representatives, or former member of a CDA council, committee, task force or  
 1051 board of managers.

1052  
 1053 For the purpose of transition, in the year 2022, the total number of members may be up to ten: three at-  
 1054 large members, four members of the board of representatives (unless elected to the board of directors) and  
 1055 three members of the board. Should a board of representatives' member resign, the position will remain  
 1056 vacant, and the number of committee members will be reduced by one. In this manner, the number of total  
 1057 members shall be no more than nine by January 2023 and this language will be removed from the bylaws.

1058  
 1059 B. Restrictions: A member of the Committee on Volunteer Placement:

- 1060  
 1061 1. Shall not be eligible to apply for any positions on councils, committees, or affiliate or subsidiary boards  
 1062 of directors during their tenure, except as an incumbent applying for an additional term for which the  
 1063 member is otherwise eligible.  
 1064  
 1065 2. May apply for any officer position. Any member applying for an officer position shall resign from the  
 1066 committee immediately upon applying.  
 1067  
 1068 3. May apply for positions on the ADA delegation and ADA councils. Any member doing so shall recuse  
 1069 himself or herself from the deliberation process related to these positions.

1070  
 1071 C. Term of Office: The term of office shall be three years. The tenure shall be one term. An individual may  
 1072 remain on the committee for up to one year following completion of service on the board of representatives.

1073  
 1074 D. Duties: The duties of the Committee on Volunteer Placement shall be:

- 1075  
 1076 1. To accept and review candidate applications for volunteer leadership positions as specified in the  
 1077 General Operating Principles.  
 1078  
 1079 2. To recommend candidates to fill other appointed positions as requested by the president.  
 1080  
 1081 3. To maintain a database of volunteers including their current skill sets and experience.

1082  
 1083 **CHAPTER XII – SPECIAL COMMITTEES**  
 1084

1085 Section 10. APPOINTMENT AND TERM: Special committees of this association may be created by the  
 1086 president with ratification of the board, upon request of the house, or board for the purpose of performing  
 1087 duties not otherwise assigned by these bylaws. Such special committees may serve until the end of the calendar  
 1088 year. The president shall appoint the chair and members of a special committee, for ratification by the board  
 1089 unless a different method of appointment is specified in the resolution creating such committees. A member of a  
 1090 special committee may be removed by the board in the same manner as council members **Chapter IX, Section**  
 1091 **70**.

1092  
 1093 Section 20. PRIVILEGE OF THE FLOOR: Chairs of special committees who are not delegates of the house  
 1094 have the right to participate in debate on their respective reports but shall not have the right to vote.

1095  
 1096 **CHAPTER XIII – PRINCIPLES OF ETHICS AND JUDICIAL PROCEDURES**  
 1097

1098 Section 10. PROFESSIONAL CONDUCT OF MEMBERS: The professional conduct of members in all  
 1099 membership classifications shall be governed by this association's bylaws, the Principles of Ethics and Code of  
 1100 Professional Conduct of the American Dental Association, the CDA Code of Ethics and the codes of ethics and

1101 bylaws of the component societies where the member practices or conducts or participates in other professional  
1102 dental activities.

1103

1104 Section 20. DISCIPLINE OF MEMBERS:

1105

1106 A. Conduct Subject to Discipline: Members may be disciplined by the Judicial Council for (1) having been  
1107 found guilty of a felony, (2) having been found guilty of violating the Dental Practice Act of the state of  
1108 California, or (3) violating the CDA Bylaws, the Principles of Ethics and Code of Professional Conduct of the  
1109 American Dental Association, the CDA Code of Ethics or the code of ethics or bylaws of their component  
1110 society.

1111

1112 B. Disciplinary Penalties: A member may be placed under a sentence of censure, suspension, or may be  
1113 expelled from membership for any of the offenses enumerated in **Chapter XIII, Section 20A**. A member may  
1114 be placed under the conditional status of probation following the stay of a penalty of censure, suspension  
1115 or expulsion.

1116 a) Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular  
1117 type of conduct or act.

1118 b) Suspension means all membership privileges, except continued entitlement to coverage under insurance  
1119 programs, are lost during the suspension period.

1120 c) Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided  
1121 herein.

