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General Operating Principles
March 2024

I. INTRODUCTION

The following rules shall apply to all volunteer groups of the California Dental Association (CDA or association) as defined in Section II below. The relevant provisions of the bylaws governing these bodies are referenced herein.

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

II. DEFINITIONS OF VOLUNTEER GROUPS

A. House of Delegates: The House of Delegates (house) is vested with the responsibility for strategic direction on matters of dental policy and practice and represents all the members of the association. The house consists of 200-210 delegates from component societies and one delegate from each California dental school.

B. Board of Directors: The Board of Directors (board) is the managing body of the association and is vested with the fiduciary duties for the organization, including responsibility for oversight of strategic plan implementation, fiscal management, and governance oversight. The powers and duties of the board are described in detail in the CDA Bylaws.

C. Board of Component Representatives: The Board of Component Representatives (board of representatives) is a representative body of chartered component dental societies of the association, vested with fostering the flow of information between the dental societies and association, and representing component perspectives on matters of shared importance to serving members. The board of representatives includes up to one member from each component dental society. (Bylaws, Chapter VIII)

D. Councils and Standing Committees of the Association: Councils and standing committees of the association are established by the house and are overseen by the board in accordance with the bylaws. (Bylaws, Chapter IX and Chapter XI)

E. Standing Committees of the Board: The standing committees of the board shall be established by and serve at the direction of the board. With the exception of the Audit Committee, the composition is exclusively members of the board. (Bylaws, Chapter X)

F. Committees of the House: The committees of the house shall be established by and serve at the direction of the house. The composition is delegates and officers of the house. (Bylaws, Chapter IV, Section 110)

G. Special Committees: Special committees 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 defined in the bylaws. The composition includes CDA members based on specific expertise or other criteria dependent upon the nature of the committee. A special committee may serve until the end of the calendar year. (Bylaws, Chapter XII)

H. Task Forces: Task forces serve in an advisory capacity and may be established by the president, board or house. The purpose of a task force is to complete a specific project. A task force may include individuals who are not members of the association. The president shall appoint the chair and other members of a task force based on specific expertise and relationships with other volunteer groups as appropriate to the project, in consultation with the Committee on Volunteer Placement and ratification by the board. A task force may serve until the end of the calendar year.
I. **Board of Managers:** The Board of Managers (BOM) is established by the house and overseen by the board. The BOM manages the development and implementation of all scientific sessions. (Bylaws, Chapter XIV)

J. **Subcommittees/Workgroups:** Each volunteer group may establish subcommittees and workgroups in accordance with its needs. Upon appointment, a list of such groups shall be reported to the CDA secretary. The structure and composition of each group shall be reported to the executive director upon its establishment.

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

A workgroup is established by a volunteer group chair and serves at the direction of that body.

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

III. **VOLUNTEER DISCLOSURE OF CONFLICTS OF INTEREST**

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

IV. **LEADERSHIP APPLICATION AND SELECTION PROCESS**

A. **Authority:** The bylaws and General Operating Principles shall together specify the nomination and election or appointment process for all volunteer groups.

B. **Procedure:** The following shall govern the leadership application and selection procedure for positions nominated or elected by CDA and its affiliate and subsidiary companies:

1. The Committee on Volunteer Placement (CVP) reviews and revises application process, forms and deadlines for nomination to elective positions through which CVP provides recommendations or as requested by the board.

2. CVP develops applications and makes candidate recommendations, and the board recruits’ candidates for positions. This provision shall not preclude other leaders of CDA, component dental societies, affiliates or subsidiaries, from recruiting candidates for consideration of open positions.

3. A member of CVP:
   - 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.
   - 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.
   - May apply for positions on the ADA delegation (delegate or alternate) and ADA councils and committees.
   - A CVP member shall not be involved in the deliberations relating to his or her application. (Bylaws, Chapter XI, Section 110)

4. CVP forwards all eligible officer candidates to the board. CVP suggests and forwards one candidate per position to the board for all other positions.
C. Selection Process for Leadership Positions

1. Candidates for the following positions are proposed by CVP, considered by the board of representatives and elected by the board:
   - At-large directors of the CDA Board of Directors

2. Candidates for the following positions are proposed by CVP and elected by the board:
   - At-large members of councils and standing committees of the association and board. At-large members of CVP may not be a board or board of representatives member, and must be a former member of the CDA, TDIC/IS, TDSC or Foundation boards, former member of the board of representatives, or former chair of a CDA council, committee, task force, workgroup or board of managers.
   - At-large and associate directors of the CDA Foundation Board of Directors
   - CDA Presents BOM manager and new dentist members
   - Thirteenth District Delegation to the ADA house (delegates and alternate delegates)
   - Leadership Discovery Program participants

3. Unless otherwise specified, candidates for the following positions are appointed by the president and ratified by the board:
   - Members of special committees and task forces

