



General Operating Principles of the California Dental Association

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1 **General Operating Principles**
2 **March 2024**

3
4 **I. INTRODUCTION**

5
6 The following rules shall apply to all volunteer groups of the California Dental Association (CDA or association) as
7 defined in Section II below. The relevant provisions of the bylaws governing these bodies are referenced herein.
8

9 The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIP Standard Code)*, current
10 latest revised edition, shall govern in all matters not provided for by the CDA Bylaws or the General Operating
11 Principles and not in conflict with California law.
12

13 **II. DEFINITIONS OF VOLUNTEER GROUPS**

- 14
15 A. House of Delegates: The House of Delegates (house) is vested with the responsibility for strategic direction on
16 matters of dental policy and practice and represents all the members of the association. The house consists of
17 200-210 delegates from component societies and one delegate from each California dental school.
18
19 B. Board of Directors: The Board of Directors (board) is the managing body of the association and is vested with
20 the fiduciary duties for the organization, including responsibility for oversight of strategic plan implementation,
21 fiscal management, and governance oversight. The powers and duties of the board are described in detail in
22 the CDA Bylaws.
23
24 C. Board of Component Representatives: The Board of Component Representatives (board of representatives) is a
25 representative body of chartered component dental societies of the association, vested with fostering the flow of
26 information between the dental societies and association, and representing component perspectives on matters
27 of shared importance to serving members. The board of representatives includes up to one member from each
28 component dental society. (Bylaws, Chapter VIII)
29
30 D. Councils and Standing Committees of the Association: Councils and standing committees of the association are
31 established by the house and are overseen by the board in accordance with the bylaws. (Bylaws, Chapter IX
32 and Chapter XI)
33
34 E. Standing Committees of the Board: The standing committees of the board shall be established by and serve at
35 the direction of the board. With the exception of the Audit Committee, the composition is exclusively members
36 of the board. (Bylaws, Chapter X)
37
38 F. Committees of the House: The committees of the house shall be established by and serve at the direction of the
39 house. The composition is delegates and officers of the house. (Bylaws, Chapter IV, Section 110)
40
41 G. Special Committees: Special committees of this association may be created by the president with ratification of
42 the board, upon request of the house or board for the purpose of performing duties not otherwise defined in the
43 bylaws. The composition includes CDA members based on specific expertise or other criteria dependent upon
44 the nature of the committee. A special committee may serve until the end of the calendar year. (Bylaws, Chapter
45 XII)
46
47 H. Task Forces: Task forces serve in an advisory capacity and may be established by the president, board or
48 house. The purpose of a task force is to complete a specific project. A task force may include individuals who
49 are not members of the association. The president shall appoint the chair and other members of a task force
50 based on specific expertise and relationships with other volunteer groups as appropriate to the project, in
51 consultation with the Committee on Volunteer Placement and ratification by the board. A task force may serve
52 until the end of the calendar year.
53

54 I. Board of Managers: The Board of Managers (BOM) is established by the house and overseen by the board.
55 The BOM manages the development and implementation of all scientific sessions. (Bylaws, Chapter XIV)

56
57 J. Subcommittees/Workgroups: Each volunteer group may establish subcommittees and workgroups in
58 accordance with its needs. Upon appointment, a list of such groups shall be reported to the CDA secretary. The
59 structure and composition of each group shall be reported to the executive director upon its establishment.

60
61 A subcommittee is established by a volunteer group and serves at the direction of that body. A subcommittee is
62 comprised of members of that body. Subcommittees may include panels.

63
64 A workgroup is established by a volunteer group chair and serves at the direction of that body.

65
66 A workgroup may include members, non-members and staff. The purpose of a workgroup is to serve as a
67 consultant to staff or a volunteer group regarding an issue at the discretion of its overseeing body.

68

69 III. VOLUNTEER DISCLOSURE OF CONFLICTS OF INTEREST

70

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

75

76 IV. LEADERSHIP APPLICATION AND SELECTION PROCESS

77

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

80

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

83

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

87

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

91

92 3. A member of CVP:

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

96 • May apply for an officer position (president, secretary and treasurer positions limited to board
97 members). Any member applying for an officer position shall resign from the committee immediately
98 upon applying.

99 • May apply for positions on the ADA delegation (delegate or alternate) and ADA councils and
100 committees.

101 • A CVP member shall not be involved in the deliberations relating to his or her application. (Bylaws,
102 Chapter XI, Section 110)

103

104 4. CVP forwards all eligible officer candidates to the board. CVP suggests and forwards one candidate per
105 position to the board for all other positions.

106

107 C. Selection Process for Leadership Positions

- 108
- 109 1. Candidates for the following positions are proposed by CVP, considered by the board of representatives
110 and elected by the board:
- 111 • At-large directors of the CDA Board of Directors
- 112
- 113 2. Candidates for the following positions are proposed by CVP and elected by the board:
- 114 • At-large members of councils and standing committees of the association and board. At-large members
115 of CVP may not be a board or board of representatives member, and must be a former member of the
116 CDA, TDIC/IS, TDSC or Foundation boards, former member of the board of representatives, or former
117 chair of a CDA council, committee, task force, workgroup or board of managers.
- 118 • At-large and associate directors of the CDA Foundation Board of Directors
- 119 • CDA Presents BOM manager and new dentist members
- 120 • Thirteenth District Delegation to the ADA house (delegates and alternate delegates)
- 121 • Leadership Discovery Program participants
- 122
- 123 3. Unless otherwise specified, candidates for the following positions are appointed by the president and
124 ratified by the board:
- 125 • Members of special committees and task forces
- 126
- 127 4. Candidates for the following positions submit their application to CVP for confirmation of eligibility, and are
128 elected as noted:
- 129 • CDA board director liaisons to councils, the CDA Foundation Board of Directors, and standing
130 committees of the association and board - directors indicate their interest in available liaison positions.
131 The president, in consultation with the CDA executive director and secretary recommend a slate of
132 candidates for election by the board.
- 133 • CDA board director liaisons to subsidiary boards - directors indicate their interest in available liaison
134 positions. The president, in consultation with the CDA executive director and secretary recommend a
135 slate of candidates for nomination by the board and election by the shareholder of the subsidiary
136 boards.
- 137 • CDA Presents BOM associate members - eligible candidates are forwarded to the CDA Presents BOM
138 for selection, and election by the board.
- 139 • CDA board director of the CDA Holding Company, Inc. – nominated by the board and elected by the
140 shareholders of the CDA Holding Company, Inc.
- 141
- 142 5. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible
143 candidates are forwarded to the subsidiary board, which proposes a slate of candidates for nomination by
144 the CDA board and election by the shareholder of the subsidiary boards:
- 145 • At-large directors of subsidiary boards
- 146
- 147 6. Candidates for the following positions do not submit their applications through CVP, but are proposed by
148 the subsidiary board as part of the candidate slate, nominated by the CDA board and elected by the
149 shareholder of the subsidiary boards:
- 150 • Public (non-dentist non-employee) directors of subsidiary boards
- 151
- 152 7. Candidates for the following positions do not submit their applications through CVP, but are proposed by
153 the affiliate and elected by the CDA board:
- 154 • Public (non-dentist non-employee) directors of affiliate boards
- 155 • Members of the affiliate audit committee
- 156
- 157 8. Candidates for the following positions are designated by the component dental societies and ratified by the
158 board:
- 159 • Members of the board of component representatives

