



General Operating Principles of the California Dental Association

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1 **General Operating Principles**
2 **June 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.

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 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 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. Each candidate will
178 be scheduled for an interview with the board. Additional information can be found in Section 13 below:
179 • Speaker of the House
180
181 13. Process 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 submit a cover letter and curricula vitae, summarizing the basis for the
185 candidate's interest in and qualifications for the position to be included in the board materials for
186 consideration.
187
188 b. All candidates who submit their applications within the parameters of the CVP process will be given the
189 opportunity to speak to their qualifications and platforms at the board meeting. Each candidate may be
190 interviewed by the board to assess qualifications.

191
192 D. Board Elected Positions
193

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

- 213
- 214 i. In the event no candidates for such positions receive a majority of the votes cast on the first ballot,
- 215 the candidate receiving the fewest votes shall be removed from consideration. Balloting will be
- 216 repeated until the appropriate number of candidates has received a majority of the votes cast. If
- 217 there is no change to the vote after a subsequent ballot, the names of all remaining candidates will
- 218 be forwarded to the house for a contested election.
- 219
- 220 ii. If voting is held for open positions on a committee where there are different terms or if a newly
- 221 created committee calls for staggered terms and a slate is not proposed by the nominating entity,
- 222 the candidate with the greatest number of votes shall serve the longest term for which he or she is
- 223 eligible. If successful candidates receive an equal number of votes on the same ballot, those
- 224 candidates shall draw lots to determine the order in which their terms are assigned.
- 225

226 E. House Election Procedures

- 227
- 228 1. When there is only one candidate for a position or an equal number of candidates for the number of
- 229 positions available, such candidate(s) shall be declared elected or selected by the speaker.
- 230
- 231 2. A person who has not been brought forward to the house by nomination from the board must notify the
- 232 speaker in writing of their intention to run at the house at least 20 days before the house. Nominating
- 233 petitions containing signatures of no less than 25 delegates must be presented to the secretary prior to the
- 234 session of the house in which elections will occur. Early announcement of candidacy will allow all interested
- 235 parties equal accessibility to delegates prior to the house.
- 236
- 237 3. Campaigning for candidates other than through the established CDA mechanism mentioned in this
- 238 document is not permitted. Campaigning includes the personal appearance of a candidate or his/her
- 239 representative for the purpose of promoting the candidate at professional functions (including component
- 240 dental society meetings) and/or separate and personal mailings directed at board, delegates and alternate
- 241 delegates unless otherwise noted in this document. Candidates will not be allowed to open hospitality
- 242 suites.
- 243
- 244 4. The secretary shall provide facilities for voting. All candidates who have not been declared elected or
- 245 selected by the speaker shall be elected or selected by a majority of the house. Contested elections are held
- 246 under the supervision of an ad hoc house committee appointed by the secretary as needed.
- 247
- 248 5. In the event no candidate for a position receives a majority of the votes cast on the first ballot, the
- 249 candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until a
- 250 single candidate has received a majority of the votes cast for each position. In the event no candidate
- 251 receives a required majority nor does a candidate receive the fewest number of votes, each candidate will
- 252 be allowed to address the house once for an additional three minutes, and the ballot will be repeated.
- 253 Balloting will be repeated until a candidate has received a majority of the votes cast. The CDA secretary
- 254 shall announce the result of each vote after it has been taken, including the tally received by each
- 255 candidate, if subsequent ballots are necessary, names of candidates on the subsequent ballots, and, upon
- 256 election of a candidate, that a candidate has been elected.
- 257
- 258 6. Officer and Thirteenth District Trustee Guidelines for Contested Elections and Selections at the House
- 259
- 260 a. CDA will provide each candidate for officer and thirteenth district trustee positions the opportunity to
- 261 send a one-page letter to delegates, informing them of the candidate's goals, background, experience,
- 262 etc. A copy of the application packet will be included with house materials following notification of a
- 263 contested election. No further written information relative to the candidate's qualifications will be
- 264 allowed prior to the house.
- 265