1122

1123 Probation, to be imposed for a specified period and without loss of rights, may be administratively and  
1124 conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been  
1125 suspended. Probation shall be conditioned upon good behavior. Additional reasonable conditions may be  
1126 set forth in the decision for the continuation of probation. In the event that the conditions for probation are  
1127 found by the society which preferred charges to have been violated, after a hearing on the probation  
1128 violation charges in accordance with **Chapter XIII, Section 20C**, the original disciplinary penalty shall be  
1129 automatically reinstated; except that when circumstances warrant the original disciplinary penalty may be  
1130 reduced to a lesser penalty. There shall be no right of appeal from a finding that the conditions of  
1131 probation have been violated.

1132

1133 C. Disciplinary Proceedings: Disciplinary proceedings may be initiated only by the Judicial Council, either  
1134 upon its own initiative or upon request of any component society. A component society shall refer  
1135 disciplinary matters to the Judicial Council with a request that said council initiate disciplinary proceedings.  
1136 In the event that the Judicial Council declines to initiate the requested disciplinary proceedings, the council  
1137 shall promptly notify the component society. Before a disciplinary penalty is invoked against a member, the  
1138 following procedures shall be followed by the body preferring charges:

1139

1140 1. Hearing: The accused member shall be entitled to a hearing at which they shall be given the opportunity  
1141 to present a defense to all charges. Accused members may represent themselves, be represented by  
1142 another member, or be represented by legal counsel. Members shall bear all costs for representation.

1143

1144 2. Notice: The accused member shall be notified in writing of charges and of the time and place of the  
1145 hearing, such notice to be sent by certified letter and mailed not less than 21 days prior to the date set for  
1146 the hearing.

1147

1148 3. Charges: The written charges shall include an officially certified copy of the alleged conviction or  
1149 determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been  
1150 violated and shall include a description of the conduct alleged to constitute each violation.

1151

1152 4. Decision: Every decision which shall result in censure, suspension, or expulsion shall be documented,  
1153 and shall specify the charges made against the member, the facts which substantiate any or all of the  
1154 charges, the verdict rendered, and the penalty imposed. A notice shall be mailed to the accused  
1155 member about the right to appeal. Within 10 days of the date on which the decision is rendered, a



1156 copy shall be sent by certified mail to the last known address of each of the following parties: the  
 1157 accused member, the secretary of this association, the chair of the Judicial Council, and to the  
 1158 executive director and chair of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.  
 1159

1160 D. Appeals: A member, under sentence of censure, suspension or expulsion, shall have the right to appeal a  
 1161 decision of the Judicial Council, or Hearing Panel thereof, to the Council on Ethics, Bylaws and Judicial  
 1162 Affairs of the ADA, in accordance with the Constitution and Bylaws of the American Dental Association.  
 1163

1164 E. Non-Compliance: In the event of a failure of technical conformance to the procedural requirements, the  
 1165 agency hearing the appeal shall determine the effect of technical nonconformance.  
 1166

## 1167 **CHAPTER XIV – CDA PRESENTS BOARD OF MANAGERS**

1168  
 1169 Section 10. COMPOSITION: The CDA Presents Board of Managers (board of managers) shall be composed of  
 1170 between 16 and 17 members: 13 manager members, one or two associate members, one new dentist member,  
 1171 and the executive director who shall be the vice chair and *ex officio* voting member. Manager, associate and new  
 1172 dentist members shall be elected by the board, using specific criteria and qualifications established by the board of  
 1173 managers.  
 1174

### 1175 Section 20. TERMS AND TENURE:

1176  
 1177 A. The term of office for manager members shall be three years. The lifetime tenure of a manager member shall  
 1178 be five terms. Full terms do not have to be served consecutively to count towards tenure. A partial term shall be  
 1179 no more than one- and one-half years and does not count towards tenure.  
 1180

1181 B. The term of office for associate members shall be one year. The tenure as an associate member shall be two  
 1182 terms. A partial term shall be no more than six months. An associate member may not have previously  
 1183 served as a manager member and may not have previously served more than one term as an associate.  
 1184 The number of associate members shall be determined by the board of managers and communicated to the  
 1185 Committee on Volunteer Placement annually.  
 1186