- 160
161 9. Candidates for the following positions are nominated by the board of representatives and ratified by the
162 CDA board:
- 163 • Board of representatives' member of CVP
- 164
- 165 10. Candidates for the following positions submit their application to CVP for confirmation of eligibility, are
166 nominated by the board, selected by the house, and elected by the ADA House of Delegates. No person
167 may be nominated for the position of thirteenth district trustee if they have previously served in that position.
168 Additional campaign information can be found in Section 13 below:
- 169 • Thirteenth District Trustee
- 170
- 171 11. Candidates for the following positions submit their application to CVP for confirmation of eligibility, are
172 nominated by the board (from among the members of the board) and elected by the house. Additional
173 campaign information can be found in Section 13 below:
- 174 • Officers: President, Secretary, and Treasurer
- 175
- 176 12. Candidates for the following position submit their application to CVP, are nominated by the board and
177 elected by the house the year prior to the expiration of the incumbent speaker's term. Additional campaign
178 information can be found in Section 13 below:
- 179 • Speaker of the House
- 180
- 181 13. Campaigning for Officer, Speaker of the House and Thirteenth District Trustee Positions
- 182
- 183 a. Candidates who submit their application to CVP for officer, speaker of the house and thirteenth district
184 trustee positions may send a letter directly to the CDA president and board summarizing the basis for
185 the candidate's interest in and qualifications for the position. Candidates may request a list of board
186 member email addresses in which to send their candidacy letter. Other campaigning shall not be
187 permitted by email or mail.
 - 188
 - 189 b. All candidates who submit their applications within the parameters of the CVP process will be given the
190 opportunity to speak to their qualifications and platforms at the board meeting. Each candidate may be
191 interviewed by the board to assess qualifications.
- 192

193 D. Board Elected Positions

194

- 195 1. For each applicant who applies by the application deadline, the following material shall be submitted to the
196 board for review prior to the election:
- 197 • Description of the open positions
 - 198 • List of all eligible applicants
 - 199 • Upon request of the board, the application material collected for each eligible candidate
- 200
- 201 2. Candidates shall recuse themselves from voting for the positions to which they are seeking election.
- 202
- 203 3. The CDA secretary shall oversee the election at meetings of the board in accordance with the following
204 procedures, unless the secretary is running for an open position, in which the president shall conduct the
205 elections:
- 206
- 207 a. When the number of candidates equals the number of positions available, such candidates or slate
208 shall be declared elected.
 - 209
 - 210 b. When the number of candidates is greater than the number of positions available, the secretary shall
211 conduct an election by ballot (written, electronic or otherwise, as consistent with voting practices of the

212 board). Candidates must receive a majority of the votes cast to be elected. The results of each vote
213 taken shall be revealed to the board during the voting process.

- 214
- 215 i. In the event no candidates for such positions receive a majority of the votes cast on the first ballot,
216 the candidate receiving the fewest votes shall be removed from consideration. Balloting will be
217 repeated until the appropriate number of candidates has received a majority of the votes cast. If
218 there is no change to the vote after a subsequent ballot, the names of all remaining candidates will
219 be forwarded to the house for a contested election.
- 220
- 221 ii. If voting is held for open positions on a committee where there are different terms or if a newly
222 created committee calls for staggered terms and a slate is not proposed by the nominating entity,
223 the candidate with the greatest number of votes shall serve the longest term for which he or she is
224 eligible. If successful candidates receive an equal number of votes on the same ballot, those
225 candidates shall draw lots to determine the order in which their terms are assigned.

226

227 E. House Election Procedures

- 228
- 229 1. When there is only one candidate for a position or an equal number of candidates for the number of
230 positions available, such candidate(s) shall be declared elected or selected by the speaker.
- 231
- 232 2. A person who has not been brought forward to the house by nomination from the board must notify the
233 speaker in writing of their intention to run at the house at least 20 days before the house. Nominating
234 petitions containing signatures of no less than 25 delegates must be presented to the secretary prior to the
235 session of the house in which elections will occur. Early announcement of candidacy will allow all interested
236 parties equal accessibility to delegates prior to the house.
- 237
- 238 3. Campaigning for candidates other than through the established CDA mechanism mentioned in this
239 document is not permitted. Campaigning includes the personal appearance of a candidate or his/her
240 representative for the purpose of promoting the candidate at professional functions (including component
241 dental society meetings) and/or separate and personal mailings directed at board, delegates and alternate
242 delegates unless otherwise noted in this document. Candidates will not be allowed to open hospitality
243 suites.
- 244
- 245 4. The secretary shall provide facilities for voting. All candidates who have not been declared elected or
246 selected by the speaker shall be elected or selected by a majority of the house. Contested elections are held
247 under the supervision of an ad hoc house committee appointed by the secretary as needed.
- 248
- 249 5. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the
250 candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until a
251 single candidate has received a majority of the votes cast for each position. In the event no candidate
252 receives a required majority nor does a candidate receive the fewest number of votes, each candidate will
253 be allowed to address the house once for an additional three minutes, and the ballot will be repeated.
254 Balloting will be repeated until a candidate has received a majority of the votes cast. The CDA secretary
255 shall announce the result of each vote after it has been taken, including the tally received by each
256 candidate, if subsequent ballots are necessary, names of candidates on the subsequent ballots, and, upon
257 election of a candidate, that a candidate has been elected.
- 258
- 259 6. Officer and Thirteenth District Trustee Guidelines for Contested Elections and Selections at the House
- 260
- 261 a. CDA will provide each candidate for officer and thirteenth district trustee positions the opportunity to
262 send a one-page letter to delegates, informing them of the candidate's goals, background, experience,
263 etc. A copy of the application packet will be included with house materials following notification of a

