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California Dental Association Bylaws

December 2023

CHAPTER I – ORGANIZATION

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

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

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

Section 40. GOVERNANCE: The House of Delegates (house) and Board of Directors (board) 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.

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

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

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

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

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

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

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

CHAPTER II – MEMBERSHIP

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

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

**Section 20. DENTIST MEMBER:**

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

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

B. **Privileges:**

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

**Section 30. STUDENT MEMBER:**

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

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

B. **Privileges:**

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

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

Section 40. GENERAL MEMBER:

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

1. Is ineligible for any other classification of membership and is practicing dentistry or is employed in a dental related field in a country other than the United States; or

2. Is a dental hygienist, dental assistant, dental laboratory technician, or dental administrative staff person, who has not met the educational requirements for licensure as a dentist in any state or other jurisdiction of the United States; or

3. Has made outstanding contributions to the advancement of the art and science of dentistry, upon nomination by the board and election of the house, shall be classified as a general member.

B. Privileges: General members shall receive the following benefits of membership: a membership card; access to a subscription for the Journal of the California Dental Association; attendance at any scientific session of this association; access to CDA-endorsed insurance plans; and other services as are authorized by the board. General members are not eligible for election by this association as a delegate or alternate delegate to the house of the ADA or to the house of this association, nor shall they be eligible for election or appointment to any office of this association. General members are eligible to serve in appointive positions.

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

Section 60. DUES AND ASSESSMENTS:

A. Dues and Assessments: Unless otherwise provided in these bylaws, the due date and delinquency date of the dues and assessments of members shall be established by the board. 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 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.

B. Nonpayment of Dues or Assessments:

1. A member whose dues or assessments have not been paid by the delinquency date shall cease to be a member.

2. Reinstatement of membership for nonpayment of dues or assessments may be secured on the payment of the required dues and/or assessments and on compliance with other applicable provisions of the bylaws of this association, of the component society and of the ADA.
CDA Bylaws – As revised December 2023

C. Exemption from Dues for Members: In order to be considered for a dues exemption, a member must submit, through the member’s component, documentation attesting to financial hardship, taking a leave of absence from dentistry, or serving dentistry full-time with a charitable organization. During the period of exemption from dues, further documentation may be requested. For financial hardship waivers, CDA will follow the decision of the component for a maximum of five consecutive years.

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

CHAPTER III – COMPONENT SOCIETIES

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

Section 20. POWERS AND DUTIES:

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

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

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

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

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

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

CHAPTER IV – HOUSE OF DELEGATES

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

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

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

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

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. In the event of a contest over the credentials of any delegate, the secretary shall hold a hearing and present recommendations to the house for final action.

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

Section 50. POWERS: The house 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 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 general members pursuant to Chapter II, Section 40A.

G. To recommend that the president or board create special committees, task forces or workgroups.

H. To recommend to the board an appropriation not within the annual budget.

I. To recommend to the board action to levy assessments upon the membership.

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 select the nominee to fill the office of thirteenth district trustee to the ADA.

C. To establish membership dues.

D. To receive and act upon all matters brought before the house.
Section 70. **ANNUAL SESSION:** The house shall meet annually on a day or days specified by the board.

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

B. **Official Call:** 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.

C. **Quorum:** A quorum shall consist of at least 50 percent of the voting members of the house for the transaction of business at any official meeting.

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 and boards 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.

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. 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).

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

A. **Duties:**

1. **Speaker:** The speaker shall preside at all meetings of the house and perform such duties as these bylaws, custom and parliamentary procedures require. The speaker shall, in conjunction with the secretary, approve the minutes of the house at which he or she presided.

2. **Secretary:** The secretary of the house shall oversee the recording of and certify the report of the transactions of the house. The secretary shall, in conjunction with the speaker, approve the minutes of the house at which he or she served.

Section 100. **RULES OF ORDER:**

A. **Reports:** All annual reports to the house shall be distributed to each delegate before the annual meeting of the house.

B. **Introduction of New Business Not Requiring a Resolution:** New business shall be accepted until a time designated and noticed by the speaker. The speaker will notify the House of Delegates of any new business prior to the house adopting a revised agenda.