1187 C. The term of office of the new dentist member shall be one year. The tenure as a new dentist member shall  
 1188 be two terms. A partial term shall be no more than six months and does not count towards tenure. A new  
 1189 dentist member may not have previously served as a manager member or associate member and may not  
 1190 have previously served more than one term a new dentist member. There shall be one new dentist member.  
 1191

1192 D. A member of the board of managers may be removed by the board in the same manner as council  
 1193 members ([Chapter IX, Section 70](#)).  
 1194

1195 Section 30. DUTIES: The board of managers shall establish a mission statement and manage the development  
 1196 and implementation of all scientific sessions.  
 1197

1198 Section 40. ANNUAL REPORT AND BUDGET: The board of managers shall submit periodic reports to the  
 1199 board, annual reports to the house, and shall propose an itemized budget annually to the board.  
 1200

## 1201 **CHAPTER XV – FINANCES**

1202  
 1203 Section 10. FISCAL YEAR: The fiscal year of the association shall begin January 1 of each calendar year and  
 1204 end December 31 of that year.  
 1205

1206 Section 20. GENERAL FUND: The General Fund shall consist of all monies received other than those  
 1207 specifically allocated to other funds. The General Fund may be divided into operating and reserve funds at the  
 1208 direction of the board.  
 1209

1210 **CHAPTER XVI – DELEGATES TO THE AMERICAN DENTAL ASSOCIATION**

1211

1212 Section 10. COMPOSITION: The CDA-elected delegation to the ADA house of delegates (also known as the  
1213 thirteenth district delegation) shall consist of the number of delegates allocated to this association by the ADA.  
1214 *Ex officio* delegates are the members of the board, speaker, editor and subsidiary chairs. Should any of the *ex*  
1215 *officio* delegates be unavailable or unqualified to serve, their position will be filled in accordance with vacancy  
1216 procedures as set forth in Section 30. Additionally, the delegation shall be comprised of a reasonable number  
1217 of alternate delegates who shall be nominated and elected as set forth in Section 40.

1218

1219 Section 20. QUALIFICATIONS: Delegates and alternate delegates must be members in good standing.

1220

1221 Section 30. TERM AND TENURE: The term of office for delegates and alternate delegates is one year. An  
1222 unlimited number of terms may be served.

1223

1224 Should any delegate position be vacated, the president shall replace the delegate from the list of alternate  
1225 delegates. Should any alternate delegate position be vacated, it may remain unfilled, or the president, in  
1226 consultation with the chair of the committee on volunteer placement, the thirteenth district trustee, and the  
1227 delegation chair, shall appoint a replacement with ratification by the board.

1228

1229 Section 40. NOMINATION AND ELECTION: Candidates for delegates and alternate delegates shall be  
1230 elected by the board. Additional nominations for candidates for election as delegates and alternate delegates  
1231 may be made as provided in the General Operating Principles.

1232

1233 Section 50. REMOVAL: Delegates may be removed by the board in the same manner as council members  
1234 ([Chapter IX, Section 70](#)).

1235

1236 Section 60. DUTIES: The delegates shall be the official representatives of CDA in the ADA House of Delegates.

1237

1238 **CHAPTER XVII – AFFILIATES AND SUBSIDIARIES**

1239 This association may create affiliates and subsidiaries, both nonprofit and for-profit, as it deems appropriate to  
1240 conduct programs and activities of this association.

1241

1242 Section 10. AFFILIATES:

1243

1244 A. CDA Foundation: This association shall maintain the CDA Foundation, a nonprofit public benefit  
1245 corporation, organized and operated exclusively for charitable and educational purposes within the  
1246 meaning of Section 501(c)(3) of the United States Internal Revenue Code.

1247

1248 1. Purpose: The purpose of this affiliate is to receive grants, donations and contributions and to allocate  
1249 funds to promote and advance oral health research, to educate the public regarding oral health-related  
1250 issues, and to support other charitable and educational projects relating to the oral health of  
1251 Californians, pursuant to its tax-exempt purpose.

1252

1253 2. Reports: The CDA Foundation shall submit periodic reports to the CDA board and shall present an  
1254 annual report to the house.