- 266 b. Each candidate for officer and thirteenth district trustee positions will be invited to deliver an address of
 267 up to five-minutes during the house. Candidates will be expected to deliver this speech personally.
 268
- 269 c. Candidates for officer and thirteenth district trustee positions in contested elections and selections may
 270 speak at component caucus meetings (upon invitation of the component or group) held in conjunction
 271 with
 272 the house or at a designated forum for presenting his or her platform as coordinated by the secretary.
 273

274 V. SANCTIONS

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

282 VI. REMOVAL FROM OFFICE

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

304 VII. MEETINGS

306 A. Types of Meetings

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

317 Special meetings of the house of delegates may be called in accordance with the procedure set forth the
 318 CDA Bylaws, Chapter IV, Section 80.

- 319
- 320 B. Quorum: A majority of the voting members of any volunteer group shall constitute a quorum. No actions may
- 321 be taken by a volunteer group without a quorum, except to adjourn. Discussions and reports may be heard.
- 322
- 323 C. Agenda: The following provisions regarding the agenda apply to all volunteer groups.
- 324
- 325 1. The agenda shall be established by the chair. Copies of agendas and associated meeting materials shall
- 326 be sent in advance to all members of the volunteer group.
- 327
- 328 2. The order of business for all meetings shall be determined by the chair.
- 329
- 330 3. The volunteer group or the chair, with permission of the group, shall have the authority to deviate from the
- 331 order and timing published on the agenda as needed to facilitate business.
- 332
- 333 4. Items not on the agenda shall require approval of a majority of the members present and voting prior to
- 334 consideration as new business unless otherwise prescribed by the bylaws, these GOPs or law.
- 335
- 336 D. Voting: A majority of the votes cast shall be required to take action unless otherwise provided in the bylaws.
- 337 Final vote totals shall be recorded.
- 338
- 339 E. Material: For volunteer group recommendations that have policy implications, all relevant background
- 340 information should be provided to the board and house in a timely manner and relevant options for actions
- 341 should be presented.
- 342
- 343 F. Minority Reports: Reasonable effort should be made by the members of a volunteer group to reach agreement
- 344 on issues. If this is not possible, the background material of the item should capture the full range of the
- 345 discussion including the full scope of opinions held by the group. Minority reports may be created.
- 346
- 347 G. Minutes: It shall be the duty of the chair or secretary for all councils, committees and boards to record the
- 348 minutes of all meetings and to provide copies to members of the volunteer group before the next meeting. The
- 349 minutes shall be approved at the next meeting. After approval, minutes of all meetings shall be posted on the
- 350 CDA website for one year and accessible to members upon request following one year.
- 351
- 352 H. Recordings: Meetings may not be recorded by members or guests. Staff may record meetings for purposes of
- 353 transcription (such as in the house) or minutes. Recording meetings for other purposes (such as presentations to
- 354 be shared) may be done by staff at the direction and approval of the volunteer group. All recordings and their
- 355 subsequent distribution and destruction shall be coordinated with legal counsel.
- 356
- 357 I. Parliamentary Procedures
- 358
- 359 1. Suspension of Rules: A motion to suspend rules is an incidental motion that permits a volunteer group to
- 360 vote to suspend procedural rules that interfere with the accomplishment of a particular action. Rules may be
- 361 suspended only for a specific purpose and for the limited time necessary to accomplish the proposed
- 362 action. This rule shall not be suspended.
- 363
- 364 2. No Seconding of Motions: Following the proper movement of a motion, a second is not required.
- 365
- 366 3. Adopt in Lieu of: Adopt in lieu of is not an acceptable motion. All motions that are offered as substitutions
- 367 will be considered for substitution before they are acted upon.
- 368
- 369 4. Table Indefinitely: The motion to table indefinitely will not be used. All items of business that are on the
- 370 agenda for any given meeting will be considered and disposed of in that meeting.
- 371