C. **Introduction of New Resolutions:** Resolutions for the annual House of Delegates that do not require a bylaws amendment may be submitted to CDA until 10 business days prior to the reference committee hearing or first session of the house, whichever comes first, and any resolution deemed to be in order will be distributed to the delegates at least 5 business days prior. Any resolution submitted following the 10-day deadline will be noticed by the speaker and will require a majority affirmative vote of the house to be considered.
Resolutions requiring a bylaws amendment may be submitted to CDA up until 10 business days prior to the 30-day deadline by which such resolutions must be distributed to the delegates as defined in these bylaws (Chapter XVIII).

D. Parliamentarian: A parliamentarian may be appointed by the speaker.

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

A. Reference Committees:

1. Composition: Reference committees shall be appointed by the president, in consultation with the speaker, at least 45 days in advance of each annual session. The president shall designate the chair of each committee.

2. Duties: It shall be the duty of a reference committee to consider resolutions and reports referred to it, to conduct open hearings and to report its recommendations to the house.

B. Special Committees: The speaker, with the consent of the house, may appoint special committees to perform duties not otherwise assigned by these bylaws, to serve until adjournment sine die of the session at which they were appointed.

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

A. Election: The house shall elect the president, secretary, treasurer and speaker. The nominee for speaker-elect shall be elected by the house the year prior to the expiration of the incumbent speaker’s term, allowing the incoming speaker to shadow the current speaker for a year before taking office.

B. Selection: The house shall select the thirteenth district trustee to the ADA the year prior to the expiration of the incumbent term, to be submitted by the Thirteenth District Delegation to the ADA for election.

C. Notice: The house shall receive notice of nominations for positions which will be elected or nominated by the house, at least 30 days prior to the first day of the annual session. Subsequent to the 30-day notice, should a nominee withdraw for any reason, the board shall amend its report in a timely manner.

D. Additional Nominations: The house may consider additional nominations for elected or nominated positions, provided that notification of such nominations are made by a delegate and noticed to the secretary at least 20 days prior to the session in which the election is to be conducted and is supported by the endorsing signatures of 25 delegates in accordance with the General Operating Principles. Nominees for president, secretary and treasurer must be members of the board.

E. Term and Recognition: 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 recognize all newly elected officers and CDA leaders.

CHAPTER V – BOARD OF DIRECTORS

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

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

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

Section 30. TERM OF OFFICE: The term of office for at-large directors shall be three years. The consecutive tenure shall be three terms. An at-large director may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a full term. At-large directors who have served a tenure will be eligible after a break in service of one term.

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

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

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

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 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 establish promotional dues rates for a limited duration affiliated with membership campaigns.

F. To call a special meeting of the shareholders of CDA Holding Company, Inc. (CDAHCI) for any purpose, including a special meeting to remove and replace directors of that corporation.
G. To remove directors, 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 XII 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 based on established priorities, 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 identify and recruit leaders for CDA leadership positions.

E. To nominate candidates for each officer position to be elected by the house.

F. To select candidates for the boards of directors of the subsidiary companies for election by the shareholder.

G. To nominate the directors of the CDA Holding Company, Inc. for election by the shareholder.

H. To elect candidates for the board of directors, board of component representatives, boards of directors of
affiliated companies, councils, committees, and delegates and alternate delegates to the ADA house.

I. To nominate candidates for general membership pursuant to Chapter II, Section 40A for election by the house.

J. To nominate one or more candidates for the thirteenth district trustee.

K. To determine the date and place for convening each annual session of the house.

L. 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.

M. To oversee the fiscal affairs and 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.

N. To engage an outside certified public accountant to audit the finances of the association at least annually.

O. To review all proposed amendments to the governance documents for CDAHCI, CDA, its affiliates and
subsidiaries to ensure the proposed amendments are necessary and consistent with other related provisions in
the governance documents.

P. To submit an annual report to the house, including presentations of the annual budget and implementation of
strategic plan.

Q. To develop the strategic plan and oversee its implementation based on the goals adopted by the house.

R. To conduct an annual review of the compensation of officers and directors.

S. To oversee CDA leadership development programs.

T. To ratify presidential appointments
U. Establish task forces or workgroups, as needed.

V. To receive information from the subsidiaries and affiliates regarding newly established goals, major initiatives, and annual budget.

