



Bylaws of the California Dental Association

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1 California Dental Association Bylaws

2 December 2023

3

4 CHAPTER I – ORGANIZATION

5

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

8

9 Section 20. PURPOSE: The primary purposes of this association are to promote high professional standards in the
10 practice of dentistry, to encourage and promote the improvement of the health of the public and to promote the art
11 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 shall
15 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 governing
18 bodies of this association. The house is vested with the responsibility for strategic direction on matters of dental
19 policy and practice and the board is vested with the fiduciary duties for the organization, including responsibility
20 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 the
24 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 elective,
27 appointive or employed offices or positions for the association or any component society do so in a representative
28 or fiduciary capacity that requires loyalty to the association and its component societies. At all times while serving
29 in such offices or positions, these individuals shall further the interests of the association and its component societies
30 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 a
50 member of this association in one of the following categories: dentist, student or general member. As used in these
51 bylaws: (i) the term “equivalent degree” shall mean a degree that meets the educational requirements for licensure
52 as a dentist in a state or other jurisdiction of the United States; and (ii) the term “other jurisdiction of the United
53 States” shall mean the District of Columbia, the Commonwealth of Puerto Rico, the Commonwealth of the Northern

54 Mariana Islands and the territories of the United States Virgin Islands, Guam and American Samoa.

55
56 Section 10. MEMBERS IN GOOD STANDING: Members who are in good standing with their component and
57 whose dues for the current year, when applicable, have been paid, shall be in good standing with this association.

58
59 Section 20. DENTIST MEMBER:

60
61 A. Classification: An individual shall be classified as a dentist member of this association who subscribes to,
62 adheres to and is bound by the code of ethics, Constitution and Bylaws of the ADA and this association, and
63 who:

- 64
65 1. Has been accepted for membership in a component of this association; and
66
67 2. Holds a DDS, DMD or equivalent degree.

68
69 B. Privileges:

- 70
71 1. A dentist member shall receive the following benefits of membership: a membership card; access to a
72 subscription for the *Journal of the California Dental Association*; attendance at any scientific session of this
73 association; access to CDA-endorsed insurance plans; and such other services as are provided by the
74 association.
75
76 2. A dentist member shall be eligible for election as a delegate or alternate delegate to the house of this
77 association and the ADA and for election or appointment to any office or agency of this association,
78 except as otherwise provided in these bylaws.
79
80 3. A dentist member under a disciplinary sentence of suspension shall not be privileged to hold office, either
81 elective or appointive, including delegate and alternate delegate, in such member's component society
82 and this association, or to vote or otherwise participate in the selection of officials of such member's
83 component and this association.
84
85 4. A dentist member shall receive benefits of membership from the ADA, CDA and their component.

86
87 Section 30. STUDENT MEMBER:

88
89 A. Classification: A dental student shall be classified as a student member of this association who:

- 90
91 1. Predoctoral: Is enrolled in a program approved by the Dental Board of California; or
92
93 2. Postdoctoral: Is engaged full-time in:
94 a) an advanced training course of not less than one academic year's duration in an accredited school or
95 b) an internship or residency program accredited by the Commission on Dental Accreditation.

96
97 B. Privileges:

- 98
99 1. A student member shall receive the following benefits of membership: a membership card; the *Journal of*
100 *the California Dental Association*, the subscription price of which shall be included in the annual dues;
101 attendance at any scientific session of this association; access to CDA-endorsed insurance plans; and such
102 other services as provided by the association.
103
104 2. Unless otherwise specifically provided, a reference in these bylaws to "dentist members" shall not include
105 student members.
106

- 107 3. A student member shall be considered a member of this association for the purpose of determining
108 eligibility for appointment to committees, election to councils, and election to the CDA house as provided
109 in these bylaws.
110
- 111 4. A student member shall receive benefits of membership from the ADA, CDA and their dental school
112 component.
113

114 Section 40. GENERAL MEMBER:
115

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

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

140 Section 60. DUES AND ASSESSMENTS:
141

- 142 A. Dues and Assessments: Unless otherwise provided in these bylaws, the due date and delinquency
143 date of the dues and assessments of members shall be established by the board. The amount of
144 member dues shall be established by the house upon approval of a simple majority. A proposal to
145 change the amount of dues or consider an assessment shall be sent to the delegates and alternate
146 delegates of the house at least 30 days in advance of the session at which such proposal is to be
147 considered. The board may adopt rules regarding the payment of dues and assessments. The
148 board may exercise its interim authority to authorize promotional dues rates for a limited duration
149 affiliated with membership campaigns. It shall be the responsibility of this association to bill for and
150 process dues and assessments established by the ADA, this association, and the components.
151
- 152 B. Nonpayment of Dues or Assessments:
153
- 154 1. A member whose dues or assessments have not been paid by the delinquency date shall cease to be a
155 member.
156
 - 157 2. Reinstatement of membership for nonpayment of dues or assessments may be secured on the payment of
158 the required dues and/or assessments and on compliance with other applicable provisions of the bylaws
159 of this association, of the component society and of the ADA.

- 160
161 C. Exemption from Dues for Members: In order to be considered for a dues exemption, a member must submit,
162 through the member's component, documentation attesting to financial hardship, taking a leave of absence
163 from dentistry, or serving dentistry full-time with a charitable organization. During the period of exemption from
164 dues, further documentation may be requested. For financial hardship waivers, CDA will follow the decision of
165 the component for a maximum of five consecutive years.
166
- 167 D. Assessments: Assessments may be levied upon the membership at any session of the house by two-thirds of the
168 votes cast.
169

170 **CHAPTER III – COMPONENT SOCIETIES**

171
172 Section 10. ORGANIZATION: The component societies of this association shall be the 32 components currently
173 chartered by the association. New component societies may be organized and chartered by the house, upon the
174 application of at least 100 members of this association, subject to such rules and procedures as the house may
175 establish. Such application must first be considered by the board.
176

177 Section 20. POWERS AND DUTIES:

- 178
179 A. A component society shall have the power to approve its own members who shall become members of this
180 association, except in cases where a referral to the Judicial Council Membership Application Review
181 Subcommittee (MARS) is mandatory. In such cases, the decision of MARS or a hearing panel shall be final.
182 Components shall utilize the CDA Universal Application Form for all prospective members and shall adhere to
183 the application procedures described in the CDA Membership Policies and Procedures Manual.
184
- 185 B. The component shall advise and counsel members relative to disciplining its members and, where appropriate,
186 refer such matters to the Judicial Council of this association.
187

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

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

197 Section 50. PRIVILEGE OF REPRESENTATION: Each component society shall elect its delegates to the house.
198

199 Section 60. CHARTERED COMPONENT SOCIETIES: The secretary of the association shall issue a
200 charter to each component society denoting its name and territorial jurisdiction.
201

202 **CHAPTER IV – HOUSE OF DELEGATES**

203
204 Section 10. DELEGATES: The house shall consist of the following voting members:
205

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

213 component society shall have at least two delegates.
 214

215 B. One delegate shall be allotted to each accredited dental school in California; such delegates must be student
 216 members of this association.
 217

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

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

231 Section 40. PROXY: Only delegates or their alternate delegates, upon substitution, can attend and vote. A proxy
 232 is not allowed.
 233