- 264 contested election. No further written information relative to the candidate's qualifications will be
 265 allowed prior to the house.
 266
- 267 b. Each candidate for officer and thirteenth district trustee positions will be invited to deliver an address of
 268 up to five-minutes during the house. Candidates will be expected to deliver this speech personally.
 269
- 270 c. Candidates for officer and thirteenth district trustee positions in contested elections and selections may
 271 speak at component caucus meetings (upon invitation of the component or group) held in conjunction
 272 with
 273 the house or at a designated forum for presenting his or her platform as coordinated by the secretary.
 274

275 **V. SANCTIONS**

276

277 In cases where a volunteer has violated a policy of the association, the appropriate first step is for a report of that
 278 action to be provided to a member of the board or CDA legal counsel. A discussion by the president with that
 279 individual would follow with the goal of addressing the concern quickly, quietly and in a professionally respectful
 280 manner. In situations of a significant violation of policy, a more formal disciplinary process shall be identified by the
 281 board and sanctions, when indicated, approved by the board.
 282

283 **VI. REMOVAL FROM OFFICE**

- 284
- 285 A. Board of Directors: Members of the board may be removed as described in the CDA Bylaws (Chapter V,
 286 Section 50). Removal from the board shall automatically remove the individual from all related designated
 287 positions on councils, committees, and subsidiary and affiliate boards.
 288
- 289 B. Officers: Removal of officers may be done by the house as described in the CDA Bylaws (Chapter VI, Section
 290 70). Removal from an officer position does not constitute removal from the board unless further action is taken
 291 by the board in accordance with the bylaws.
 292
- 293 C. Council, Committee, Board of Managers, Board of Representatives and ADA Delegates: Members of councils,
 294 standing committees, board of managers, board of representatives and ADA delegates may be removed from
 295 office as described in the CDA Bylaws (Chapter IX, Section 70).
 296
- 297 D. Procedures: Removal procedures shall abide by the procedures outlined in the bylaws. In considering removal
 298 for reasons of participation, the secretary shall review attendance reports provided by each volunteer body
 299 regularly and, when necessary, initiate removal proceedings through the board. The member shall be noticed of
 300 the reason for removal and the date in which the removal will be considered by the board. For members of the
 301 board of representatives, the secretary shall notify the executive director or president of the represented
 302 component in addition to the member. The member shall be provided the opportunity to submit a written or oral
 303 statement for consideration in closed session and be recused from additional consideration and any vote.
 304

305 **VII. MEETINGS**

306 A. Types of Meetings

- 307
- 308
- 309 1. Regular Meetings: Each volunteer group shall hold at least one meeting annually. All meetings shall be held
 310 in a single location or by other means whereby all members can communicate concurrently with one
 311 another, in accordance with applicable law.
 312
- 313 2. Special Meetings: Special meetings of any volunteer group may be called at any time by the chair or upon
 314 request of a majority of the members of that group, unless a different number is specified in the CDA
 315 Bylaws, provided at least 48 hours' notice. Only items that have been noticed shall be considered at a
 316 special meeting.

- 317
318 Special meetings of the house of delegates may be called in accordance with the procedure set forth the
319 CDA Bylaws, Chapter IV, Section 80.
320
- 321 B. Quorum: A majority of the voting members of any volunteer group shall constitute a quorum. No actions may
322 be taken by a volunteer group without a quorum, except to adjourn. Discussions and reports may be heard.
323
- 324 C. Agenda: The following provisions regarding the agenda apply to all volunteer groups.
325
- 326 1. The agenda shall be established by the chair. Copies of agendas and associated meeting materials shall
327 be sent in advance to all members of the volunteer group.
328
 - 329 2. The order of business for all meetings shall be determined by the chair.
330
 - 331 3. The volunteer group or the chair, with permission of the group, shall have the authority to deviate from the
332 order and timing published on the agenda as needed to facilitate business.
333
 - 334 4. Items not on the agenda shall require approval of a majority of the members present and voting prior to
335 consideration as new business unless otherwise prescribed by the bylaws, these GOPs or law.
336
- 337 D. Voting: A majority of the votes cast shall be required to take action unless otherwise provided in the bylaws.
338 Final vote totals shall be recorded.
339
- 340 E. Material: For volunteer group recommendations that have policy implications, all relevant background
341 information should be provided to the board and house in a timely manner and relevant options for actions
342 should be presented.
343
- 344 F. Minority Reports: Reasonable effort should be made by the members of a volunteer group to reach agreement
345 on issues. If this is not possible, the background material of the item should capture the full range of the
346 discussion including the full scope of opinions held by the group. Minority reports may be created.
347
- 348 G. Minutes: It shall be the duty of the chair or secretary for all councils, committees and boards to record the
349 minutes of all meetings and to provide copies to members of the volunteer group before the next meeting. The
350 minutes shall be approved at the next meeting. After approval, minutes of all meetings shall be posted on the
351 CDA website for one year and accessible to members upon request following one year.
352
- 353 H. Recordings: Meetings may not be recorded by members or guests. Staff may record meetings for purposes of
354 transcription (such as in the house) or minutes. Recording meetings for other purposes (such as presentations to
355 be shared) may be done by staff at the direction and approval of the volunteer group. All recordings and their
356 subsequent distribution and destruction shall be coordinated with legal counsel.
357
- 358 I. Parliamentary Procedures
359
- 360 1. Suspension of Rules: A motion to suspend rules is an incidental motion that permits a volunteer group to
361 vote to suspend procedural rules that interfere with the accomplishment of a particular action. Rules may be
362 suspended only for a specific purpose and for the limited time necessary to accomplish the proposed
363 action. This rule shall not be suspended.
364
 - 365 2. No Seconding of Motions: Following the proper movement of a motion, a second is not required.
366
 - 367 3. Adopt in Lieu of: Adopt in lieu of is not an acceptable motion. All motions that are offered as substitutions
368 will be considered for substitution before they are acted upon.
369