W. To have final consideration of council, committee and organizational board recommendations on programmatic oversight and business issues.

X. To forward to the house, for final consideration, recommendations received by councils, committees and organizational boards on policy issues.

Section 90. MEETINGS: All meetings shall be held in a single location or by other means whereby all members can concurrently communicate with one another, in accordance with applicable law.

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.

B. Special Meetings: A special meeting of the board may be called at any time by the president, or upon the request of four members of the board provided at least 48 hours’ notice. Only items that have been noticed shall be considered at a special meeting.

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

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

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

Section 120. ELECTION TO BOARD-DESIGNATED POSITIONS

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

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

CHAPTER VI — ELECTED OFFICERS OF THE ASSOCIATION

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

Section 20. ELIGIBILITY: Only a dentist member in good standing shall be eligible to serve as an elected officer. The president, secretary and treasurer must be members of the board.
Section 30. **ELECTION**: The elected officers of this association shall be elected by majority of the votes cast by the house in accordance with officer terms and qualifications as otherwise noted in these bylaws.

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

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

For the purpose of transition to add the speaker-elect process, the current speaker’s term will be extended by one year through December 31, 2025. The speaker-elect election will occur in 2024, allowing the speaker-elect to shadow the existing speaker in 2025, before beginning as speaker for the 2026-2028 term. This language shall be removed from the bylaws as of January 1, 2026.

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

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

Section 80. **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 and CDAHCl; as a delegate to the ADA house serving on the delegation steering committee; as a participant of the CDA house; as a member of the Finance Committee and Government Affairs Council; and as a participant in forums of the association.

3. To call special meetings of the house, the board, and annual forums of specialty organization representatives.

4. To appoint members of all committees of the house, and guests to councils, committees and boards.

5. To nominate members to fill vacancies on standing councils, committees and boards; nominate chairs of councils, committees, the board of managers and thirteenth district delegation to the ADA house; and make appointments to special committees and workgroups for ratification by the board.

6. To attend and submit annual reports to the house on behalf of the board as required in these bylaws.

B. **Secretary**: It shall be the duty of the secretary:

1. To assist the president as requested.

2. To serve as a member of the board; as a delegate to the ADA house serving on the delegation steering committee; as an officer of the CDA house; as a member of the Finance Committee and Government
Affairs Council; and as a participant in forums of the association.

3. 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 session;
   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.

4. To oversee the recording of and certify the report of the transactions of the board and preside over meetings of the board in the president’s absence.

5. To receive and review attendance records of meetings of the board, councils, committees, board of managers, board of component representatives and ADA thirteenth district delegation; and to initiate any necessary procedures for the removal of a member from office pursuant to the bylaws.

C. Treasurer: It shall be the duty of the treasurer:

1. To oversee the finances of the association, as chair of the Finance Committee, subject to the direction of the board.

2. To cause the preparation of a proposed annual budget for submission to the board.

3. To attend and submit a comprehensive annual report to the house including all fund balances.

4. To serve as a member of the board, Finance Committee and subsidiary boards; and as a delegate to the ADA house serving on the delegation steering committee.

D. 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 also serve as a delegate to the ADA house serving on the delegation steering committee. The speaker shall be a non-voting participant of the board.

CHAPTER VII — APPOINTED OFFICERS

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

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

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

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 participant of the house without the right to vote. The executive director shall serve as an ex officio member of the board 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.

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 serve as an ex officio participant of the house and board. 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 house.

**CHAPTER VIII - BOARD OF COMPONENT REPRESENTATIVES**

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

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

**Section 20. QUALIFICATIONS:** Members of the board of representatives shall be members in good standing of their component dental society and the association. Members must have the privilege of attending leadership meetings of their component dental society and are encouraged to have or be concurrently serving on his or her component dental society board.

**Section 30. TERM OF OFFICE:** The term of office for a member of the board of representatives shall be two years. The consecutive tenure shall be three terms. A member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a full term. Members who have served a tenure will be eligible after a break in service of one year.

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

**Section 50. REMOVAL:**

A. The president may declare the office of a member vacant for failing or ceasing to meet the eligibility requirements of office.