234 Section 50. POWERS: The house shall have the following powers without limitation:
 235

236 A. To amend the Articles of Incorporation and bylaws of this association by two-thirds of the votes cast.
 237

238 B. To adopt and amend the Code of Ethics.
 239

240 C. To grant, amend, withhold, suspend or revoke charters of component societies.
 241

242 D. To determine the strategic direction on matters of dental policy and practice when not in conflict with the
 243 Constitution and Bylaws of the American Dental Association.
 244

245 E. To adopt the goals of the strategic plan.
 246

247 F. To elect general members pursuant to [Chapter II, Section 40A](#).
 248

249 G. To recommend that the president or board create special committees, task forces or workgroups.
 250

251 H. To recommend to the board an appropriation not within the annual budget.
 252

253 I. To recommend to the board action to levy assessments upon the membership.
 254

255 J. To create, modify or establish councils and committees of this association.
 256

257 Section 60. DUTIES: It shall be the duty of the house:
 258

259 A. To elect the elected officers of this association.
 260

261 B. To select the nominee to fill the office of thirteenth district trustee to the ADA.
 262

263 C. To establish membership dues.
 264

265 D. To receive and act upon all matters brought before the house.

266

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

268

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

271

272 B. Official Call: Each member of the house shall receive notice of the time and place of the annual session at
273 least 60 days before the opening of such session.

274

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

277

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

282

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

289

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

293

294 A. Duties:

295

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

299

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

303

304 Section 100. RULES OF ORDER:

305

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

308

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

312

313 C. Introduction of New Resolutions: Resolutions for the annual House of Delegates that do not require a bylaws
314 amendment may be submitted to CDA until 10 business days prior to the reference committee hearing or first
315 session of the house, whichever comes first, and any resolution deemed to be in order will be distributed to the
316 delegates at least 5 business days prior. Any resolution submitted following the 10-day deadline will be
317 noticed by the speaker and will require a majority affirmative vote of the house to be considered.

318

319 Resolutions requiring a bylaws amendment may be submitted to CDA up until 10 business days prior to the 30-day
320 deadline by which such resolutions must be distributed to the delegates as defined in these bylaws ([Chapter](#)
321 [XVIII](#)).

322
323 D. Parliamentarian: A parliamentarian may be appointed by the speaker.

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

326
327 A. Reference Committees:

328
329 1. Composition: Reference committees shall be appointed by the president, in consultation with the speaker,
330 at least 45 days in advance of each annual session. The president shall designate the chair of each
331 committee.

332
333 2. Duties: It shall be the duty of a reference committee to consider resolutions and reports referred to it, to
334 conduct open hearings and to report its recommendations to the house.

335
336 B. Special Committees: The speaker, with the consent of the house, may appoint special committees to perform
337 duties not otherwise assigned by these bylaws, to serve until adjournment sine die of the session at which they
338 were appointed.

339
340 Section 120. ELECTION PROCEDURES: The following positions shall be nominated by the board and submitted
341 to the house for election or selection as noted below, in accordance with these bylaws and the General Operating
342 Principles:

343
344 A. Election: The house shall elect the president, secretary, treasurer and speaker. The nominee for speaker-elect
345 shall be elected by the house the year prior to the expiration of the incumbent speaker's term, allowing the
346 incoming speaker to shadow the current speaker for a year before taking office.

347
348 B. Selection: The house shall select the thirteenth district trustee to the ADA the year prior to the expiration of the
349 incumbent term, to be submitted by the Thirteenth District Delegation to the ADA for election.

350
351 C. Notice: The house shall receive notice of nominations for positions which will be elected or nominated by the
352 house, at least 30 days prior to the first day of the annual session. Subsequent to the 30-day notice, should a
353 nominee withdraw for any reason, the board shall amend its report in a timely manner.

354
355 D. Additional Nominations: The house may consider additional nominations for elected or nominated positions,
356 provided that notification of such nominations are made by a delegate and noticed to the secretary at least 20
357 days prior to the session in which the election is to be conducted and is supported by the endorsing signatures
358 of 25 delegates in accordance with the General Operating Principles. Nominees for president, secretary and
359 treasurer must be members of the board.

360
361 E. Term and Recognition: Unless otherwise stated in these bylaws, terms of elected and appointed positions shall
362 begin on January 1 and conclude on December 31. The house shall recognize all newly elected officers and
363 CDA leaders.

364 365 **CHAPTER V – BOARD OF DIRECTORS**

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

370

371 Section 10. COMPOSITION: The board shall be composed of 17 members and two participants: 15 at-large
372 directors elected by the board, the chair of the board of component representatives, the executive director, speaker
373 and editor. The speaker and editor shall be ex officio participants without the right to vote.
374

375 For the purpose of transition, between 2022 and 2027, the board shall include the six officers elected by the
376 house in 2021, to be elected as directors by the board. Following the transition, this language will be removed
377 from the bylaws.
378

379 Section 20. QUALIFICATIONS: A director of the board, who is not the executive director, must be a dentist
380 member in good standing of this association. Additional qualifications may be established by majority vote of the
381 board, but such qualifications may not cause the disqualification of any serving member for the completion of his
382 or her current term or conflict with those established by these bylaws.
383

384 Section 30. TERM OF OFFICE: The term of office for at-large directors shall be three years. The consecutive
385 tenure shall be three terms. An at-large director may serve a partial term which does not apply toward tenure. A
386 partial term is less than one-half of a full term. At-large directors who have served a tenure will be eligible after a
387 break in service of one term.
388

389 Section 40. ELECTION: Candidates for at-large director positions shall be nominated by the Committee on
390 Volunteer Placement for consideration by the Board of Component Representatives and election by the board. The
391 board shall elect directors for the following year no later than October 1.
392

393 Section 50. REMOVAL: Any director may be removed for any reason permitted under California law by majority
394 vote of the directors in office. In all such actions, the director involved, and all members of the board shall be
395 furnished a copy of the statement of reasons for removal not less than 30 days in advance of the session.
396 Consideration of removal shall be conducted during a closed session meeting of the board.
397

398 Section 60. VACANCY: In the event of a vacancy in the office of an at-large director, the Committee on Volunteer
399 Placement shall make a recommendation to fill the remainder of the unexpired term, for consideration by the Board
400 of Component Representatives and election by the board. In the event of a vacancy in the ex officio chair position,
401 the position shall remain vacant until such time the Board of Component Representatives selects a new chair and
402 he or she is elected by the board.
403