4. Candidates for the following positions submit their application to CVP for confirmation of eligibility, and are elected as noted:
   - CDA board director liaisons to councils, the CDA Foundation Board of Directors, and standing committees of the association and board - directors indicate their interest in available liaison positions. The president, in consultation with the CDA executive director and secretary recommend a slate of candidates for election by the board.
   - CDA board director liaisons to subsidiary boards - directors indicate their interest in available liaison positions. The president, in consultation with the CDA executive director and secretary recommend a slate of candidates for nomination by the board and election by the shareholder of the subsidiary boards.
   - CDA Presents BOM associate members - eligible candidates are forwarded to the CDA Presents BOM for selection, and election by the board.
   - CDA board director of the CDA Holding Company, Inc. – nominated by the board and elected by the shareholders of the CDA Holding Company, Inc.

5. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible candidates are forwarded to the subsidiary boards, which proposes a slate of candidates for nomination by the CDA board and election by the shareholder of the subsidiary boards:
   - At-large directors of subsidiary boards

6. Candidates for the following positions do not submit their applications through CVP, but are proposed by the subsidiary board as part of the candidate slate, nominated by the CDA board and elected by the shareholder of the subsidiary boards:
   - Public (non-dentist non-employee) directors of subsidiary boards

7. Candidates for the following positions do not submit their applications through CVP, but are proposed by the affiliate and elected by the CDA board:
   - Public (non-dentist non-employee) directors of affiliate boards
   - Members of the affiliate audit committee

8. Candidates for the following positions are designated by the component dental societies and ratified by the board:
   - Members of the board of component representatives
9. Candidates for the following positions are nominated by the board of representatives and ratified by the CDA board:
   - Board of representatives’ member of CVP

10. Candidates for the following positions submit their application to CVP for confirmation of eligibility, are nominated by the board, selected by the house, and elected by the ADA House of Delegates. No person may be nominated for the position of thirteenth district trustee if they have previously served in that position. Additional campaign information can be found in Section 13 below:
   - Thirteenth District Trustee

11. Candidates for the following positions submit their application to CVP for confirmation of eligibility, are nominated by the board (from among the members of the board) and elected by the house. Additional campaign information can be found in Section 13 below:
   - Officers: President, Secretary, and Treasurer

12. Candidates for the following position submit their application to CVP, are nominated by the board and elected by the house the year prior to the expiration of the incumbent speaker’s term. Additional campaign information can be found in Section 13 below:
   - Speaker of the House

13. Campaigning for Officer, Speaker of the House and Thirteenth District Trustee Positions
   a. Candidates who submit their application to CVP for officer, speaker of the house and thirteenth district trustee positions may send a letter directly to the CDA president and board summarizing the basis for the candidate’s interest in and qualifications for the position. Candidates may request a list of board member email addresses in which to send their candidacy letter. Other campaigning shall not be permitted by email or mail.
   b. All candidates who submit their applications within the parameters of the CVP process will be given the opportunity to speak to their qualifications and platforms at the board meeting. Each candidate may be interviewed by the board to assess qualifications.

D. Board Elected Positions

1. For each applicant who applies by the application deadline, the following material shall be submitted to the board for review prior to the election:
   - Description of the open positions
   - List of all eligible applicants
   - Upon request of the board, the application material collected for each eligible candidate

2. Candidates shall recuse themselves from voting for the positions to which they are seeking election.

3. The CDA secretary shall oversee the election at meetings of the board in accordance with the following procedures, unless the secretary is running for an open position, in which the president shall conduct the elections:
   a. When the number of candidates equals the number of positions available, such candidates or slate shall be declared elected.
   b. When the number of candidates is greater than the number of positions available, the secretary shall conduct an election by ballot (written, electronic or otherwise, as consistent with voting practices of the...
board). Candidates must receive a majority of the votes cast to be elected. The results of each vote taken shall be revealed to the board during the voting process.

i. In the event no candidates for such positions receive a majority of the votes cast on the first ballot, the candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until the appropriate number of candidates has received a majority of the votes cast. If there is no change to the vote after a subsequent ballot, the names of all remaining candidates will be forwarded to the house for a contested election.

ii. If voting is held for open positions on a committee where there are different terms or if a newly created committee calls for staggered terms and a slate is not proposed by the nominating entity, the candidate with the greatest number of votes shall serve the longest term for which he or she is eligible. If successful candidates receive an equal number of votes on the same ballot, those candidates shall draw lots to determine the order in which their terms are assigned.

E. House Election Procedures

1. When there is only one candidate for a position or an equal number of candidates for the number of positions available, such candidate(s) shall be declared elected or selected by the speaker.