- 370 4. Table Indefinitely: The motion to table indefinitely will not be used. All items of business that are on the
 371 agenda for any given meeting will be considered and disposed of in that meeting.
 372
- 373 5. Straw Votes: Straw votes are not consistent with parliamentary law and shall not be done.
 374
- 375 J. Closed Session: A closed session is any meeting or portion of a meeting with limited attendance in order to
 376 consider a confidential matter. A closed session will be held upon a majority vote of the members present and
 377 voting. Refer to the operating principles for specific volunteer groups below for the individuals who are
 378 permitted to remain in closed session for that group. The volunteer groups may invite any other persons to
 379 remain during closed session by a majority vote and with the advice of legal counsel. Any member who
 380 breaches confidentiality shall be in violation of the CDA Code of Ethics and is subject to discipline.
 381

382 The four subject areas appropriate for a closed session are:
 383

- 384 1. Legal Matters: Confidential communications between clients and attorneys require closed session in order to
 385 maintain attorney-client privilege. Such matters could include litigation, strategy or reports on lawsuits and
 386 contract terms.
 387
- 388 2. Personnel Matters: It is appropriate to exclude staff from a discussion of personnel matters when such
 389 discussions involve evaluation of performance or other material that would be inappropriate to discuss with
 390 staff members present.
 391
- 392 3. Business Secrets: Discussion of information about business practices (for example, setting insurance product
 393 rates, or discussing trade secrets) may require closed sessions.
 394
- 395 4. Other Occasions Calling for Closed Session: The three instances outlined above cover most situations in
 396 which a closed session might be necessary. From time to time, however, sensitive material may arise that
 397 should not be widely publicized. All volunteer groups should be guided by a sense of discretion in
 398 determining what information should be made public and what information should remain confidential.
 399 Although the general rule is that proceedings should be characterized by openness rather than secrecy,
 400 there will always be times in which members must decide to maintain certain information in confidence.
 401

402 **VIII. REIMBURSEMENT OF EXPENSES**

- 404 A. General Expenses: The general expenses of volunteer group members shall be reimbursed in accordance with
 405 CDA policy. All requests for reimbursement must be submitted on official forms.
 406
- 407 B. Reimbursement of Travel and Maintenance Expenses: It is the general policy to provide reimbursement for travel
 408 and maintenance expense for all personnel on official business for the association on the basis of the most
 409 direct and inexpensive method of travel; funds available in the budget; the completion of signed reimbursement
 410 requests approved by a proper authorizing official; and compliance with the following rules:
 411
- 412 1. Basis of Reimbursement: Members of volunteer groups and other individuals traveling officially for the
 413 association shall be remunerated on the following formula when on official business of the association: the
 414 IRS standard mileage rate at the time of travel (e.g., office to place of meeting or airport), airfare, and
 415 current per diem. The per diem is intended to defray all out-of-pocket expenses for gratuities and meals. All
 416 flight and hotel arrangements will be made and paid by CDA.
 417
- 418 2. Reimbursement from More than One Source: Reimbursement shall not be made by the association when
 419 reimbursement is made for the same expense by any other agency or organization.
 420

- 421 3. Reimbursement for Attendance at the House of Delegates: Reimbursement for transportation and lodging
422 expenses related to the house shall be made only to the board and chairs or his or her designee unless
423 otherwise directed by the board.
424
- 425 4. Reimbursement for Conferences and Other Events: Reimbursement for transportation and lodging related to
426 conferences and other events shall not be made unless such expenses were approved prior to attendance
427 and are within the approved budget or approved by the executive director.
428

429 **IX. PUBLIC STATEMENTS**

430 No member of any volunteer group may issue a public statement in the name of that volunteer group or the
431 association unless the statement is clearly in accordance with the policies of the association.
432

433 Prior to its distribution, any communication provided from a consultant, advisor, liaison or guest to another group
434 shall be approved by the chair.
435

436 Volunteer group members may discuss actions taken with their respective component board or membership as a
437 means to increase communication unless the action was discussed in closed session. The CDA website has all recent
438 association minutes and policy documents online which can be easily accessed, printed or reviewed for reference.
439
440

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

442 No volunteer group is authorized to appoint or designate official representatives of the association on the request
443 of, or for liaison with, other organizations and agencies. When requests for official representation or liaison are
444 received, they shall be forwarded to the executive director and president.
445
446

447 **XI. HOUSE OF DELEGATES**

- 448
- 449 A. Introduction: All participants at the house have the duty to consider the welfare of the association, the dental
450 profession as a whole, improvement of the health of the public, the wishes of their societies and their
451 geographical region.
452
- 453 B. General Information for Delegates and Alternates: The house normally meets once a year to consider and
454 legislate on many matters. The following information describes the organization and operation of the house.
455 This material will give a delegate a more informed view of the activities which lead to establishment of the
456 policy of the association.
457
- 458 1. Credentials for Delegates: Official credentials (admission cards) are prepared and distributed onsite to all
459 delegates by the staff of the association. Substitution of alternate delegates may be made during all
460 meetings of the house. Delegates wishing to substitute alternate delegates from their delegation for
461 themselves during a meeting of the house must complete the appropriate delegate-alternate substitution
462 form. The delegate or the component delegation secretary is required to sign the form and surrender the
463 delegate's admission cards for the meeting or meetings not attended. Admission cards will be issued to the
464 alternate delegate after the staff administering the credentialing process receive the substitution form and
465 the delegate's admission cards. Only those substitutions completed in this manner will be part of the official
466 house record.
467
- 468 2. Admission Cards for Delegates: Each delegate will receive an admission card for each meeting of the
469 house. The card should be presented to the doorkeeper for each meeting for admission to the floor of the
470 house. The loss of admission cards should be reported promptly to staff.
471