404 Section 70. POWERS: The board shall have the power:
405

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

- 423 G. To remove directors, council members, committee members, members of the board of managers and ADA
424 delegates in accordance with these bylaws.
425
- 426 H. To create special committees in accordance with [Chapter XII](#) of these bylaws.
427
- 428 Section 80. DUTIES: It shall be the duty of the board:
429
- 430 A. To serve as the fiduciary of this association.
431
- 432 B. To appoint, remove, conduct an annual review based on established priorities, and set the compensation of
433 the executive director.
434
- 435 C. To appoint, remove, conduct an annual review and set the honorarium of the editor.
436
- 437 D. To identify and recruit leaders for CDA leadership positions.
438
- 439 E. To nominate candidates for each officer position to be elected by the house.
440
- 441 F. To select candidates for the boards of directors of the subsidiary companies for election by the shareholder.
442
- 443 G. To nominate the directors of the CDA Holding Company, Inc. for election by the shareholder.
444
- 445 H. To elect candidates for the board of directors, board of component representatives, boards of directors of
446 affiliate companies, councils, committees, and delegates and alternate delegates to the ADA house.
447
- 448 I. To nominate candidates for general membership pursuant to [Chapter II, Section 40A](#) for election by the house.
449
- 450 J. To nominate one or more candidates for the thirteenth district trustee.
451
- 452 K. To determine the date and place for convening each annual session of the house.
453
- 454 L. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the
455 association, in such amount and for such coverage as the board determines.
456
- 457 M. To oversee the fiscal affairs and adopt the annual budget of the association. The annual budget shall be sent to
458 the board at least 14 days in advance of the meeting at which it will be considered.
459
- 460 N. To engage an outside certified public accountant to audit the finances of the association at least annually.
461
- 462 O. To review all proposed amendments to the governance documents for CDAHCI, CDA, its affiliates and
463 subsidiaries to ensure the proposed amendments are necessary and consistent with other related provisions in
464 the governance documents.
465
- 466 P. To submit an annual report to the house, including presentations of the annual budget and implementation of
467 strategic plan.
468
- 469 Q. To develop the strategic plan and oversee its implementation based on the goals adopted by the house.
470
- 471 R. To conduct an annual review of the compensation of officers and directors.
472
- 473 S. To oversee CDA leadership development programs.
474
- 475 T. To ratify presidential appointments

- 476
477 U. Establish task forces or workgroups, as needed.
478
479 V. To receive information from the subsidiaries and affiliates regarding newly established goals, major initiatives,
480 and annual budget.
481
482 W. To have final consideration of council, committee and organizational board recommendations on
483 programmatic oversight and business issues.
484
485 X. To forward to the house, for final consideration, recommendations received by councils, committees and
486 organizational boards on policy issues.
487

488 Section 90. MEETINGS: All meetings shall be held in a single location or by other means whereby all members
489 can concurrently communicate with one another, in accordance with applicable law.
490

- 491 A. Regular Meetings: There shall be four or more regular meetings of the board each year as called by the
492 president upon 20 days' notice.
493
494 B. Special Meetings: A special meeting of the board may be called at any time by the president, or upon the
495 request of four members of the board provided at least 48 hours' notice. Only items that have been noticed
496 shall be considered at a special meeting.
497

498 Section 100. QUORUM AND VOTING: A majority of voting members of the board shall constitute a quorum. A
499 quorum must be present to transact business. A majority of the votes cast is the act of the board unless otherwise
500 noted in these bylaws or prescribed by law.
501

502 Section 110. OFFICERS OF THE BOARD: The officers of the board shall be the president, secretary and
503 treasurer.
504

- 505 A. Election: The officers shall be nominated by the board from among its members and elected by the house as
506 identified in [Chapter VI](#) of the bylaws. Ex officio directors may not serve concurrently as an elected CDA
507 officer, and no director may serve concurrently in multiple officer positions.
508

509 Section 120. ELECTION TO BOARD-DESIGNATED POSITIONS
510

- 511 A. Board-Designated Positions: Applicants for board-elected-positions on councils, committees, and subsidiary
512 and affiliate boards (which are not prescribed to a specific director or officer in these bylaws) shall be subject
513 to the application and election process as set forth in the General Operating Principles. To be eligible, the
514 director's tenure on the board may not expire prior to the term of the elected position.
515

516 Section 130. REPORTS: The board shall identify those matters which are policies for consideration by the House
517 of Delegates. In making such determination, the board shall refer to the powers and duties of the house and board
518 as prescribed in [Chapter IV](#) and [Chapter V](#).
519

520 **CHAPTER VI – ELECTED OFFICERS OF THE ASSOCIATION**

521
522 Section 10. DESIGNATION OF ELECTED OFFICERS: The elected officers shall be the president, secretary,
523 treasurer and speaker of the house.
524

525 Section 20. ELIGIBILITY: Only a dentist member in good standing shall be eligible to serve as an elected officer.
526 The president, secretary and treasurer must be members of the board.
527

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

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

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

538
 539 For the purpose of transition to add the speaker-elect process, the current speaker's term will be extended by one
 540 year through December 31, 2025. The speaker-elect election will occur in 2024, allowing the speaker-elect to
 541 shadow the existing speaker in 2025, before beginning as speaker for the 2026-2028 term. This language shall
 542 be removed from the bylaws as of January 1, 2026.

543
 544 Section 60. VACANCIES: Any vacancy in an elected office shall be filled by the board with a pro tem until a new
 545 officer is elected by the house at the next annual session.

546
 547 Section 70. REMOVAL: Any elected officer may be removed by the house whenever, in its judgment, the best
 548 interests of the association would be served. Two-thirds of the votes cast are necessary for removal from office. In
 549 all such actions, the officer involved, and all members of the house shall be furnished a copy of the statement of
 550 reasons for removal not less than 30 days in advance of the session. These activities shall be conducted during a
 551 closed session.

552
 553 Section 80. DUTIES:

554
 555 A. President: It shall be the duty of the president:

- 556
 557 1. To serve as an official representative of this association to governmental, civic, business and professional
 558 organizations for the purpose of advancing the objectives and policies of this association.
 559
 560 2. To serve as chair of the board and CDAHCI; as a delegate to the ADA house serving on the delegation
 561 steering committee; as a participant of the CDA house; as a member of the Finance Committee and
 562 Government Affairs Council; and as a participant in forums of the association.
 563
 564 3. To call special meetings of the house, the board, and annual forums of specialty organization
 565 representatives.
 566
 567 4. To appoint members of all committees of the house, and guests to councils, committees and boards.
 568
 569 5. To nominate members to fill vacancies on standing councils, committees and boards; nominate chairs of
 570 councils, committees, the board of managers and thirteenth district delegation to the ADA house; and
 571 make appointments to special committees and workgroups for ratification by the board.
 572
 573 6. To attend and submit annual reports to the house on behalf of the board as required in these bylaws.

574
 575 B. Secretary: It shall be the duty of the secretary:

- 576
 577 1. To assist the president as requested.
 578
 579 2. To serve as a member of the board; as a delegate to the ADA house serving on the delegation steering
 580 committee; as an officer of the CDA house; as a member of the Finance Committee and Government

- 581 Affairs Council; and as a participant in forums of the association.
582
- 583 3. To oversee the recording of and certify the report of the transactions of the house, including:
584 a) To record and report the roll call of the house at each session;
585 b) To conduct a hearing on any contest regarding the certification of a delegate or alternate delegate
586 and report its recommendations to the house;
587 c) To supervise the election process; and
588 d) To call a special committee if necessary, to oversee contested elections at the house.
589
- 590 4. To oversee the recording of and certify the report of the transactions of the board and preside over
591 meetings of the board in the president's absence.
592
- 593 5. To receive and review attendance records of meetings of the board, councils, committees, board of
594 managers, board of component representatives and ADA thirteenth district delegation; and to initiate any
595 necessary procedures for the removal of a member from office pursuant to the bylaws.
596
- 597 C. Treasurer: It shall be the duty of the treasurer:
598
- 599 1. To oversee the finances of the association, as chair of the Finance Committee, subject to the direction of
600 the board.
601
- 602 2. To cause the preparation of a proposed annual budget for submission to the board.
603
- 604 3. To attend and submit a comprehensive annual report to the house including all fund balances.
605
- 606 4. To serve as a member of the board, Finance Committee and subsidiary boards; and as a delegate to the
607 ADA house serving on the delegation steering committee.
608
- 609 D. Speaker of the House: The speaker shall preside at the meetings of the house and shall perform such duties as
610 custom and parliamentary procedure require. It shall be the duty of the speaker to prepare the agenda for the
611 House of Delegates for approval by the house. The speaker shall also serve as a delegate to the ADA house
612 serving on the delegation steering committee. The speaker shall be a non-voting participant of the board.
613