B. The board of directors, by a majority vote, may remove a member for cause, which shall include:
1. Violation of the Code of Ethics;
2. Failing to timely disclose a conflict of interest;
3. Engaging in conduct which violates the bylaws, operating principles or standing rules of the association, or which is damaging to the association or its members; or
   a) Failing to attend, in any 12-month period, fifty percent of regularly scheduled meetings for reasons other than religious observances or the carrying out of work assigned to the member by the board or president, and ADA obligations on councils and committees.
   b) Upon notice by the component, failure to attend, in a 12-month period, fifty percent of duly noticed component leadership meetings for reasons other than as noted in a) above.

C. Prior to removing a member for cause, the board of directors shall advise the member of the reason for removal and the member shall be given an opportunity to submit a written or oral statement to the board. If present, the member shall leave the meeting prior to the discussion and vote on the matter.

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

Section 70. DUTIES:

A. To represent component perspectives at CDA on issues of membership, component leadership development and governance, and other issues of shared importance to serving members.
B. To consider proposals and vote on recommendations, for final approval by the CDA board or house.
C. To consider the board of directors’ slate of candidates, to approve or provide an alternate slate for final election by the CDA board.
D. To serve as an advisory committee to the house, to include reviewing component resolutions and providing input to the author(s) to shape the final recommendation and enhance the effectiveness of house discussions.
E. To discuss and share best practices amongst components.

Section 80. MEETINGS, REPORTS AND BUDGET: All meetings shall be held in a single location or by other means whereby all members can concurrently communicate with one another.

A. Regular Meetings: There shall be at least two regular meetings of the board of representatives each year as called by the chair upon two weeks’ notice.
B. Special Meetings: Special meetings of the board of representatives may be called at any time by the chair, or upon the request of 10 members of the board of representatives provided at least 48 hours’ notice. Only items that have been noticed shall be considered at a special meeting.

Members shall be responsible to provide reports to and from their component dental societies. The board of representatives shall submit periodic reports to the CDA board, an annual report to the house, and shall submit a proposed itemized budget to the board.
CHAPTER IX — COUNCILS

Section 10. NAME: The councils of this association shall be Council on Membership, Council on Peer Review, Government Affairs Council, and Judicial Council.

Section 20. MEMBERS: Members of the councils shall be elected by the board.

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

A. All members of councils must be members in good standing.

B. Members of the board shall not be eligible to serve on the Council on Peer Review or the Judicial Council and must immediately resign from their council position upon election to the board.

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

Section 40. CHAIRS: One member of each council shall be appointed chair annually by the president, in consultation with the chair of the Committee on Volunteer Placement and other entities as deemed appropriate, for ratification by the board.

Section 50. CONSULTANTS, ADVISORS AND STAFF SUPPORT: Each council shall have the authority to appoint consultants and advisors. The executive director of the association shall provide each council with staff support.

Section 60. TERM OF OFFICE: The term and tenure for each position is noted in the council descriptions below. Except as otherwise noted in these bylaws, a member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a full term.

Section 70. REMOVAL:

A. The president may declare the office of a council member vacant for failing or ceasing to meet the eligibility requirements of office.

B. The board by a majority vote may remove a council member for cause, which shall include:

   1. Violation of the Code of Ethics;

   2. Failing to timely disclose a conflict of interest;

   3. Engaging in conduct which violates the bylaws, operating principles, or standing rules of the association, or which is damaging to the association or its members; or

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

C. Prior to removing a council member for cause, the board shall advise the council member of the reason for removal and the council member shall be given an opportunity to submit a written or oral statement to the board. If present, the council member shall leave the meeting prior to the discussion and vote on the matter.
Section 80. VACANCY: In the event of a vacancy in the membership of any council, the president shall nominate, for board election, a member of the association to fill such vacancy 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.

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

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

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

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

Section 130. COUNCIL ON MEMBERSHIP:

A. Composition: The Council on Membership shall be composed of nine, at least one of whom must be a dentist within his or her first 10 years of practice; nominated and elected as described in Chapter IX, 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 Council on Membership shall be:

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

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

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

4. To develop and monitor all student membership programs.

Section 140. COUNCIL ON PEER REVIEW:

A. Composition: The Council on Peer Review shall be composed of 12 members, nominated and elected as described in Chapter IX, Section 20.