2. A person who has not been brought forward to the house by nomination from the board must notify the speaker in writing of their intention to run at the house at least 20 days before the house. Nominating petitions containing signatures of no less than 25 delegates must be presented to the secretary prior to the session of the house in which elections will occur. Early announcement of candidacy will allow all interested parties equal accessibility to delegates prior to the house.

3. Campaigning for candidates other than through the established CDA mechanism mentioned in this document is not permitted. Campaigning includes the personal appearance of a candidate or his/her representative for the purpose of promoting the candidate at professional functions (including component dental society meetings) and/or separate and personal mailings directed at board, delegates and alternate delegates unless otherwise noted in this document. Candidates will not be allowed to open hospitality suites.

4. The secretary shall provide facilities for voting. All candidates who have not been declared elected or selected by the speaker shall be elected or selected by a majority of the house. Contested elections are held under the supervision of an ad hoc house committee appointed by the secretary as needed.

5. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until a single candidate has received a majority of the votes cast for each position. In the event no candidate receives a required majority nor does a candidate receive the fewest number of votes, each candidate will be allowed to address the house once for an additional three minutes, and the ballot will be repeated. Balloting will be repeated until a candidate has received a majority of the votes cast. The CDA secretary shall announce the result of each vote after it has been taken, including the tally received by each candidate, if subsequent ballots are necessary, names of candidates on the subsequent ballots, and, upon election of a candidate, that a candidate has been elected.

6. Officer and Thirteenth District Trustee Guidelines for Contested Elections and Selections at the House

a. CDA will provide each candidate for officer and thirteenth district trustee positions the opportunity to send a one-page letter to delegates, informing them of the candidate’s goals, background, experience, etc. A copy of the application packet will be included with house materials following notification of a
b. Each candidate for officer and thirteenth district trustee positions will be invited to deliver an address of
up to five-minutes during the house. Candidates will be expected to deliver this speech personally.

c. Candidates for officer and thirteenth district trustee positions in contested elections and selections may
speak at component caucus meetings (upon invitation of the component or group) held in conjunction
with
the house or at a designated forum for presenting his or her platform as coordinated by the secretary.

V. SANCTIONS

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

VI. REMOVAL FROM OFFICE

A. Board of Directors: Members of the board may be removed as described in the CDA Bylaws (Chapter V,
Section 50). Removal from the board shall automatically remove the individual from all related designated
positions on councils, committees, and subsidiary and affiliate boards.

B. Officers: Removal of officers may be done by the house as described in the CDA Bylaws (Chapter VI, Section
70). Removal from an officer position does not constitute removal from the board unless further action is taken
by the board in accordance with the bylaws.

C. Council, Committee, Board of Managers, Board of Representatives and ADA Delegates: Members of councils,
standing committees, board of managers, board of representatives and ADA delegates may be removed from
office as described in the CDA Bylaws (Chapter IX, Section 70).

D. Procedures: Removal procedures shall abide by the procedures outlined in the bylaws. In considering removal
for reasons of participation, the secretary shall review attendance reports provided by each volunteer body
regularly and, when necessary, initiate removal proceedings through the board. The member shall be notified of
the reason for removal and the date in which the removal will be considered by the board. For members of the
board of representatives, the secretary shall notify the executive director or president of the represented
component in addition to the member. The member shall be provided the opportunity to submit a written or oral
statement for consideration in closed session and be recused from additional consideration and any vote.

VII. MEETINGS

A. Types of Meetings

1. Regular Meetings: Each volunteer group shall hold at least one meeting annually. All meetings shall be held
in a single location or by other means whereby all members can communicate concurrently with one
another, in accordance with applicable law.

2. Special Meetings: Special meetings of any volunteer group may be called at any time by the chair or upon
request of a majority of the members of that group, unless a different number is specified in the CDA
Bylaws, provided at least 48 hours’ notice. Only items that have been noticed shall be considered at a
special meeting.
Special meetings of the house of delegates may be called in accordance with the procedure set forth the CDA Bylaws, Chapter IV, Section 80.

B. **Quorum**: A majority of the voting members of any volunteer group shall constitute a quorum. No actions may be taken by a volunteer group without a quorum, except to adjourn. Discussions and reports may be heard.

C. **Agenda**: The following provisions regarding the agenda apply to all volunteer groups.

1. The agenda shall be established by the chair. Copies of agendas and associated meeting materials shall be sent in advance to all members of the volunteer group.

2. The order of business for all meetings shall be determined by the chair.

3. The volunteer group or the chair, with permission of the group, shall have the authority to deviate from the order and timing published on the agenda as needed to facilitate business.

4. Items not on the agenda shall require approval of a majority of the members present and voting prior to consideration as new business unless otherwise prescribed by the bylaws, these GOPs or law.

D. **Voting**: A majority of the votes cast shall be required to take action unless otherwise provided in the bylaws. Final vote totals shall be recorded.