614 **CHAPTER VII – APPOINTED OFFICERS**

615
616 Section 10. TITLE: The appointed officers of this association shall be the executive director and editor. The
617 association may have at the discretion of the board, one or more assistant secretaries, one or more assistant
618 treasurers and such other appointed officers as may be designated by the board.
619

620 Section 20. APPOINTMENTS: The executive director and editor shall be appointed or removed by the board.
621 Membership is not a requirement for appointment as executive director. In the event of a vacancy in either
622 position, the president shall appoint a task force to recruit, evaluate, and recommend to the board a candidate to
623 fill the vacancy. In the event of a vacancy in the executive director position, the president may appoint, with
624 ratification by the board, an interim executive director who shall be a member of the executive or senior
625 management teams or an individual who is not currently serving as a volunteer leader of the association, its
626 affiliate, or its subsidiaries.
627

628 Section 30. TERM OF OFFICE AND SALARY: The board shall determine the salary or honorarium and tenure of
629 each appointed officer.
630

631 Section 40. DUTIES: The duties of the appointed officers shall be as follows:
632

- 633 A. Executive Director: The executive director shall be the chief executive of the association, and shall have the
 634 authority to employ, define terms of employment for, and terminate employment of association personnel. The
 635 executive director shall coordinate the activities of all councils and committees, including the preparation of
 636 their reports. The executive director shall communicate regularly with leadership and submit an annual report
 637 to the house. The executive director shall serve as an ex officio participant of the house without the right to
 638 vote. The executive director shall serve as an ex officio member of the board but shall not be present during
 639 deliberation or voting on his or her evaluation and compensation. The executive director shall perform such
 640 other duties as may be assigned by the board
 641
- 642 B. Editor: The editor shall be editor-in-chief of the official publication of the association, the *Journal of the*
 643 *California Dental Association*, and shall exercise full editorial control over such publication. The editor may
 644 appoint an editorial board and associate editors, subject to approval of the board, to advise and assist the
 645 editor. The editor shall serve as an ex officio participant of the house and board. The editor shall submit an
 646 annual report to the house. The editor shall also serve as a delegate to the annual session of the ADA house.
 647

648 **CHAPTER VIII - BOARD OF COMPONENT REPRESENTATIVES**

650 Section 10. COMPOSITION AND ELECTION: The Board of Component Representatives (board of
 651 representatives) shall include one representative member from each component dental society, designated by the
 652 component dental society and ratified by the CDA board. Component dental societies shall provide nominees for
 653 vacant positions to the secretary no later than September 30. Should a component dental society not provide a
 654 nominee for election, the position shall remain vacant for that term. The board of representatives shall include at
 655 least three component executive director participants, nominated by the component executive directors and ratified
 656 by the CDA board.
 657

658 For the purpose of transition, the board of representatives shall include up to 43 members upon its inception, who
 659 were serving as trustees upon dissolution of the board of trustees (excluding any trustee elected to serve as a
 660 director). For component dental societies with two initial members, a designee may be nominated only when both
 661 members complete their terms or otherwise vacate their positions. Following the transition, this language will be
 662 removed from the bylaws.
 663

664 Section 20. QUALIFICATIONS: Members of the board of representatives shall be members in good standing of
 665 their component dental society and the association. Members must have the privilege of attending leadership
 666 meetings of their component dental society and are encouraged to have or be concurrently serving on his or her
 667 component dental society board.
 668

669 Section 30. TERM OF OFFICE: The term of office for a member of the board of representatives shall be two
 670 years. The consecutive tenure shall be three terms. A member may serve a partial term which does not apply
 671 toward tenure. A partial term is less than one-half of a full term. Members who have served a tenure will be eligible
 672 after a break in service of one year.
 673

674 Section 40. CHAIR: The chair of the board of representatives shall be selected by the board of representatives
 675 from among its members and elected by the CDA board. The term of the chair shall be one year, with the tenure
 676 limited by his or her term on the board of representatives. The chair shall serve as ex officio on the CDA board.
 677 The chair shall be ineligible to serve as a delegate or alternate delegate to the house but shall attend the house as
 678 a participant (as a member of the board).
 679

680 Section 50. REMOVAL:

- 681
- 682 A. The president may declare the office of a member vacant for failing or ceasing to meet the eligibility
 683 requirements of office.
 684
- 685 B. The board of directors, by a majority vote, may remove a member for cause, which shall include:

- 686
687 1. Violation of the Code of Ethics;
688
689 2. Failing to timely disclose a conflict of interest;
690
691 3. Engaging in conduct which violates the bylaws, operating principles or standing rules of the association,
692 or which is damaging to the association or its members; or
693 a) Failing to attend, in any 12-month period, fifty percent of regularly scheduled meetings for reasons
694 other than religious observances or the carrying out of work assigned to the member by the board or
695 president, and ADA obligations on councils and committees.
696 b) Upon notice by the component, failure to attend, in a 12-month period, fifty percent of duly noticed
697 component leadership meetings for reasons other than as noted in a) above.
698
699 C. Prior to removing a member for cause, the board of directors shall advise the member of the reason for
700 removal and the member shall be given an opportunity to submit a written or oral statement to the board. If
701 present, the member shall leave the meeting prior to the discussion and vote on the matter.
702

703 Section 60. VACANCY: In the event of a vacancy on the board of representatives, the component shall designate
704 a member to fill the remainder of the unexpired term for CDA board election. In the event such vacancy involves
705 the chair of the board of representatives, the position shall remain vacant until the board of representatives selects
706 and the CDA board elects a replacement.
707

708 Section 70. DUTIES:
709

- 710 A. To represent component perspectives at CDA on issues of membership, component leadership development
711 and governance, and other issues of shared importance to serving members.
712
713 B. To consider proposals and vote on recommendations, for final approval by the CDA board or house.
714
715 C. To consider the board of directors' slate of candidates, to approve or provide an alternate slate for final
716 election by the CDA board.
717
718 D. To serve as an advisory committee to the house, to include reviewing component resolutions and providing
719 input to the author(s) to shape the final recommendation and enhance the effectiveness of house discussions.
720
721 E. To discuss and share best practices amongst components.
722

723 Section 80. MEETINGS, REPORTS AND BUDGET: All meetings shall be held in a single location or by other
724 means whereby all members can concurrently communicate with one another.
725

- 726 A. Regular Meetings: There shall be at least two regular meetings of the board of representatives each year as
727 called by the chair upon two weeks' notice.
728
729 B. Special Meetings: Special meetings of the board of representatives may be called at any time by the chair, or
730 upon the request of 10 members of the board of representatives provided at least 48 hours' notice. Only items
731 that have been noticed shall be considered at a special meeting.
732

733 Members shall be responsible to provide reports to and from their component dental societies. The board of
734 representatives shall submit periodic reports to the CDA board, an annual report to the house, and shall submit a
735 proposed itemized budget to the board.
736