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

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

1. To oversee the peer review system to ensure that component and specialty committees consistently follow the format, policies, and procedures outlined in the California Dental Association Peer Review Manual.

2. To directly manage and oversee the appeals process to ensure that all appeals of the peer review resolutions are objective and fair to all parties involved.

3. To provide information on current peer review issues, policy, and procedural modification to component peer review staff, committee members, and the general membership.
4. To review and update the California Dental Association Peer Review Manual and Quality Evaluation Manual, as needed.

5. To provide regional calibration workshops and training materials for components and specialty committee members to ensure uniformity, consistency, timelines, and effectiveness.

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

7. To promote peer review as a membership benefit.

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

Section 150. GOVERNMENT AFFAIRS COUNCIL:

A. Composition: The Government Affairs Council shall be composed of up to 12 members. Ten at-large members, at least one of whom must be a dentist within his or her first 10 years of practice, elected by the board. There shall be two members concurrently serving on the board: the president and secretary. The CDAPAC chair, ADA Council on Government Affairs representative from the thirteenth district who may concurrently serve on the CDA board, and the executive director shall serve as ex officio participants.

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

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

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

2. To review legislation introduced by others and to evaluate its effect on the practice of dentistry and Californians’ oral health and to establish CDA positions on such legislation.

3. To monitor and assess the activities of state regulatory boards and agencies as to their potential impact on dentistry and Californians’ oral health, and to take appropriate action based on CDA policies and resolutions.

4. To evaluate the implementation and administration of previously enacted legislation.

5. To convey information regarding the council’s activities to CDA membership through a system of verbal and written communications.

6. To make recommendations regarding candidates for appointment to state boards, commissions and committees.

D. Powers: In addition to any duties assigned to it by the board and the house, the Government Affairs Council shall have the authority on behalf of CDA to negotiate and take positions on legislation or governmental regulation. All negotiations shall be pursued in such a manner as to reflect the intent and integrity of the association and its membership.

Section 160. JUDICIAL COUNCIL:

A. Composition: The Judicial Council shall be composed of a total of 12 members, at least one of whom must be a dentist within his or her first 10 years of practice who will be a non-voting member, nominated and elected as described in Chapter IX, Section 20.
B. **Term and Tenure:** The term of office shall be three years. The tenure shall be a maximum of three terms.

C. **Duties:** The duties of the Judicial Council shall be:

1. To consider proposals for amending the CDA Code of Ethics, and related matters.
2. To provide advisory opinions regarding the interpretations of the ADA Principles of Ethics and the CDA Code of Ethics.
3. To consider appeals from members.
4. To exercise the powers of this association to discipline members, either upon its own initiative or upon request of any component society. Decisions of the council shall be final unless a right of appeal is provided in the Constitution and Bylaws of the American Dental Association.
5. To act on the recommendation of the Membership Application Review Subcommittee.

D. **Investigating Panels:** The chair of the Judicial Council shall appoint an Investigating Panel and designate a chair to investigate the facts in connection with potential disciplinary proceedings. The Investigating Panel shall consist of at least three members of the Judicial Council. The recommendation of the Investigating Panel shall be considered to be the action of the Judicial Council and of this association.

E. **Hearing Panels:** In those cases where the Judicial Council initiates disciplinary proceedings, the chair of the Judicial Council appoints a Hearing Panel to hear the charges and render a decision. The Hearing Panel will consist of three members of this association, at least one of whom will be a member of the Judicial Council. The chair of the Judicial Council shall designate the chair of the Hearing Panel and a hearing officer to preside at the hearing, who may be a member of the council. The hearing officer shall conduct the hearing according to established procedures, shall participate in the deliberations of the Hearing Panel, and shall not be entitled to vote. The decision of the Hearing Panel shall be considered to be the decision of the Judicial Council and of this association.

**CHAPTER X — STANDING COMMITTEES OF THE BOARD**

The standing committees of the board shall include the finance and audit committees with duties specified below and as additionally established by the board. Additional committees of the board may be established by the board and shall be charged with duties assigned by the board. A member of a standing committee of the board may be removed by the board in the same manner as council members (Chapter IX, Section 70). Vacancies shall be filled by board election at the next regular meeting, with the elected director completing the remainder of the unexpired term. Directors 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 unless otherwise prescribed by these bylaws.