E. **Material**: For volunteer group recommendations that have policy implications, all relevant background information should be provided to the board and house in a timely manner and relevant options for actions should be presented.

F. **Minority Reports**: Reasonable effort should be made by the members of a volunteer group to reach agreement on issues. If this is not possible, the background material of the item should capture the full range of the discussion including the full scope of opinions held by the group. Minority reports may be created.

G. **Minutes**: It shall be the duty of the chair or secretary for all councils, committees and boards to record the minutes of all meetings and to provide copies to members of the volunteer group before the next meeting. The minutes shall be approved at the next meeting. After approval, minutes of all meetings shall be posted on the CDA website for one year and accessible to members upon request following one year.

H. **Recordings**: Meetings may not be recorded by members or guests. Staff may record meetings for purposes of transcription (such as in the house) or minutes. Recording meetings for other purposes (such as presentations to be shared) may be done by staff at the direction and approval of the volunteer group. All recordings and their subsequent distribution and destruction shall be coordinated with legal counsel.

I. **Parliamentary Procedures**

1. **Suspension of Rules**: A motion to suspend rules is an incidental motion that permits a volunteer group to vote to suspend procedural rules that interfere with the accomplishment of a particular action. Rules may be suspended only for a specific purpose and for the limited time necessary to accomplish the proposed action. This rule shall not be suspended.

2. **No Seconding of Motions**: Following the proper movement of a motion, a second is not required.

3. **Adopt in Lieu of**: Adopt in lieu of is not an acceptable motion. All motions that are offered as substitutions will be considered for substitution before they are acted upon.
4. **Table Indefinitely:** The motion to table indefinitely will not be used. All items of business that are on the agenda for any given meeting will be considered and disposed of in that meeting.

5. **Straw Votes:** Straw votes are not consistent with parliamentary law and shall not be done.

J. **Closed Session:** A closed session is any meeting or portion of a meeting with limited attendance in order to consider a confidential matter. A closed session will be held upon a majority vote of the members present and voting. Refer to the operating principles for specific volunteer groups below for the individuals who are permitted to remain in closed session for that group. The volunteer groups may invite any other persons to remain during closed session by a majority vote and with the advice of legal counsel. Any member who breaches confidentiality shall be in violation of the CDA Code of Ethics and is subject to discipline.

The four subject areas appropriate for a closed session are:

1. **Legal Matters:** Confidential communications between clients and attorneys require closed session in order to maintain attorney-client privilege. Such matters could include litigation, strategy or reports on lawsuits and contract terms.

2. **Personnel Matters:** It is appropriate to exclude staff from a discussion of personnel matters when such discussions involve evaluation of performance or other material that would be inappropriate to discuss with staff members present.

3. **Business Secrets:** Discussion of information about business practices (for example, setting insurance product rates, or discussing trade secrets) may require closed sessions.

4. **Other Occasions Calling for Closed Session:** The three instances outlined above cover most situations in which a closed session might be necessary. From time to time, however, sensitive material may arise that should not be widely publicized. All volunteer groups should be guided by a sense of discretion in determining what information should be made public and what information should remain confidential. Although the general rule is that proceedings should be characterized by openness rather than secrecy, there will always be times in which members must decide to maintain certain information in confidence.

**VIII. REIMBURSEMENT OF EXPENSES**

A. **General Expenses:** The general expenses of volunteer group members shall be reimbursed in accordance with CDA policy. All requests for reimbursement must be submitted on official forms.

B. **Reimbursement of Travel and Maintenance Expenses:** It is the general policy to provide reimbursement for travel and maintenance expense for all personnel on official business for the association on the basis of the most direct and inexpensive method of travel; funds available in the budget; the completion of signed reimbursement requests approved by a proper authorizing official; and compliance with the following rules:

1. **Basis of Reimbursement:** Members of volunteer groups and other individuals traveling officially for the association shall be remunerated on the following formula when on official business of the association: the IRS standard mileage rate at the time of travel (e.g., office to place of meeting or airport), airfare, and current per diem. The per diem is intended to defray all out-of-pocket expenses for gratuities and meals. All flight and hotel arrangements will be made and paid by CDA.

2. **Reimbursement from More than One Source:** Reimbursement shall not be made by the association when reimbursement is made for the same expense by any other agency or organization.
3. **Reimbursement for Attendance at the House of Delegates:** Reimbursement for transportation and lodging expenses related to the house shall be made only to the board and chairs or his or her designee unless otherwise directed by the board.

4. **Reimbursement for Conferences and Other Events:** Reimbursement for transportation and lodging related to conferences and other events shall not be made unless such expenses were approved prior to attendance and are within the approved budget or approved by the executive director.