- 472 3. Seating of Alternate Delegates: If a delegate cannot attend a meeting of the house, he or she should
473 surrender the admission card to staff for the meeting or meetings not attended in order for the alternate
474 delegate to apply for credentials.
475
- 476 4. Access to Floor: Access to the floor of the house is limited to the delegates, members of the board, the
477 editor and speaker of the house, past presidents of this association, council, committee and
478 subsidiary/affiliate board chairs, members of councils, committees and subsidiary/affiliate boards when
479 requested by chairs, one representative from each of the ADA recognized specialty organizations who is a
480 CDA member, executive directors of component societies, the designated ADHP guests of the house, and
481 CDA staff.
482
- 483 Alternate delegates may also have the privilege of access to the floor with an appropriate delegate
484 admission or readmission card, temporarily providing them with delegate status. An alternate delegate who
485 does not obtain credentials as a delegate will not be recognized as a delegate in the official house record.
486 Additionally, the delegate from whom the alternate delegate was given the admission or readmission card
487 will not have access to the floor until the admission or readmission card is returned. Without credentials,
488 alternate delegates may be seated in the visitors' section. Alternate delegates are privileged to attend all
489 closed sessions of the house.
490
- 491 5. Visitors at the House: Visitors may attend meetings of the house but are not permitted access to the floor.
492 They are seated in the visitors' section.
493
- 494 6. House Meetings: The house shall meet annually on a day or days specified by the board. The notice of the
495 annual session shall be sent to all delegates and alternate delegates at least 60 days in advance. Reference
496 committee hearings will be held at a time and place designated by the Speaker of the House (speaker). All
497 members of the association may attend the hearings of the reference committees.
498
- 499 7. House Materials: House agendas, proposed resolutions and other materials are made available on the
500 CDA website. All house attendees and general members may access these materials using their CDA login.
501
- 502 Materials for the house will be provided as information is available. Materials will include annual reports of
503 officers, councils and committees and resolutions to be considered.
504
- 505 8. Distribution of Materials at the House: No materials may be distributed at the house without obtaining
506 permission from the speaker. Material to be distributed must relate to subjects and activities that are
507 proposed for house action or information.
508
- 509 9. Leadership Recognition: Newly elected officers and CDA leaders will be recognized at the house, in
510 accordance with the CDA Bylaws.
511
- 512 10. Component Responsibilities:
513
- 514 a. Although CDA will recognize the achievements of CDA leadership, components will not be given an
515 opportunity to make special presentations during the house meeting or during social events.
516
- 517 b. Components are encouraged to recognize their leadership at membership or social functions sponsored
518 by the component within their jurisdiction.
519
- 520 c. Separate receptions or open suite festivities during the house in honor of outgoing leadership are
521 discouraged.
522

523 11. American and Californian Flags: The American and Californian flags are to be displayed on the podium
524 during all in-person sessions of the house. The Pledge of Allegiance will be included in the opening
525 ceremony of each house meeting, led by a person designated by the speaker.
526

527 C. Operation of the House of Delegates
528

529 1. Officers: The house has two officers: the speaker and the secretary. The speaker is elected every two years
530 by the house. The secretary is the secretary of the association. In the absence of the speaker, the president
531 shall appoint a speaker *pro tem*. In the absence of the secretary, the speaker shall appoint a secretary *pro*
532 *tem*. The speaker presides at all meetings and the secretary serves as the recording officer and custodian of
533 records.
534

535 2. Duties of the House: The house elects the elected officers of the association and selects the thirteenth district
536 trustee nominee. The powers and duties of the house are described in detail in the CDA Bylaws.
537

538 3. Resolutions and Reports:
539

540 a. The component societies, delegates, councils, committees, the board of representatives, the CDA
541 Presents BOM, task forces, subsidiaries and affiliates, and the board may submit resolutions to the
542 house. Occasionally, the house will receive a recommendation on a resolution from an outside
543 organization, such as a specialty group in the field of dentistry or from a civic or philanthropic
544 organization. Acceptance of such resolutions for consideration by the house will be determined by the
545 speaker subject to the approval of the house.
546

547 b. The house shall be provided annually with information on the status of prior year's house activities,
548 board actions, the strategic plan, and operational and capital budget. The president, treasurer, editor,
549 and executive director shall submit an annual report to the house.
550

551 D. Procedures of the House of Delegates
552

553 1. Seating of Delegations: The component society delegations shall be seated in accordance with a rotational
554 plan.
555

556 2. Identification of Speakers: All speakers on the floor of the house shall state the CDA positions currently held
557 and identify themselves by name and relevant position.
558

559 3. Speaking Privileges: The right to speak to issues before the house is held, in addition to delegates, by the
560 board, past presidents of the association, one representative from each of the ADA recognized specialty
561 organizations who is a CDA member, and the designated ADHP guests of the house. Chairs and members
562 of councils and committees shall have the right to participate in debate on their respective reports. Executive
563 directors of component societies, members of CDA staff, and others may be privileged to speak when
564 called upon as a resource.
565

566 4. Parliamentarian: The speaker shall ensure that the house has a parliamentarian at each session. The
567 speaker may fill that role or appoint a parliamentarian.
568

569 5. Agenda and Priority Agenda: The proposed agenda for the house is prepared by the speaker of the house.
570 A priority agenda and a consent agenda are prepared by the speaker in consultation with the reference
571 committee chairs. Any delegate may remove any resolution from the consent agenda. Resolutions not
572 requiring bylaws amendments may be submitted to CDA until 10 business days prior to the reference
573 committee hearing or first session of the house, whichever comes first, and any resolution deemed to be in
574 order will be distributed to the delegates at least 5 business days prior. Resolutions requiring a bylaws
575 amendment may be submitted to CDA up until 10 business days prior to the 30-day deadline by which

576 such resolutions must be distributed to the delegates as defined in the bylaws (Chapter XVIII). Any resolution
 577 submitted following the 10-day deadline will be noticed by the speaker and will require a majority
 578 affirmative vote of the house to be considered.