737 **CHAPTER IX – COUNCILS**

738

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

741

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

743

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

745

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

747

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

750

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

755

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

759

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

763

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

767

768 Section 70. REMOVAL:

769

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

772

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

774

775 1. Violation of the Code of Ethics;

776

777 2. Failing to timely disclose a conflict of interest;

778

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

781

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

786

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

- 790
791 Section 80. **VACANCY:** In the event of a vacancy in the membership of any council, the president shall nominate,
792 for board election, a member of the association to fill such vacancy for the remainder of the unexpired term. In the
793 event such vacancy involves the chair of the council, the president shall have the power to appoint an interim chair.
794
- 795 Section 90. **QUORUM AND VOTING:** A majority of the voting members of any council shall constitute a
796 quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the council.
797
- 798 Section 100. **PRIVILEGE OF THE FLOOR:** Council chairs who are not delegates of the house have the right to
799 participate in debate on their respective reports but shall not have the right to vote.
800
- 801 Section 110. **REPORTS AND BUDGET:** Each council shall submit periodic reports to the board, an annual report
802 to the house, and shall submit a proposed itemized budget to the board.
803
- 804 Section 120. **DUTIES:** Each council shall perform those duties as listed below and as assigned by the board.
805
- 806 Section 130. **COUNCIL ON MEMBERSHIP:**
807
- 808 A. Composition: The Council on Membership shall be composed of nine, at least one of whom must be a dentist
809 within his or her first 10 years of practice; nominated and elected as described in [Chapter IX, Section 20](#).
810
- 811 B. Term and Tenure: The term of office shall be two years. The tenure shall be three terms.
812
- 813 C. Duties: The duties of the Council on Membership shall be:
814
- 815 1. To coordinate association membership recruitment and retention activities, including liaison with local
816 components, development of programs/campaigns, recruitment and retention conference and membership
817 marketing.
818
- 819 2. To develop and recommend membership-related policies, including updates to the CDA Membership
820 Policies and Procedures Manual.
821
- 822 3. To recommend, develop, monitor and oversee membership services programs.
823
- 824 4. To develop and monitor all student membership programs.
825
- 826 Section 140. **COUNCIL ON PEER REVIEW:**
827
- 828 A. Composition: The Council on Peer Review shall be composed of 12 members, nominated and elected as
829 described in [Chapter IX, Section 20](#).
830
- 831 B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of three terms.
832
- 833 C. Duties: The duties of the Council on Peer Review shall be:
834
- 835 1. To oversee the peer review system to ensure that component and specialty committees consistently follow
836 the format, policies, and procedures outlined in the California Dental Association Peer Review Manual.
837
- 838 2. To directly manage and oversee the appeals process to ensure that all appeals of the peer review
839 resolutions are objective and fair to all parties involved.
840
- 841 3. To provide information on current peer review issues, policy, and procedural modification to component
842 peer review staff, committee members, and the general membership.

- 843
- 844 4. To review and update the California Dental Association Peer Review Manual and Quality Evaluation
- 845 Manual, as needed.
- 846
- 847 5. To provide regional calibration workshops and training materials for components and specialty committee
- 848 members to ensure uniformity, consistency, timelines, and effectiveness.
- 849
- 850 6. To review and finalize all peer review cases filed throughout the state.
- 851
- 852 7. To promote peer review as a membership benefit.
- 853
- 854 8. To facilitate and maintain communication between component and specialty peer review committees.
- 855

856 Section 150. GOVERNMENT AFFAIRS COUNCIL:

857

- 858 A. Composition: The Government Affairs Council shall be composed of up to 12 members. Ten at-large members,
- 859 at least one of whom must be a dentist within his or her first 10 years of practice, elected by the board. There
- 860 shall be two members concurrently serving on the board: the president and secretary. The CDAPAC chair,
- 861 ADA Council on Government Affairs representative from the thirteenth district who may concurrently serve on
- 862 the CDA board, and the executive director shall serve as ex officio participants.
- 863
- 864 B. Term and Tenure: The term of office for elected members shall be two years. The tenure shall be three terms.
- 865 The term shall begin on December 1 and conclude on November 30.
- 866
- 867 C. Duties: The duties of the Government Affairs Council shall be:
- 868
- 869 1. To initiate legislation on behalf of CDA that implements CDA policies and/or resolutions.
- 870
- 871 2. To review legislation introduced by others and to evaluate its effect on the practice of dentistry and
- 872 Californians' oral health and to establish CDA positions on such legislation.
- 873
- 874 3. To monitor and assess the activities of state regulatory boards and agencies as to their potential impact on
- 875 dentistry and Californians' oral health, and to take appropriate action based on CDA policies and
- 876 resolutions.
- 877
- 878 4. To evaluate the implementation and administration of previously enacted legislation.
- 879
- 880 5. To convey information regarding the council's activities to CDA membership through a system of verbal
- 881 and written communications.
- 882
- 883 6. To make recommendations regarding candidates for appointment to state boards, commissions and
- 884 committees.
- 885
- 886 D. Powers: In addition to any duties assigned to it by the board and the house, the Government Affairs Council
- 887 shall have the authority on behalf of CDA to negotiate and take positions on legislation or governmental
- 888 regulation. All negotiations shall be pursued in such a manner as to reflect the intent and integrity of the
- 889 association and its membership.
- 890

891 Section 160. JUDICIAL COUNCIL:

892

- 893 A. Composition: The Judicial Council shall be composed of a total of 12 members, at least one of whom must be
- 894 a dentist within his or her first 10 years of practice who will be a non-voting member, nominated and elected
- 895 as described in [Chapter IX, Section 20](#).

- 896
897 B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of three terms.
898
899 C. Duties: The duties of the Judicial Council shall be:
900
901 1. To consider proposals for amending the CDA Code of Ethics, and related matters.
902
903 2. To provide advisory opinions regarding the interpretations of the ADA Principles of Ethics and the CDA
904 Code of Ethics.
905
906 3. To consider appeals from members.
907
908 4. To exercise the powers of this association to discipline members, either upon its own initiative or upon
909 request of any component society. Decisions of the council shall be final unless a right of appeal is
910 provided in the Constitution and Bylaws of the American Dental Association.
911
912 5. To act on the recommendation of the Membership Application Review Subcommittee.
913
914 D. Investigating Panels: The chair of the Judicial Council shall appoint an Investigating Panel and designate a
915 chair to investigate the facts in connection with potential disciplinary proceedings. The Investigating Panel shall
916 consist of at least three members of the Judicial Council. The recommendation of the Investigating Panel shall
917 be considered to be the action of the Judicial Council and of this association.
918
919 E. Hearing Panels: In those cases where the Judicial Council initiates disciplinary proceedings, the chair of the
920 Judicial Council appoints a Hearing Panel to hear the charges and render a decision. The Hearing Panel will
921 consist of three members of this association, at least one of whom will be a member of the Judicial Council.
922 The chair of the Judicial Council shall designate the chair of the Hearing Panel and a hearing officer to preside
923 at the hearing, who may be a member of the council. The hearing officer shall conduct the hearing according
924 to established procedures, shall participate in the deliberations of the Hearing Panel, and shall not be entitled
925 to vote. The decision of the Hearing Panel shall be considered to be the decision of the Judicial Council and of
926 this association.
927