**IX. PUBLIC STATEMENTS**

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

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

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

**X. RELATIONS WITH OTHER ORGANIZATIONS AND AGENCIES**

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

**XI. HOUSE OF DELEGATES**

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

B. **General Information for Delegates and Alternates:** The house normally meets once a year to consider and legislate on many matters. The following information describes the organization and operation of the house. This material will give a delegate a more informed view of the activities which lead to establishment of the policy of the association.

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

2. **Admission Cards for Delegates:** Each delegate will receive an admission card for each meeting of the house. The card should be presented to the doorkeeper for each meeting for admission to the floor of the house. The loss of admission cards should be reported promptly to staff.
3. **Seating of Alternate Delegates**: If a delegate cannot attend a meeting of the house, he or she should surrender the admission card to staff for the meeting or meetings not attended in order for the alternate delegate to apply for credentials.

4. **Access to Floor**: Access to the floor of the house is limited to the delegates, members of the board, the editor and speaker of the house, past presidents of this association, council, committee and subsidiary/affiliate board chairs, members of councils, committees and subsidiary/affiliate boards when requested by chairs, one representative from each of the ADA recognized specialty organizations who is a CDA member, executive directors of component societies, the designated ADHP guests of the house, and CDA staff.

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

5. **Visitors at the House**: Visitors may attend meetings of the house but are not permitted access to the floor. They are seated in the visitors’ section.

6. **House Meetings**: The house shall meet annually on a day or days specified by the board. The notice of the annual session shall be sent to all delegates and alternate delegates at least 60 days in advance. Reference committee hearings will be held at a time and place designated by the Speaker of the House (speaker). All members of the association may attend the hearings of the reference committees.

7. **House Materials**: House agendas, proposed resolutions and other materials are made available on the CDA website. All house attendees and general members may access these materials using their CDA login.

Materials for the house will be provided as information is available. Materials will include annual reports of officers, councils and committees and resolutions to be considered.

8. **Distribution of Materials at the House**: No materials may be distributed at the house without obtaining permission from the speaker. Material to be distributed must relate to subjects and activities that are proposed for house action or information.

9. **Leadership Recognition**: Newly elected officers and CDA leaders will be recognized at the house, in accordance with the CDA Bylaws.

10. **Component Responsibilities**:

   a. Although CDA will recognize the achievements of CDA leadership, components will not be given an opportunity to make special presentations during the house meeting or during social events.

   b. Components are encouraged to recognize their leadership at membership or social functions sponsored by the component within their jurisdiction.

   c. Separate receptions or open suite festivities during the house in honor of outgoing leadership are discouraged.
11. **American and Californian Flags**: The American and Californian flags are to be displayed on the podium during all in-person sessions of the house. The Pledge of Allegiance will be included in the opening ceremony of each house meeting, led by a person designated by the speaker.

C. **Operation of the House of Delegates**

1. **Officers**: The house has two officers: the speaker and the secretary. The speaker is elected every two years by the house. The secretary is the secretary of the association. In the absence of the speaker, the president shall appoint a speaker *pro tem*. In the absence of the secretary, the speaker shall appoint a secretary *pro tem*. The speaker presides at all meetings and the secretary serves as the recording officer and custodian of records.

2. **Duties of the House**: The house elects the elected officers of the association and selects the thirteenth district trustee nominee. The powers and duties of the house are described in detail in the CDA Bylaws.

3. **Resolutions and Reports**:

   a. The component societies, delegates, councils, committees, the board of representatives, the CDA Presents BOM, task forces, subsidiaries and affiliates, and the board may submit resolutions to the house. Occasionally, the house will receive a recommendation on a resolution from an outside organization, such as a specialty group in the field of dentistry or from a civic or philanthropic organization. Acceptance of such resolutions for consideration by the house will be determined by the speaker subject to the approval of the house.

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

D. **Procedures of the House of Delegates**

1. **Seating of Delegations**: The component society delegations shall be seated in accordance with a rotational plan.

2. **Identification of Speakers**: All speakers on the floor of the house shall state the CDA positions currently held and identify themselves by name and relevant position.

3. **Speaking Privileges**: The right to speak to issues before the house is held, in addition to delegates, by the board, past presidents of the association, one representative from each of the ADA recognized specialty organizations who is a CDA member, and the designated ADHP guests of the house. Chairs and members of councils and committees shall have the right to participate in debate on their respective reports. Executive directors of component societies, members of CDA staff, and others may be privileged to speak when called upon as a resource.

4. **Parliamentarian**: The speaker shall ensure that the house has a parliamentarian at each session. The speaker may fill that role or appoint a parliamentarian.

5. **Agenda and Priority Agenda**: The proposed agenda for the house is prepared by the speaker of the house. A priority agenda and a consent agenda are prepared by the speaker in consultation with the reference committee chairs. Any delegate may remove any resolution from the consent agenda. Resolutions not requiring bylaws amendments 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. 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 the bylaws (Chapter XVIII). 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.