- 579
- 580 6. Referral of Reports and Resolutions: The speaker shall prepare and provide a list of referrals of reports and
 581 resolutions to reference committees to all delegates and alternate delegates in advance of the hearings.
 582
- 583 7. Presentation of Board Reports: The board shall provide written reports as required in the bylaws and shall
 584 provide information regarding the strategic plan and budget.
 585
- 586 8. Resolutions on the Appropriation of Funds: The treasurer shall report on fund required for any resolution
 587 proposing an appropriation of funds.
 588
- 589 9. Notice of Dues Change: A change in dues may be adopted by the house only if proposal has been
 590 provided to the delegates and alternate delegates no less than 30 days in advance of the session at which
 591 such proposal is to be considered.
 592

593 E. Reference Committees of the House of Delegates

- 594
- 595 1. Reference Committees: Each reference committee shall consist of five members of the house appointed by
 596 the president in consultation with the speaker. The number and scope of reference committees varies from
 597 year to year depending on the issues which are before the house.
 598
- 599 2. Duties: The primary duty of a reference committee is to recommend to the house an appropriate course of
 600 action on all matters which have been placed before it based on all available information and advice and
 601 by making its decision in the best interests of the association, the dental profession and the public.
 602 Reference committees may make recommendations to adopt, amend, postpone, revise, refer or reject a
 603 resolution or may propose resolutions.
 604
- 605 3. Referral of Items of Business to Reference Committees: The speaker prepares the list of referrals in
 606 consultation with the president and secretary. The list of referrals will be transmitted to the delegates in
 607 advance of the reference committee hearings to inform them of matters to be considered. Following
 608 transmittal of the list of referrals to the delegates, additional items of business may be referred to a
 609 reference committee by the speaker.
 610
- 611 4. Conduct of Hearings: The chair of the reference committee will preside at both the reference committee
 612 hearing and the closed session meeting of the reference committee in which the reference committee report
 613 is prepared.
 614

615 The chair will not permit motions or voting, since the objective of the hearing is to receive information and
 616 not make decisions. The chair, with the consent of the committee, may place reasonable limitations on
 617 discussion and debate.
 618

619 All members of CDA have the right to attend reference committee hearings and participate in the
 620 discussion, whether or not they are members of the house. Non-members of the association may participate
 621 in the discussion at hearings only at the invitation of a majority of the reference committee.
 622

623 Reference committees are expected to be available during the announced hours of applicable hearings and
 624 deliberations.
 625

- 626 5. Conduct of Closed Session: After evidence and information have been received at the open hearing, the
 627 committee shall go into closed session at which only the members and staff may be present. They may call

628 upon the officers, the board, councils, consultants, or staff for additional information. At this meeting, the
 629 committee reaches its decisions and prepares its report.

630
 631 6. Reference Committee Reports: The report of the reference committee to the house represents comments and
 632 recommendations on the material that it has considered.

633
 634 Items for which no discussion occurred during the reference committee hearing may be placed on a consent
 635 agenda. The reports of the reference committees shall be signed by members of the committee and
 636 distributed to members of the house as early as time permits.

637
 638 The reference committee chair should be prepared to comment on the committee position taken in its report
 639 and provide an explanation of this decision prior to recommending that a resolution be adopted, rejected,
 640 amended, postponed or replaced by a substitute resolution to the house.

641
 642 F. Voting: The time and method of voting in the house is determined by the speaker. Voting is accomplished
 643 generally by one of three methods: consent, voting cards, or electronic voting.

644
 645 G. Closed Session: In a closed session, attendance is limited to officers of the house, delegates and alternate
 646 delegates, the board and legal counsel of the association. Additional groups or individuals may be included
 647 upon approval of the delegates and legal counsel.

648
 649 H. Emergency Operating Guidelines: In the case of an emergency or extenuating circumstance that affects the
 650 house proceedings, (e.g., severe weather, state of emergency, or death), a decision to interrupt or cancel the
 651 house proceedings may be necessary. If there is time to gather and present information prior to the house
 652 making a decision, the speaker or staff will provide as much information as is available regarding:

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

656
 657 Every effort will be made to provide complete information to the house regarding financial and logistical
 658 implications; however, based on the timing of the emergency or extenuating circumstance, some information
 659 may be incomplete prior to the house being asked to make a decision.

660
 661 Options will include calling for a continued House of Delegates. A motion for a continued house may exclude
 662 the date, time and location in an emergency situation, and such meeting will allow the inclusion of new
 663 business. A special house, in accordance with the AIP, precludes the acceptance of new business.

664
 665 If house proceedings are cancelled, the House of Delegates will be responsible for determining if a continued
 666 meeting should be scheduled.

667
 668 If the emergency is such that there is no time or it is infeasible to put the decision to the house, the board will
 669 have the authority to interrupt or cancel house proceedings. In this instance, the board will be responsible for
 670 determining if a continued meeting should be scheduled. A full report to the house will be sent containing the
 671 decision and information used to make this decision.

672
 673 **XII. BOARD OF DIRECTORS**

674
 675 A. Responsibilities

676
 677 1. Attendance at Meetings of the House of Delegates: All members of the board are required to attend all
 678 meetings of the house.

679

- 680 2. Attendance at Reference Committee Meetings: All members of the board are required to attend the
681 reference committees of the house.
682
- 683 3. Fiscal Responsibilities: The board has the same duties and responsibilities as any corporate board,
684 including the fiduciary and management responsibilities for the association. The association employs a chief
685 financial officer and staff who work with the finance committee and treasurer to maintain the association's
686 day-to-day accounting records and implement investment strategies. The board sets financial policy and is
687 responsible for the association budget, reserves and accounts.
688
- 689 a. Definition of Financial Terms
690
- 691 i. Surplus: Surplus is the excess of receipts (income) over disbursements (expense) at the end of the
692 fiscal year. The board shall be authorized to draw from surplus as needed to meet the
693 obligations/liabilities of the association.
694
- 695 ii. Reserves: Reserves are cash or its equivalent maintained to meet obligations/liabilities of the
696 association for which current surplus funds are not available. An affirmative vote of two-thirds of the
697 votes cast is required to authorize use of reserves for any purpose.
698
- 699 (a) Operating Reserve: The target balance in this fund shall be four months operating expenses.
700 The purpose of the operating reserve is to provide a stable cushion against unforeseen events
701 that would impact current year operations. This fund shall be managed with the primary goals
702 of capital preservation and liquidity, with a secondary goal of keeping pace with any annual
703 increases in the size of the operating budget.
704
- 705 (b) Strategic Fund: When the operating reserve has achieved the target balance, additional funds
706 shall be placed into the strategic fund. These funds could potentially be used for any purpose
707 and at any time on approval of the board. The primary goal is capital preservation with a
708 secondary goal of keeping pace with inflation.
709
- 710 (c) Issues Fund: Twenty-five dollars from each dues-paying member is allocated to the issues fund
711 annually. These funds may be used at any time on approval of the board to fund public
712 initiatives or matters that are legal, legislative, or regulatory in nature.
713
- 714 iii. Capital Expenditures: Capital expenditures are depreciable items with a purchase price in excess
715 of \$1,000. Purchases are to be submitted to and approved by the board.
716
- 717 b. Interim Authority: The officers (president, secretary, treasurer and executive director) may exercise their
718 powers to make interim decisions when the board is not in session, when such decisions are essential to
719 the management of the association; provided that all such decisions be presented for ratification at the
720 next board meeting. These decisions may include non-budgeted financial expenditures of up to
721 \$50,000, as needed.
722
- 723 4. Legal Responsibilities: In addition to the duties described in the association governing documents, directors
724 are also required to comply with applicable state and federal law when acting on behalf of the association.
725 CDA purchases insurance to protect its directors and officers. It is their responsibility to act (1) in good faith,
726 (2) with the care an ordinary prudent person in a like position would exercise in similar circumstances, and
727 (3) in the best interest of the corporation and its shareholders. These duties are generally called the three
728 basic duties of corporate directors: the duty of loyalty, the duty of care, and the duty of obedience.
729
- 730 a. Duty of Loyalty: The duty of loyalty requires directors to exercise their powers in the interests of the
731 corporation rather than in their own or another's interest. It includes avoiding conflicts of interest,
732 confidentiality, and not taking personal advantage of corporate opportunities. A director has the