928 **CHAPTER X – STANDING COMMITTEES OF THE BOARD**

929
930 The standing committees of the board shall include the finance and audit committees with duties specified below
931 and as additionally established by the board. Additional committees of the board may be established by the board
932 and shall be charged with duties assigned by the board. A member of a standing committee of the board may be
933 removed by the board in the same manner as council members ([Chapter IX, Section 70](#)). Vacancies shall be filled
934 by board election at the next regular meeting, with the elected director completing the remainder of the unexpired
935 term. Directors elected to incompatible positions at the same election shall immediately forfeit one, with the
936 resulting vacancy being filled by a subsequent vote (following the reopening of nominations).
937

938 A majority of the voting members of the committee shall constitute a quorum. A quorum must be present to transact
939 business. A majority of the votes cast is the act of the committee unless otherwise prescribed by these bylaws.
940

941 Section 10. FINANCE COMMITTEE:

- 942
943 A. Composition: The Finance Committee shall be composed of six members. Ex officio members are the treasurer,
944 who serves as chair, president and secretary. Three director members shall be elected by the board.
945
946 B. Term and Tenure: The term of office for director members shall be three years, with tenure limited by service on
947 the board.
948

- 949 C. Duties: The duties of the Finance Committee shall be:
 950
 951 1. To review annually preliminary estimates of income, expenditures and additions to reserves and to review
 952 and submit an annual budget to the board.
 953
 954 2. To oversee and provide guidance concerning investment of reserve funds. The Finance Committee shall
 955 report periodically to the board and annually to the house.
 956
 957 3. To present written reports at least annually to the board.
 958
 959 4. To review and report to the board semiannually, the financial and operational records of all subsidiaries
 960 and affiliates.
 961
 962 5. To conduct an annual review of all employee retirement plans to ensure continued compliance with all
 963 federal laws and regulations.
 964

965 Section 20. AUDIT COMMITTEE:

- 966
 967 A. Composition: The Audit Committee shall be composed of one member of the board and three at-large
 968 members elected by the board. The committee may not include any members of the Finance Committee, or
 969 staff. Individuals are not eligible to serve on the Audit Committee for at least one year following service on the
 970 Finance Committees of CDA, any subsidiary or affiliate, or any subsidiary or affiliate board exercising the
 971 authority of a Finance Committee. The members of the committee may not receive compensation for their
 972 services and may not have a material financial interest in any entity doing business with CDA, its affiliates or
 973 its subsidiaries. The president shall appoint the chair with board approval.
 974
 975 B. Term and Tenure: The term of office shall be two years. The tenure shall be two terms, with director members
 976 tenure limited by service on the board. The eligibility criteria set forth in [Chapter IX, Section 30C](#), shall apply.
 977
 978 C. Duties: The duties of the Audit Committee shall be:
 979
 980 1. To recommend to the board the retention or termination of an independent auditor;
 981
 982 2. To negotiate the compensation of the independent auditor for approval by the board;
 983
 984 3. To confer with the independent auditor to satisfy the committee members that the financial affairs of the
 985 association are in order;
 986
 987 4. To review and determine whether to accept the audit;
 988
 989 5. To approve the performance of any non-audit services by the auditing firm; and
 990
 991 6. To recommend to the board procedures for the receipt, retention, and treatment of complaints regarding
 992 accounting, internal accounting controls, or auditing matters.
 993

994 **CHAPTER XI – STANDING COMMITTEES OF THE ASSOCIATION**

995
 996 Section 10. NAME: The association has a standing committee, the Committee on Volunteer Placement, established
 997 by the house and in addition to duties specified below, shall be charged with duties assigned by the house and
 998 board.
 999

1000 Section 20. MEMBERS: All at-large members of the committee shall be elected by the board unless otherwise
 1001 noted in these bylaws.

- 1002
- 1003 Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws:
- 1004
- 1005 A. All members of the committee must be in good standing.
- 1006
- 1007 B. Members who previously served a tenure on the committee are eligible to serve a full tenure on that committee
- 1008 again following a period of time greater than or equal to one term. Members who do not complete a full
- 1009 tenure are eligible to serve on that committee again only for the number of terms remaining within that tenure.
- 1010 If a period of time greater than or equal to a term intervenes between terms, members are eligible to serve a
- 1011 full tenure.
- 1012
- 1013 Section 40. CHAIRS: One member of each committee shall be appointed chair annually by the president, in
- 1014 consultation with the chair of the Committee on Volunteer Placement and other entities as deemed appropriate, for
- 1015 ratification by the board.
- 1016
- 1017 Section 50. TERM OF OFFICE: The term and tenure for each position is noted in the committee description below.
- 1018 A member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a
- 1019 full term.
- 1020
- 1021 Section 60. REMOVAL AND VACANCY: A member of a standing committee of the association may be
- 1022 removed by the board in the same manner as council members ([Chapter IX, Section 70](#)). In the event of a vacancy,
- 1023 the president shall nominate, for board election, a member of the association to fill the remainder of the unexpired
- 1024 term.
- 1025
- 1026 Section 70. QUORUM AND VOTING: A majority of the voting members of any committee shall constitute a
- 1027 quorum. A quorum must be present to transact business. A majority of the votes cast is the act of the committee.
- 1028
- 1029 Section 80. PRIVILEGE OF THE FLOOR: Committee chairs who are not delegates of the house have the right to
- 1030 participate in debate on their respective reports but shall not have the right to vote.
- 1031
- 1032 Section 90. REPORTS AND BUDGET: The committee shall submit periodic reports to the board, an annual report
- 1033 to the house, and shall submit a proposed itemized budget to the board.
- 1034
- 1035 Section 100. DUTIES: The committee shall perform those duties assigned to it by the board.
- 1036
- 1037 Section 110. COMMITTEE ON VOLUNTEER PLACEMENT:
- 1038
- 1039 A. Composition: The Committee on Volunteer Placement shall consist of nine members: three at-large members
- 1040 who are not members of the board or board of representatives, nominated by the Committee on Volunteer
- 1041 Placement and ratified by the board; three members of the board of representatives, nominated by the board
- 1042 of representatives and ratified by the board; and three members of the board, elected by the board. At-large
- 1043 members must be a former member of the CDA, TDIC/IS, TDSC or Foundation boards, former member of the
- 1044 board of representatives, or former member of a CDA council, committee, task force, workgroup or board of
- 1045 managers.
- 1046
- 1047 B. Restrictions: A member of the Committee on Volunteer Placement:
- 1048
- 1049 1. Shall not be eligible to apply for any positions on councils, committees, or affiliate or subsidiary boards of
- 1050 directors during their tenure, except as an incumbent applying for an additional term for which the
- 1051 member is otherwise eligible.
- 1052
- 1053 2. May apply for an officer position (president, secretary and treasurer positions limited to board members).
- 1054 Any member applying for an officer position shall resign from the committee immediately upon applying.