6. Referral of Reports and Resolutions: The speaker shall prepare and provide a list of referrals of reports and resolutions to reference committees to all delegates and alternate delegates in advance of the hearings.

7. Presentation of Board Reports: The board shall provide written reports as required in the bylaws and shall provide information regarding the strategic plan and budget.

8. Resolutions on the Appropriation of Funds: The treasurer shall report on funds required for any resolution proposing an appropriation of funds.

9. Notice of Dues Change: A change in dues may be adopted by the house only if proposal has been provided to the delegates and alternate delegates no less than 30 days in advance of the session at which such proposal is to be considered.

E. Reference Committees of the House of Delegates

1. Reference Committees: Each reference committee shall consist of five members of the house appointed by the president in consultation with the speaker. The number and scope of reference committees varies from year to year depending on the issues which are before the house.

2. Duties: The primary duty of a reference committee is to recommend to the house an appropriate course of action on all matters which have been placed before it based on all available information and advice and by making its decision in the best interests of the association, the dental profession and the public. Reference committees may make recommendations to adopt, amend, postpone, revise, refer or reject a resolution or may propose resolutions.

3. Referral of Items of Business to Reference Committees: The speaker prepares the list of referrals in consultation with the president and secretary. The list of referrals will be transmitted to the delegates in advance of the reference committee hearings to inform them of matters to be considered. Following transmittal of the list of referrals to the delegates, additional items of business may be referred to a reference committee by the speaker.

4. Conduct of Hearings: The chair of the reference committee will preside at both the reference committee hearing and the closed session meeting of the reference committee in which the reference committee report is prepared.

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

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

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

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

6. Reference Committee Reports: The report of the reference committee to the house represents comments and recommendations on the material that it has considered.

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

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

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

G. Closed Session: In a closed session, attendance is limited to officers of the house, delegates and alternate delegates, the board and legal counsel of the association. Additional groups or individuals may be included upon approval of the delegates and legal counsel.

H. Emergency Operating Guidelines: In the case of an emergency or extenuating circumstance that affects the house proceedings, (e.g., severe weather, state of emergency, or death), a decision to interrupt or cancel the house proceedings may be necessary. If there is time to gather and present information prior to the house making a decision, the speaker or staff will provide as much information as is available regarding:

- general financial implications to CDA and the components
- logistical implications to CDA, components and delegates, and
- determination of how and when any incomplete business of the house will be conducted.

Every effort will be made to provide complete information to the house regarding financial and logistical implications; however, based on the timing of the emergency or extenuating circumstance, some information may be incomplete prior to the house being asked to make a decision.

Options will include calling for a continued House of Delegates. A motion for a continued house may exclude the date, time and location in an emergency situation, and such meeting will allow the inclusion of new business. A special house, in accordance with the AIP, precludes the acceptance of new business.

If house proceedings are cancelled, the House of Delegates will be responsible for determining if a continued meeting should be scheduled.

If the emergency is such that there is no time or it is infeasible to put the decision to the house, the board will have the authority to interrupt or cancel house proceedings. In this instance, the board will be responsible for determining if a continued meeting should be scheduled. A full report to the house will be sent containing the decision and information used to make this decision.

XII. BOARD OF DIRECTORS

A. Responsibilities

1. Attendance at Meetings of the House of Delegates: All members of the board are required to attend all meetings of the house.
2. **Attendance at Reference Committee Meetings**: All members of the board are required to attend the reference committees of the house.

3. **Fiscal Responsibilities**: The board has the same duties and responsibilities as any corporate board, including the fiduciary and management responsibilities for the association. The association employs a chief financial officer and staff who work with the finance committee and treasurer to maintain the association’s day-to-day accounting records and implement investment strategies. The board sets financial policy and is responsible for the association budget, reserves and accounts.

   a. **Definition of Financial Terms**

      i. **Surplus**: Surplus is the excess of receipts (income) over disbursements (expense) at the end of the fiscal year. The board shall be authorized to draw from surplus as needed to meet the obligations/liabilities of the association.

      ii. **Reserves**: Reserves are cash or its equivalent maintained to meet obligations/liabilities of the association for which current surplus funds are not available. An affirmative vote of two-thirds of the votes cast is required to authorize use of reserves for any purpose.

         (a) **Operating Reserve**: The target balance in this fund shall be four months operating expenses. The purpose of the operating reserve is to provide a stable cushion against unforeseen events that would impact current year operations. This fund shall be managed with the primary goals of capital preservation and liquidity, with a secondary goal of keeping pace with any annual increases in the size of the operating budget.

         (b) **Strategic Fund**: When the operating reserve has achieved the target balance, additional funds shall be placed into the strategic fund. These funds could potentially be used for any purpose at any time on approval of the board. The primary goal is capital preservation with a secondary goal of keeping pace with inflation.