1255

1256 Section 20. SUBSIDIARIES:

1257

1258 A. Subsidiaries: The association shall create and maintain subsidiaries as it deems necessary. A subsidiary  
1259 shall comply with the following requirements unless preempted by law, regulation, order or other regulatory  
1260 directive.

1261

1262 1. Composition of the Board of Directors: The board of directors of each subsidiary having more than one  
1263 director, shall include at least one director in each of the following categories: at-large, non-  
1264 member/non-employee, and the CDA executive director. The subsidiary board shall also include as

- 1265 directors two CDA directors, one of whom shall be the CDA treasurer.  
 1266 The subsidiary board shall also include the president/chief executive officer as *ex officio*, without the  
 1267 right to vote. The immediate past chair shall be selected to serve on the subsidiary board of directors  
 1268 for an additional year as *ex officio*, without the right to vote. If the CDA executive director is serving as  
 1269 president and chief executive officer of a subsidiary, he or she shall be a member of the board of such  
 1270 subsidiary *ex officio*, without the right to vote.  
 1271
- 1272 2. Term and Tenure: The term and tenure of office of directors of the subsidiary companies shall be  
 1273 established within the bylaws of the subsidiaries. Unless otherwise provided in those bylaws, *ex officio*  
 1274 and CDA director terms shall not be considered in the calculation of tenure. The CDA executive director  
 1275 and the president/chief executive officer serve on the subsidiary boards without term limitation.  
 1276
- 1277 3. Administration: The chief executive officer of a subsidiary company shall report to the chair of the board  
 1278 of CDAHCI. The chair, or a representative appointed by the chair, shall in turn present periodic reports  
 1279 of the activities of the subsidiary companies to the CDA board, and shall present an annual report to the  
 1280 house.  
 1281
- 1282 B. CDA Holding Company, Inc. (CDAHCI):  
 1283
- 1284 1. Purpose: This association shall establish CDAHCI for the purpose of holding the shares of each of the  
 1285 subsidiary companies created by the association, electing the subsidiary companies' boards of  
 1286 directors and receiving dividends from the subsidiaries. The board of directors of CDAHCI shall  
 1287 establish such policies and procedures as it deems reasonable for the administration of CDAHCI and its  
 1288 subsidiary companies.  
 1289
- 1290 2. Administration: The chief executive officers of each of the subsidiary companies shall report to the chair  
 1291 of the board of CDAHCI who also sits as a member of the CDA board.  
 1292
- 1293 3. Composition of the Board of Directors: The board of directors of CDAHCI shall be composed of four  
 1294 members. *Ex officio* members are the CDA president, who shall serve as chair, CDA treasurer and CDA  
 1295 executive director. A CDA director who is not an officer and who does not serve on a subsidiary  
 1296 board, shall be nominated by the CDA board and elected by the shareholder of CDAHCI. If the CDA  
 1297 executive director is serving as president and chief executive officer of any subsidiary, he or she shall  
 1298 be a non-voting member of the CDAHCI board.  
 1299
- 1300 4. Term and Tenure: The term of office for the elected member shall be one year. The tenure shall be six  
 1301 years.  
 1302
- 1303 5. Election and Removal of Subsidiary Company Board Members: CDAHCI, as shareholder of the  
 1304 subsidiary companies, shall elect, by act of its board of directors, the directors of each of the subsidiary  
 1305 companies by voting the shares of the subsidiary company in favor of the candidates recommended by  
 1306 the board or such other candidates as the board of directors of CDAHCI deems appropriate.  
 1307  
 1308 CDAHCI, as shareholder of the subsidiary companies, may remove and replace any subsidiary  
 1309 company board member in accordance with procedures established by it.  
 1310
- 1311 6. Dividends: Dividends received by CDAHCI may be held and invested. Dividends deemed reasonable  
 1312 and prudent by the board of directors of CDAHCI may be declared to this association.  
 1313

## 1314 CHAPTER XVIII – AMENDMENTS TO BYLAWS

- 1315  
 1316 These bylaws may be amended at any session of the house by two-thirds of the votes cast, provided that the  
 1317 proposed amendment shall have been distributed to the delegates at least 30 days prior to an annual session of  
 1318 the house at which such proposal is to be considered or as part of the meeting notice of a special session.