- 1055
1056 3. May apply for positions on the ADA delegation and ADA councils and committees. Any member doing so
1057 shall recuse himself or herself from the deliberation process related to these positions.
1058
1059 C. Term of Office: The term of office shall be three years. The tenure shall be one term. An individual may remain
1060 on the committee for up to one year following completion of service on the board of representatives.
1061
1062 D. Duties: The duties of the Committee on Volunteer Placement shall be:
1063
1064 1. To accept and review candidate applications for volunteer leadership positions as specified in the General
1065 Operating Principles.
1066
1067 2. To recommend candidates to fill other appointed positions as requested by the president.
1068
1069 3. To maintain a database of volunteers including their current skill sets and experience.
1070

1071 **CHAPTER XII – SPECIAL COMMITTEES**

1072
1073 Section 10. APPOINTMENT AND TERM: Special committees of this association may be created by the
1074 president with ratification of the board, upon request of the house or board for the purpose of performing duties
1075 not otherwise assigned by these bylaws. Such special committees may serve until the end of the calendar year. The
1076 president shall appoint the chair and members of a special committee, for ratification by the board unless a
1077 different method of appointment is specified in the resolution creating such committees. A member of a special
1078 committee may be removed by the board in the same manner as council members ([Chapter IX, Section 70](#)).
1079

1080 Section 20. PRIVILEGE OF THE FLOOR: Chairs of special committees who are not delegates of the house have
1081 the right to participate in debate on their respective reports but shall not have the right to vote.
1082

1083 **CHAPTER XIII – PRINCIPLES OF ETHICS AND JUDICIAL PROCEDURES**

1084
1085 Section 10. PROFESSIONAL CONDUCT OF MEMBERS: The professional conduct of members in all
1086 membership classifications shall be governed by this association's bylaws, the Principles of Ethics and Code of
1087 Professional Conduct of the American Dental Association, the CDA Code of Ethics and the codes of ethics and
1088 bylaws of the component societies where the member practices or conducts or participates in other professional
1089 dental activities.
1090

1091 Section 20. DISCIPLINE OF MEMBERS:

- 1092
1093 A. Conduct Subject to Discipline: Members may be disciplined by the Judicial Council for (1) having been found
1094 guilty of a felony, (2) having been found guilty of violating the Dental Practice Act of the state of California, or
1095 (3) violating the CDA Bylaws, the Principles of Ethics and Code of Professional Conduct of the American
1096 Dental Association, the CDA Code of Ethics or the code of ethics or bylaws of their component society.
1097
1098 B. Disciplinary Penalties: A member may be placed under a sentence of censure, suspension, or may be expelled
1099 from membership for any of the offenses enumerated in [Chapter XIII, Section 20A](#). A member may be placed
1100 under the conditional status of probation following the stay of a penalty of censure, suspension or expulsion.
1101 a) Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular type
1102 of conduct or act.
1103 b) Suspension means all membership privileges, except continued entitlement to coverage under insurance
1104 programs, are lost during the suspension period.
1105 c) Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided
1106 herein.
1107

1108 Probation, to be imposed for a specified period and without loss of rights, may be administratively and
 1109 conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been
 1110 suspended. Probation shall be conditioned upon good behavior. Additional reasonable conditions may be set
 1111 forth in the decision for the continuation of probation. In the event that the conditions for probation are found
 1112 by the society which preferred charges to have been violated, after a hearing on the probation violation
 1113 charges in accordance with **Chapter XIII, Section 20C**, the original disciplinary penalty shall be automatically
 1114 reinstated; except that when circumstances warrant the original disciplinary penalty may be reduced to a
 1115 lesser penalty. There shall be no right of appeal from a finding that the conditions of probation have been
 1116 violated.

- 1117
- 1118 C. **Disciplinary Proceedings:** Disciplinary proceedings may be initiated only by the Judicial Council, either upon
 1119 its own initiative or upon request of any component society. A component society shall refer disciplinary
 1120 matters to the Judicial Council with a request that said council initiate disciplinary proceedings. In the event
 1121 that the Judicial Council declines to initiate the requested disciplinary proceedings, the council shall promptly
 1122 notify the component society. Before a disciplinary penalty is invoked against a member, the following
 1123 procedures shall be followed by the body preferring charges:
- 1124
- 1125 1. **Hearing:** The accused member shall be entitled to a hearing at which they shall be given the opportunity to
 1126 present a defense to all charges. Accused members may represent themselves, be represented by another
 1127 member, or be represented by legal counsel. Members shall bear all costs for representation.
 1128
 - 1129 2. **Notice:** The accused member shall be notified in writing of charges and of the time and place of the
 1130 hearing, such notice to be sent by certified letter and mailed not less than 21 days prior to the date set for
 1131 the hearing.
 1132
 - 1133 3. **Charges:** The written charges shall include an officially certified copy of the alleged conviction or
 1134 determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been violated
 1135 and shall include a description of the conduct alleged to constitute each violation.
 1136
 - 1137 4. **Decision:** Every decision which shall result in censure, suspension, or expulsion shall be documented, and
 1138 shall specify the charges made against the member, the facts which substantiate any or all of the charges,
 1139 the verdict rendered, and the penalty imposed. A notice shall be mailed to the accused member about the
 1140 right to appeal. Within 10 days of the date on which the decision is rendered, a copy shall be sent by
 1141 certified mail to the last known address of each of the following parties: the accused member, the
 1142 secretary of this association, the chair of the Judicial Council, and to the executive director and chair of the
 1143 Council on Ethics, Bylaws and Judicial Affairs of the ADA.
 1144
- 1145 D. **Appeals:** A member, under sentence of censure, suspension or expulsion, shall have the right to appeal a
 1146 decision of the Judicial Council, or Hearing Panel thereof, to the Council on Ethics, Bylaws and Judicial Affairs
 1147 of the ADA, in accordance with the Constitution and Bylaws of the American Dental Association.
 1148
- 1149 E. **Non-Compliance:** In the event of a failure of technical conformance to the procedural requirements, the agency
 1150 hearing the appeal shall determine the effect of technical nonconformance.
 1151

1152 **CHAPTER XIV – CDA PRESENTS BOARD OF MANAGERS**

1153

1154 **Section 10. COMPOSITION:** The CDA Presents Board of Managers (board of managers) shall be composed of
 1155 between 16 and 17 members: 13 manager members, one or two associate members, one new dentist member
 1156 within his or her first 10 years of practice, and the executive director who shall be the vice chair and ex officio
 1157 voting member. Manager, associate and new dentist members shall be elected by the board, using specific criteria
 1158 and qualifications established by the board of managers.
 1159

1160 Section 20. TERMS AND TENURE:

- 1161
- 1162 A. The term of office for manager members shall be three years. The lifetime tenure shall be five terms. Terms do
1163 not have to be served consecutively to count towards tenure. A manager member may serve a partial term
1164 which does not apply toward tenure. A partial term is less than one-half of a full term.
- 1165
- 1166 B. The term of office for associate members shall be one year. The tenure shall be two terms. An associate
1167 member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a
1168 full term. An associate member may not have previously served as a manager member and may not have
1169 previously served more than one term as an associate. The number of associate members shall be determined
1170 by the board of managers and communicated to the Committee on Volunteer Placement annually.
- 1171
- 1172 C. The term of office for the new dentist member shall be one year. The tenure shall be two terms. A new dentist
1173 member may serve a partial term which does not apply toward tenure. A partial term is less than one-half of a
1174 full term. A new dentist member may not have previously served as a manager member or associate member
1175 and may not have previously served more than one term a new dentist member. There shall be one new dentist
1176 member.
- 1177
- 1178 D. A member of the board of managers may be removed by the board in the same manner as council members
1179 ([Chapter IX, Section 70](#)).
- 1180

1181 Section 30. DUTIES: The board of managers shall establish a mission statement and manage the development and
1182 implementation of all scientific sessions.