733 fiduciary obligation to work solely for the benefit of the corporation. Any activity by a director to the
734 detriment of a corporation is contrary to this duty. When a director has a material financial interest in a
735 transaction involving the corporation, all material facts as to the transaction and the director’s financial
736 interest must be disclosed to the board and the director may not vote on the matter. If a director is a
737 member of a board which is entering into a contract or other transaction with another corporation or
738 association of which he or she is also member (and which is not a wholly owned corporation of a
739 common parent), the material facts of the transaction and the common directorship must also be
740 disclosed. The contract or transaction must be approved by a sufficient vote without the common
741 directors.

742
743 The duty of loyalty is the standard that requires a director to act in good faith, be faithful to the
744 organization and pursue the organization’s best interests. It means that directors must be dedicated to
745 the organization mission and put the interests of the organization above component and self-interest.
746 Once a decision has been made by the board, its individual members must now honor that decision as
747 the “will of the body.” When communicating such decisions outside of CDA deliberative bodies, there
748 should not be actions which suggest an individual director position rather than the will of the group.

749
750 b. Duty of Care: The duty of care requires directors to be informed. Directors are expected to attend
751 meetings, ask questions, and obtain the information they need to make reasonable decisions on issues.
752 If a problem arises over a decision made by a board, ignorance of the facts is not an excuse.
753 California law mandates that directors be “reasonably” informed about the corporation’s performance.
754 Although the board is responsible for management of the corporation’s business, many of its functions
755 can be delegated. A director must be satisfied that the corporation’s information gathering and
756 reporting system represents a good faith attempt to provide senior management and the board with
757 information concerning material acts, events or conditions within the corporation, including compliance
758 with applicable statutes and regulations.

759
760 To satisfy their duty of care, the law permits a board member to rely on information provided by others
761 as long as the information provided is within the area of expertise of the person providing the
762 information. For example, a director can rely on information provided by accountants and lawyers. If a
763 director relies on such information and advice in making a decision, no liability would attach even if
764 those decisions were ultimately found to be erroneous. Decisions contrary to such advice may create
765 legal issues. Directors are cautioned to proceed cautiously when acting contrary to the advice of
766 experts.

767
768 The “business judgment rule” protects directors. A court will not second guess the decisions of a board
769 which are taken in conformance with the general fiduciary standards of directors. In other words, the
770 directors must exercise reasonable diligence in obtaining the facts, and rely on the expert advice
771 obtained. If honest and unbiased judgment is exercised, even decisions later determined to be wrong
772 or injurious to the corporation, are protected from liability.

773
774 c. Duty of Obedience: The duty of obedience requires that directors comply with the laws and governing
775 and policy documents of the association. Directors are expected to read and understand the Articles of
776 Incorporation, the CDA Bylaws, and all other guidelines and manuals of the organization.

777
778 5. Evaluation of the Executive Director: The board is responsible for the annual evaluation of the executive
779 director.

780
781 B. Attendance at Meetings

782
783 1. Members: Board members are expected to attend and participate in all meetings of the board.

784

785 For meetings called at a designated location, members of the board unable to attend in person will be
 786 permitted to join the meeting via teleconference or videoconference to participate; however, such members
 787 will be recused from breakout group activities.

788
 789 For meetings called as a teleconference or videoconference, all members of the board will be permitted to
 790 fully participate.

791
 792 Voting will be restricted to those who are attending in person or have the ability to vote through the
 793 designated meeting technology.

794

795 2. Participants and Standing Guests

796

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

799

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

802

803 3. Other Guests

804

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

806

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

809

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

813

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

816

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

821

822 B. Chair/Vice Chair

823

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

828

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

831

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

834

835 C. Other Participants

836

- 837 1. Consultant: A council, committee, board of representatives, task force or BOM may appoint a consultant,
838 who shall be an individual hired by CDA to assist with a project or issue on the basis of technical
839 qualifications. A consultant may attend meetings at the request of the chair. (Bylaws, Chapter IX, Section
840 50)
841
- 842 2. Advisor: A council, committee, board of representatives, BOM or the president may appoint an advisor,
843 who shall be a volunteer who will provide guidance on the basis of technical qualifications. An advisor
844 may attend meetings at the request of the chair. (Bylaws, Chapter IX, Section 50)
845
- 846 3. Liaison: A council, committee, board of representatives, or BOM may request a liaison be appointed by the
847 president in consultation with the chair. The president may also appoint a liaison at his or her discretion. A
848 liaison shall be invited to participate in council, committee or BOM activities because of his or her
849 membership in another group for the purpose of providing perspectives and facilitating communications
850 between the groups.
851
- 852 4. Guest: Council, committee, board of representatives, task force or BOM may request a guest be appointed
853 by the president in consultation with the chair. The president may also appoint a guest at his or her
854 discretion. A guest shall be invited to participate in council, committee, task force or BOM activities
855 because of his or her affiliation with another group or population with the purpose of providing
856 perspectives without the expectation of reporting to the affiliated group or population.
857
- 858 5. Voting: A consultant, advisor, liaison or guest does not have the right to vote.
859
- 860 6. Workgroup/Subcommittee: A consultant, advisor, liaison or guest may participate in a workgroup or
861 subcommittee.
862
- 863 7. Terms: The term of an advisor or guest shall expire annually at the adjournment *sine die* of the next annual
864 session of the house.
865