**Section 10. FINANCE COMMITTEE:**

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

B. **Term and Tenure:** The term of office for director members shall be three years, with tenure limited by service on the board.
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Section 20. AUDIT COMMITTEE:

A. Composition: The Audit Committee shall be composed of one member of the board and three at-large members elected by the board. The committee may not include any members of the 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, any subsidiary or 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.

B. Term and Tenure: The term of office shall be two years. The tenure shall be two terms, with director members tenure limited by service on the board. The eligibility criteria set forth in Chapter IX, Section 30C, shall apply.

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

1. To recommend to the board the retention or termination of an independent auditor;
2. To negotiate the compensation of the independent auditor for approval by the board;
3. To confer with the independent auditor to satisfy the committee members that the financial affairs of the association are in order;
4. To review and determine whether to accept the audit;
5. To approve the performance of any non-audit services by the auditing firm; and
6. To recommend to the board procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters.

CHAPTER XI – STANDING COMMITTEES OF THE ASSOCIATION

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

Section 20. MEMBERS: All at-large members of the committee shall be elected by the board unless otherwise noted in these bylaws.
Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws:

A. All members of the committee must be in good standing.

B. Members who previously served a tenure on the committee are eligible to serve a full tenure on that committee again following a period of time greater than or equal to 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 intervenes between terms, members are eligible to serve a full tenure.

Section 40. CHAIRS: One member of each committee shall be appointed chair annually by the president, in consultation with the chair of the Committee on Volunteer Placement and other entities as deemed appropriate, for ratification by the board.

Section 50. TERM OF OFFICE: The term and tenure for each position is noted in the committee description below. A member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a full term.

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 (Chapter IX, Section 70). In the event of a vacancy, the president shall nominate, for board election, a member of the association to fill the remainder of the unexpired term.

Section 70. QUORUM AND VOTING: A majority of the voting members of any 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 80. PRIVILEGE OF THE FLOOR: Committee chairs who are not delegates of the house have the right to participate in debate on their respective reports but shall not have the right to vote.

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

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

Section 110. COMMITTEE ON VOLUNTEER PLACEMENT:

A. Composition: The Committee on Volunteer Placement shall consist of nine members: three at-large members who are not members of the board or board of representatives, nominated by the Committee on Volunteer Placement and ratified by the board; three members of the board of representatives, nominated by the board of representatives and ratified by the board; and three members of the board, elected by the board. At-large members must be a former member of the CDA, TDIC/IS, TDSC or Foundation boards, former member of the board of representatives, or former member of a CDA council, committee, task force, workgroup or board of managers.

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

1. Shall not be eligible to apply for any positions on councils, committees, or affiliate or subsidiary boards of directors during their tenure, except as an incumbent applying for an additional term for which the member is otherwise eligible.

2. May apply for an officer position (president, secretary and treasurer positions limited to board members). Any member applying for an officer position shall resign from the committee immediately upon applying.
3. May apply for positions on the ADA delegation and ADA councils and committees. Any member doing so shall recuse himself or herself from the deliberation process related to these positions.

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

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

1. To accept and review candidate applications for volunteer leadership positions as specified in the General Operating Principles.

2. To recommend candidates to fill other appointed positions as requested by the president.

3. To maintain a database of volunteers including their current skill sets and experience.

CHAPTER XII — SPECIAL COMMITTEES

Section 10. APPOINTMENT AND TERM: Special committees of this association may be created by the president with ratification of the board, upon request of the house or board for the purpose of performing duties not otherwise assigned by these bylaws. Such special committees may serve until the end of the calendar year. The president shall appoint the chair and members of a special committee, for ratification by the board 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 IX, Section 70).

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

CHAPTER XIII — PRINCIPLES OF ETHICS AND JUDICIAL PROCEDURES

Section 10. PROFESSIONAL CONDUCT OF MEMBERS: The professional conduct of members in all membership classifications shall be governed by this association’s bylaws, the Principles of Ethics and Code of Professional Conduct of the American Dental Association, the CDA Code of Ethics and the codes of ethics and bylaws of the component societies where the member practices or conducts or participates in other professional dental activities.