1183

1184 Section 40. ANNUAL REPORT AND BUDGET: The board of managers shall submit periodic reports to the
1185 board, annual reports to the house, and shall propose an itemized budget annually to the board.

1186

1187 **CHAPTER XV – FINANCES**

1188

1189 Section 10. FISCAL YEAR: The fiscal year of the association shall begin January 1 of each calendar year and
1190 end December 31 of that year.

1191

1192 Section 20. GENERAL FUND: The General Fund shall consist of all monies received other than those specifically
1193 allocated to other funds. The General Fund may be divided into operating and reserve funds at the direction of the
1194 board.

1195

1196 **CHAPTER XVI – DELEGATES TO THE AMERICAN DENTAL ASSOCIATION**

1197

1198 Section 10. COMPOSITION: The CDA-elected delegation to the ADA house of delegates (also known as the
1199 thirteenth district delegation) shall consist of the number of delegates allocated to this association by the ADA. Ex
1200 officio delegates are the members of the board (excluding the executive director), speaker, editor and subsidiary
1201 chairs. Should any of the ex officio delegates be unavailable or unqualified to serve, their position will be filled in
1202 accordance with vacancy procedures as set forth in Section 30. Additionally, the delegation shall be comprised of
1203 a reasonable number of alternate delegates who shall be nominated and elected as set forth in Section 40.

1204

1205 Section 20. QUALIFICATIONS: Delegates and alternate delegates must be members in good standing.

1206

1207 Section 30. TERM AND TENURE: The term of office for delegates and alternate delegates is one year. An
1208 unlimited number of terms may be served.

1209

1210 Should any delegate position be vacated, the president shall replace the delegate from the list of alternate
1211 delegates. Should any alternate delegate position be vacated, it may remain unfilled, or the president, in
1212 consultation with the chair of the committee on volunteer placement, the thirteenth district trustee, and the

1213 delegation chair, shall appoint a replacement with ratification by the board.

1214

1215 Section 40. NOMINATION AND ELECTION: Candidates for delegates and alternate delegates shall be elected
1216 by the board. Additional nominations for candidates for election as delegates and alternate delegates may be
1217 made as provided in the General Operating Principles.

1218

1219 Section 50. REMOVAL: Delegates may be removed by the board in the same manner as council members
1220 (Chapter IX, Section 70).

1221

1222 Section 60. DUTIES: The delegates shall be the official representatives of CDA in the ADA House of Delegates.

1223

1224 **CHAPTER XVII – AFFILIATES AND SUBSIDIARIES**

1225 This association may create affiliates and subsidiaries, both nonprofit and for-profit, as it deems appropriate to
1226 conduct programs and activities of this association.

1227

1228 Section 10. AFFILIATES:

1229

1230 A. CDA Foundation: This association shall maintain the CDA Foundation, a nonprofit public benefit corporation,
1231 organized and operated exclusively for charitable and educational purposes within the meaning of Section
1232 501(c)(3) of the United States Internal Revenue Code.

1233

1234 1. Purpose: The purpose of this affiliate is to receive grants, donations and contributions and to allocate funds
1235 to promote and advance oral health research, to educate the public regarding oral health-related issues,
1236 and to support other charitable and educational projects relating to the oral health of Californians,
1237 pursuant to its tax-exempt purpose.

1238

1239 2. Reports: The CDA Foundation shall submit periodic reports to the CDA board and shall present an annual
1240 report to the house.

1241

1242 Section 20. SUBSIDIARIES:

1243

1244 A. Subsidiaries: The association shall create and maintain subsidiaries as it deems necessary. A subsidiary shall
1245 comply with the following requirements unless preempted by law, regulation, order or other regulatory
1246 directive.

1247

1248 1. Composition of the Board of Directors: The board of directors of each subsidiary having more than one
1249 director, shall include at least one director in each of the following categories: at-large, non-member/non-
1250 employee, and the CDA executive director. The subsidiary board shall also include as directors two CDA
1251 directors, one of whom shall be the CDA treasurer.

1252

1253 The subsidiary board shall also include the president/chief executive officer as ex officio, without the right
1254 to vote. The immediate past chair shall be selected to serve on the subsidiary board of directors for an
1255 additional year as ex officio, without the right to vote. If the CDA executive director is serving as president
1256 and chief executive officer of a subsidiary, he or she shall be a member of the board of such subsidiary ex
1257 officio, without the right to vote.

1258

1259 2. Term and Tenure: The term and tenure of office for directors of the subsidiary companies shall be
1260 established within the bylaws of the subsidiaries. Unless otherwise provided in those bylaws, ex officio
1261 and CDA director terms shall not be considered in the calculation of tenure. The CDA executive director
1262 and the president/chief executive officer serve on the subsidiary boards without term limitation.

1263

1264 3. Administration: The chief executive officer of a subsidiary company shall report to the chair of the board of
1265 CDAHCI. The chair, or a representative appointed by the chair, shall in turn present periodic reports of the

1266 activities of the subsidiary companies to the CDA board, and shall present an annual report to the house.

1267

1268 B. CDA Holding Company, Inc. (CDAHCI):

1269

1270 1. Purpose: This association shall establish CDAHCI for the purpose of holding the shares of each of the
1271 subsidiary companies created by the association, electing the subsidiary companies' boards of directors
1272 and receiving dividends from the subsidiaries. The board of directors of CDAHCI shall establish such
1273 policies and procedures as it deems reasonable for the administration of CDAHCI and its subsidiary
1274 companies.

1275

1276 2. Administration: The chief executive officers of each of the subsidiary companies shall report to the chair of
1277 the board of CDAHCI who also sits as a member of the CDA board.

1278

1279 3. Composition of the Board of Directors: The board of directors of CDAHCI shall be composed of four
1280 members. Ex officio members are the CDA president, who shall serve as chair, CDA treasurer and CDA
1281 executive director. A CDA director who is not an officer and who does not serve on a subsidiary board,
1282 shall be nominated by the CDA board and elected by the shareholder of CDAHCI. If the CDA executive
1283 director is serving as president and chief executive officer of any subsidiary, he or she shall be a non-
1284 voting member of the CDAHCI board.

1285

1286 4. Term and Tenure: The term of office for the director member shall be one year. The tenure shall be six
1287 terms, with tenure limited by service on the board.

1288

1289 5. Election and Removal of Subsidiary Company Board Members: CDAHCI, as shareholder of the subsidiary
1290 companies, shall elect, by act of its board of directors, the directors of each of the subsidiary companies
1291 by voting the shares of the subsidiary company in favor of the candidates recommended by the board or
1292 such other candidates as the board of directors of CDAHCI deems appropriate.

1293

1294 CDAHCI, as shareholder of the subsidiary companies, may remove and replace any subsidiary company
1295 board member in accordance with procedures established by it.

1296

1297 6. Dividends: Dividends received by CDAHCI may be held and invested. Dividends deemed reasonable and
1298 prudent by the board of directors of CDAHCI may be declared to this association.

1299

1300 **CHAPTER XVIII - AMENDMENTS TO BYLAWS**

1301

1302 These bylaws may be amended at any session of the house by two-thirds of the votes cast, provided that the
1303 proposed amendment shall have been distributed to the delegates at least 30 days prior to an annual session of
1304 the house at which such proposal is to be considered or as part of the meeting notice of a special session.