866 **XIV. MISSION STATEMENTS**

867
868 Mission statements shall be approved by the board. The board may assign duties to each council, committee, board
869 of representatives, and BOM in addition to those described in the bylaws or mission statement for that group.
870 Mission statements for each are:

- 871
- 872 A. Audit Committee: To assist the board in fulfilling their oversight responsibilities by reviewing the systems of
873 internal controls that management and the Board of Directors have established, as well as audited financial
874 statements and the audit process. The committee shall have the power to conduct or authorize investigations into
875 any matters within the committee's scope of responsibilities. The committee shall retain independent counsel,
876 auditors or others to assist in the conduct of the investigation upon funding approval by the Board of Directors.
877 (Statement of purpose per Resolution 38-2008-H)
878
- 879 B. Board of Component Representatives: To represent component perspectives on issues of shared importance to
880 serving members and to foster the flow of information between CDA and the components. (Resolution 1-2021-H)
881
- 882 C. CDA Presents Board of Managers: To produce CDA Presents educational offerings for the dental community
883 and collaborate with other councils, committees and subject matter experts to develop additional offerings
884 based on member research. (Adopted by the CDA Presents Board of Managers per bylaws, Chapter XIV,
885 Section 30)
886
- 887 D. Committee on Volunteer Placement: To recommend the best candidates for available leadership positions and
888 seek to improve the application and review procedures. (Resolution 24S1-2009-H)
889

- 890 E. Council on Membership: To assess the needs of all California dentists and to address those needs through the
891 development, coordination and implementation of programs designed to promote the success, health, welfare
892 and diversity of CDA membership. To this end, the council undertakes activities intended to maximize the
893 accessibility, usefulness and relevance of CDA's services, programs and membership benefits, which in turn will
894 enhance membership recruitment and retention efforts. (Resolution 12-2002-H)
895
- 896 F. Council on Peer Review: To ensure that the public and profession have access to an objective, professional
897 review of disputes concerning the quality and/or appropriateness of dental care via the statewide peer review
898 system. (Resolution 13-2002-H)
899
- 900 G. Finance Committee: To monitor the California Dental Association's financial assets and liabilities, to oversee the
901 preparation of accurate and meaningful financial records for the association, and to communicate such to the
902 Board of Directors and the House of Delegates as those entities shall require. (Resolution 29RC-1999-H)
903
- 904 H. Government Affairs Council: To support and advance the interests and the strategic plan of CDA by
905 implementing CDA policy through state legislation, regulation, or administrative action, and to raise the profile
906 and level of understanding of the dental profession in these arenas. (Resolution 16RC-2005-H)
907
- 908 I. Judicial Council: The mission of the Judicial Council is the promotion and maintenance of high ethical standards
909 within the dental profession; development and uniform enforcement of a viable and legally enforceable *Code of*
910 *Ethics*; and interpretation and enforcement of the *Code of Ethics* on behalf of the association, components,
911 individual members and the public. (Resolution 24-1999-H)
912

913 **XV. BUDGET**

- 914
- 915 A. Preparation: Each council, committee, board of representatives or BOM shall submit a proposed itemized
916 budget for inclusion in the association annual budget. A collective task force budget is included in the
917 association annual budget. (Bylaws, Chapter IX, Section 110, Chapter XI, Section 90, Chapter VIII, Section 80
918 and Chapter XIV, Section 40)
919
- 920 B. Administration: It shall be the duty of the chair of each council, committee, board of representatives or BOM to
921 supervise the administration of the budget of that council, committee, board of representatives or BOM.
922

923 **XVI. REPORTS AND RESOLUTIONS**

- 924
- 925 A. Reports: Each council, committee, board of representatives and BOM shall submit periodic reports to the board
926 and an annual report to the house. Subcommittees, task forces and workgroups shall provide reports as
927 directed. (Bylaws, Chapter IX, Section 110, Chapter XI, Section 90, Chapter VIII, Section 80 and Chapter XIV,
928 Section 40)
929
- 930 B. Resolutions: If a council, committee, task force, board of representatives or BOM seeks to create or change
931 policy on any matter, a resolution must be presented to the board or house. Reports shall not include requests
932 for action.
933

934 **XVII. LIMITATION OF AUTHORITY**

- 935
- 936 A. Employment: No council, committee, task force, board of representatives or BOM member is authorized to
937 engage any employees except on authorization of the executive director.
938
- 939 B. Contracts: No director or council, committee, task force, board of representatives or BOM member may bind
940 the association to any contract.
941

942 C. Establishment of Policy: All councils, committees, task forces, board of representatives and BOMs are charged
943 with recommending policy. Unless otherwise provided in the bylaws, no council, committee, task force, board
944 of representatives or BOM may establish policy or alter an existing policy.
945

946 **XVIII. ATTENDANCE AT HOUSE OF DELEGATES**

947
948 All chairs of councils, committees and BOM or their designated representatives must attend all sessions of the house,
949 including reference committee hearings. Council, committee and BOM members who are not delegates have the
950 right to participate in debate on their respective reports but shall not have the right to make a motion or vote. Chairs
951 of subcommittees, task forces and workgroups may attend upon invitation of the president.

952
953 **XIX. ADDITIONAL RULES**

954
955 Councils, committees, task forces, board of representatives and BOM may prepare additional procedural rules that
956 do not conflict with these general operating principles. Any such additional rules shall not conflict with, expand, or
957 amend existing CDA policy.

958
959 **XX. AMENDMENT OF GENERAL OPERATING PRINCIPLES**

960
961 These principles may only be amended with approval of the board or house. Once the amendment is adopted, it
962 becomes effective immediately unless otherwise noted.