Section 20. DISCIPLINE OF MEMBERS:

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

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

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

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

c) Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided herein.
Probation, to be imposed for a specified period and without loss of rights, may be administratively and conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been suspended. Probation shall be conditioned upon good behavior. Additional reasonable conditions may be set forth in the decision for the continuation of probation. In the event that the conditions for probation are found by the society which preferred charges to have been violated, after a hearing on the probation violation charges in accordance with Chapter XIII, Section 20C, the original disciplinary penalty shall be automatically reinstated; except that when circumstances warrant the original disciplinary penalty may be reduced to a lesser penalty. There shall be no right of appeal from a finding that the conditions of probation have been violated.

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

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

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

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

4. Decision: Every decision which shall result in censure, suspension, or expulsion shall be documented, and shall specify the charges made against the member, the facts which substantiate any or all of the charges, the verdict rendered, and the penalty imposed. A notice shall be mailed to the accused member about the right to appeal. Within 10 days of the date on which the decision is rendered, a copy shall be sent by certified mail to the last known address of each of the following parties: the accused member, the secretary of this association, the chair of the Judicial Council, and to the executive director and chair of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.

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

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

CHAPTER XIV – CDA PRESENTS BOARD OF MANAGERS

Section 10. COMPOSITION: The CDA Presents Board of Managers (board of managers) shall be composed of between 16 and 17 members: 13 manager members, one or two associate members, one new dentist member within his or her first 10 years of practice, and the executive director who shall be the vice chair and ex officio voting member. Manager, associate and new dentist members shall be elected by the board, 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 shall be five terms. Terms do not have to be served consecutively to count towards tenure. A manager member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a full term.

B. The term of office for associate members shall be one year. The tenure shall be two terms. An associate member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a full term. 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 for the new dentist member shall be one year. The tenure shall be two terms. A new dentist member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a full term. 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 IX, Section 70).

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

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

CHAPTER XV – FINANCES

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

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

CHAPTER XVI – DELEGATES TO THE AMERICAN DENTAL ASSOCIATION

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

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

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

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

Section 40. NOMINATION AND ELECTION: 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.

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

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

CHAPTER XVII — 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 periodic reports 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 at least one director in each of the following categories: at-large, non-member/non-employee, and the CDA executive director. The subsidiary board shall also include as directors two CDA directors, one of whom shall be the CDA treasurer.

The subsidiary board shall also include the president/chief executive officer as ex officio, without the right to vote. The immediate past chair shall be selected to serve on the subsidiary board of directors for an additional year as ex officio, without the right to vote. 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 and tenure of office for directors of the subsidiary companies shall be established within the bylaws of the subsidiaries. Unless otherwise provided in those bylaws, ex officio and CDA director terms shall not be considered in the calculation of tenure. 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 CDAHCI. The chair, or a representative appointed by the chair, shall in turn present periodic reports of the
activities of the subsidiary companies 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 CDA board.

3. **Composition of the Board of Directors:** The board of directors of CDAHCI shall be composed of four members. Ex officio members are the CDA president, who shall serve as chair, CDA treasurer and CDA executive director. A CDA director who is not an officer and who does not serve on a subsidiary board, shall be nominated by the CDA board and elected by the shareholder of CDAHCI. If the CDA executive director is serving as president and chief executive officer of any subsidiary, he or she shall be a non-voting member of the CDAHCI board.

4. **Term and Tenure:** The term of office for the director member shall be one year. The tenure shall be six terms, with tenure limited by service on the board.

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 the subsidiary companies by voting the shares of the subsidiary company in favor of the candidates recommended by the board or such other candidates as the board of directors of CDAHCI deems appropriate.

   CDAHCI, as shareholder of the subsidiary companies, may remove and replace any subsidiary company board member in accordance with procedures established by it.

6. **Dividends:** Dividends received by CDAHCI may be held and invested. Dividends deemed reasonable and prudent by the board of directors of CDAHCI may be declared to this association.

**CHAPTER XVIII - 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 distributed to the delegates at least 30 days prior to an annual session of the house at which such proposal is to be considered or as part of the meeting notice of a special session.