         (c) **Issues Fund**: Twenty-five dollars from each dues-paying member is allocated to the issues fund annually. These funds may be used at any time on approval of the board to fund public initiatives or matters that are legal, legislative, or regulatory in nature.

   b. **Interim Authority**: The officers (president, secretary, treasurer and executive director) may exercise their powers to make interim decisions when the board is not in session, when such decisions are essential to the management of the association; provided that all such decisions be presented for ratification at the next board meeting. These decisions may include non-budgeted financial expenditures of up to $50,000, as needed.

4. **Legal Responsibilities**: In addition to the duties described in the association governing documents, directors are also required to comply with applicable state and federal law when acting on behalf of the association. CDA purchases insurance to protect its directors and officers. It is their responsibility to act (1) in good faith, (2) with the care an ordinary prudent person in a like position would exercise in similar circumstances, and (3) in the best interest of the corporation and its shareholders. These duties are generally called the three basic duties of corporate directors: the duty of loyalty, the duty of care, and the duty of obedience.

   a. **Duty of Loyalty**: The duty of loyalty requires directors to exercise their powers in the interests of the corporation rather than in their own or another’s interest. It includes avoiding conflicts of interest, confidentiality, and not taking personal advantage of corporate opportunities. A director has the
fiduciary obligation to work solely for the benefit of the corporation. Any activity by a director to the
detriment of a corporation is contrary to this duty. When a director has a material financial interest in a
transaction involving the corporation, all material facts as to the transaction and the director’s financial
interest must be disclosed to the board and the director may not vote on the matter. If a director is a
member of a board which is entering into a contract or other transaction with another corporation or
association of which he or she is also a member (and which is not a wholly owned corporation of a
common parent), the material facts of the transaction and the common directorship must also be
disclosed. The contract or transaction must be approved by a sufficient vote without the common
directors.

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

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

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

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

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

5. Evaluation of the Executive Director: The board is responsible for the annual evaluation of the executive
director.

B. Attendance at Meetings

1. Members: Board members are expected to attend and participate in all meetings of the board.
For meetings called at a designated location, members of the board unable to attend in person will be permitted to join the meeting via teleconference or videoconference to participate; however, such members will be recused from breakout group activities.

For meetings called as a teleconference or videoconference, all members of the board will be permitted to fully participate.

Voting will be restricted to those who are attending in person or have the ability to vote through the designated meeting technology.

2. Participants and Standing Guests

a. In accordance with the bylaws, the speaker of the house and editor may attend and participate in meetings of the board without the right to vote.

b. Task forces and workgroups may provide written reports to the board, but chairs do not attend unless invited by the board or president to a specific meeting.

3. Other Guests

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

b. Other individuals who wish to attend a meeting shall submit a written request to the president for approval seven days in advance of the meeting.

4. Closed Session: In a closed session, attendance is limited to the board and legal counsel participating at the designated location. Other persons may be invited to remain or join during closed session by a majority vote of the board and with the advice of legal counsel.

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

A. Eligibility: All members in elected or appointed positions, unless otherwise provided in the bylaws or the GOPs, must be in good standing and belong to a membership category that includes the privilege to hold office and meet any other eligibility requirements identified in the bylaws for those positions. Task forces may include members not otherwise privileged to hold office.

B. Chair/Vice Chair

1. Chair: One member of each standing council, committee, and BOM shall be appointed chair annually by the board upon nomination by the president. (Bylaws, Chapter IX, Section 40) The board of representatives shall nominate a chair for election by the board. (Bylaws, Chapter VIII, Section 40). Special committee and task force chairs shall be appointed by the president and ratified by the board. (Bylaws, Chapter XII)

2. Vice Chair: One member of each council, committee, board of representatives, special committee, or task force may be elected annually by majority vote of the members of that body to serve as vice chair.

In the absence of the chair and vice chair, the members of that body shall designate one of its members to serve as chair pro tem for the duration of that meeting.

C. Other Participants
1. **Consultant:** A council, committee, board of representatives, task force or BOM may appoint a consultant, who shall be an individual hired by CDA to assist with a project or issue on the basis of technical qualifications. A consultant may attend meetings at the request of the chair. (Bylaws, Chapter IX, Section 50)

2. **Advisor:** A council, committee, board of representatives, BOM or the president may appoint an advisor, who shall be a volunteer who will provide guidance on the basis of technical qualifications. An advisor may attend meetings at the request of the chair. (Bylaws, Chapter IX, Section 50)

3. **Liaison:** A council, committee, board of representatives, or BOM may request a liaison be appointed by the president in consultation with the chair. The president may also appoint a liaison at his or her discretion. A liaison shall be invited to participate in council, committee or BOM activities because of his or her membership in another group for the purpose of providing perspectives and facilitating communications between the groups.

4. **Guest:** Council, committee, board of representatives, task force or BOM may request a guest be appointed by the president in consultation with the chair. The president may also appoint a guest at his or her discretion. A guest shall be invited to participate in council, committee, task force or BOM activities because of his or her affiliation with another group or population with the purpose of providing perspectives without the expectation of reporting to the affiliated group or population.

5. **Voting:** A consultant, advisor, liaison or guest does not have the right to vote.

6. **Workgroup/Subcommittee:** A consultant, advisor, liaison or guest may participate in a workgroup or subcommittee.

7. **Terms:** The term of an advisor or guest shall expire annually at the adjournment sine die of the next annual session of the house.

### XIV. MISSION STATEMENTS

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

Mission statements for each are:

A. **Audit Committee:** To assist the board in fulfilling their oversight responsibilities by reviewing the systems of internal controls that management and the Board of Directors have established, as well as audited financial statements and the audit process. The committee shall have the power to conduct or authorize investigations into any matters within the committee’s scope of responsibilities. The committee shall retain independent counsel, auditors or others to assist in the conduct of the investigation upon funding approval by the Board of Directors. (Statement of purpose per Resolution 38-2008-H)

B. **Board of Component Representatives:** To represent component perspectives on issues of shared importance to serving members and to foster the flow of information between CDA and the components. (Resolution 1-2021-H)

C. **CDA Presents Board of Managers:** To produce CDA Presents educational offerings for the dental community and collaborate with other councils, committees and subject matter experts to develop additional offerings based on member research. (Adopted by the CDA Presents Board of Managers per bylaws, Chapter XIV, Section 30)

D. **Committee on Volunteer Placement:** To recommend the best candidates for available leadership positions and seek to improve the application and review procedures. (Resolution 24S1-2009-H)
E. **Council on Membership**: To assess the needs of all California dentists and to address those needs through the development, coordination and implementation of programs designed to promote the success, health, welfare and diversity of CDA membership. To this end, the council undertakes activities intended to maximize the accessibility, usefulness and relevance of CDA’s services, programs and membership benefits, which in turn will enhance membership recruitment and retention efforts. (Resolution 12-2002-H)

F. **Council on Peer Review**: To ensure that the public and profession have access to an objective, professional review of disputes concerning the quality and/or appropriateness of dental care via the statewide peer review system. (Resolution 13-2002-H)

G. **Finance Committee**: To monitor the California Dental Association’s financial assets and liabilities, to oversee the preparation of accurate and meaningful financial records for the association, and to communicate such to the Board of Directors and the House of Delegates as those entities shall require. (Resolution 29RC-1999-H)

H. **Government Affairs Council**: To support and advance the interests and the strategic plan of CDA by implementing CDA policy through state legislation, regulation, or administrative action, and to raise the profile and level of understanding of the dental profession in these arenas. (Resolution 16RC-2005-H)

I. **Judicial Council**: The mission of the Judicial Council is the promotion and maintenance of high ethical standards within the dental profession; development and uniform enforcement of a viable and legally enforceable Code of Ethics; and interpretation and enforcement of the Code of Ethics on behalf of the association, components, individual members and the public. (Resolution 24-1999-H)

XV. **BUDGET**

A. **Preparation**: Each council, committee, board of representatives or BOM shall submit a proposed itemized budget for inclusion in the association annual budget. A collective task force budget is included in the association annual budget. (Bylaws, Chapter IX, Section 110, Chapter XI, Section 90, Chapter VIII, Section 80 and Chapter XIV, Section 40)

B. **Administration**: It shall be the duty of the chair of each council, committee, board of representatives or BOM to supervise the administration of the budget of that council, committee, board of representatives or BOM.

XVI. **REPORTS AND RESOLUTIONS**

A. **Reports**: Each council, committee, board of representatives and BOM shall submit periodic reports to the board and an annual report to the house. Subcommittees, task forces and workgroups shall provide reports as directed. (Bylaws, Chapter IX, Section 110, Chapter XI, Section 90, Chapter VIII, Section 80 and Chapter XIV, Section 40)

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

XVII. **LIMITATION OF AUTHORITY**

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

B. **Contracts**: No director or council, committee, task force, board of representatives or BOM member may bind the association to any contract.
C. Establishment of Policy: All councils, committees, task forces, board of representatives and BOMs are charged with recommending policy. Unless otherwise provided in the bylaws, no council, committee, task force, board of representatives or BOM may establish policy or alter an existing policy.
XVIII. ATTENDANCE AT HOUSE OF DELEGATES

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

XIX. ADDITIONAL RULES

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

XX. AMENDMENT OF GENERAL OPERATING PRINCIPLES

These principles may only be amended with approval of the board or house. Once the amendment is adopted, it becomes effective immediately unless otherwise noted.