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

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

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

401 VIII. REIMBURSEMENT OF EXPENSES

- 402
 403 A. General Expenses: The general expenses of volunteer group members shall be reimbursed in accordance with
 404 CDA policy. All requests for reimbursement must be submitted on official forms.
 405
 406 B. Reimbursement of Travel and Maintenance Expenses: It is the general policy to provide reimbursement for travel
 407 and maintenance expense for all personnel on official business for the association on the basis of the most
 408 direct and inexpensive method of travel; funds available in the budget; the completion of signed reimbursement
 409 requests approved by a proper authorizing official; and compliance with the following rules:
 410
 411 1. Basis of Reimbursement: Members of volunteer groups and other individuals traveling officially for the
 412 association shall be remunerated on the following formula when on official business of the association: the
 413 IRS standard mileage rate at the time of travel (e.g., office to place of meeting or airport), airfare, and
 414 current per diem. The per diem is intended to defray all out-of-pocket expenses for gratuities and meals. All
 415 flight and hotel arrangements will be made and paid by CDA.
 416
 417 2. Reimbursement from More than One Source: Reimbursement shall not be made by the association when
 418 reimbursement is made for the same expense by any other agency or organization.
 419
 420 3. Reimbursement for Attendance at the House of Delegates: Reimbursement for transportation and lodging
 421 expenses related to the house shall be made only to the board and chairs or his or her designee unless
 422 otherwise directed by the board.
 423

- 424 4. Reimbursement for Conferences and Other Events: Reimbursement for transportation and lodging related to
425 conferences and other events shall not be made unless such expenses were approved prior to attendance
426 and are within the approved budget or approved by the executive director.
427

428 **IX. PUBLIC STATEMENTS**

429

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

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

447

448 **XI. HOUSE OF DELEGATES**

449

450 A. Introduction: All participants at the house have the duty to consider the welfare of the association, the dental
451 profession as a whole, improvement of the health of the public, the wishes of their societies and their
452 geographical region.
453

454

455 B. General Information for Delegates and Alternates: The house normally meets once a year to consider and
456 legislate on many matters. The following information describes the organization and operation of the house.
457 This material will give a delegate a more informed view of the activities which lead to establishment of the
458 policy of the association.
459

460

461 1. Credentials for Delegates: Official credentials (admission cards) are prepared and distributed onsite to all
462 delegates by the staff of the association. Substitution of alternate delegates may be made during all
463 meetings of the house. Delegates wishing to substitute alternate delegates from their delegation for
464 themselves during a meeting of the house must complete the appropriate delegate-alternate substitution
465 form. The delegate or the component delegation secretary is required to sign the form and surrender the
466 delegate's admission cards for the meeting or meetings not attended. Admission cards will be issued to the
467 alternate delegate after the staff administering the credentialing process receive the substitution form and
468 the delegate's admission cards. Only those substitutions completed in this manner will be part of the official
469 house record.
470

471

472 2. Admission Cards for Delegates: Each delegate will receive an admission card for each meeting of the
473 house. The card should be presented to the doorkeeper for each meeting for admission to the floor of the
474 house. The loss of admission cards should be reported promptly to staff.
475

476

477 3. Seating of Alternate Delegates: If a delegate cannot attend a meeting of the house, he or she should
478 surrender the admission card to staff for the meeting or meetings not attended in order for the alternate
479 delegate to apply for credentials.
480

481

482 4. Access to Floor: Access to the floor of the house is limited to the delegates, members of the board, the
483 editor and speaker of the house, past presidents of this association, council, committee and
484

485

477 subsidiary/affiliate board chairs, members of councils, committees and subsidiary/affiliate boards when
 478 requested by chairs, one representative from each of the ADA recognized specialty organizations who is a
 479 CDA member, executive directors of component societies, the designated ADHP guests of the house, and
 480 CDA staff.

481
 482 Alternate delegates may also have the privilege of access to the floor with an appropriate delegate
 483 admission or readmission card, temporarily providing them with delegate status. An alternate delegate who
 484 does not obtain credentials as a delegate will not be recognized as a delegate in the official house record.
 485 Additionally, the delegate from whom the alternate delegate was given the admission or readmission card
 486 will not have access to the floor until the admission or readmission card is returned. Without credentials,
 487 alternate delegates may be seated in the visitors' section. Alternate delegates are privileged to attend all
 488 closed sessions of the house.

489
 490 5. Visitors at the House: Visitors may attend meetings of the house but are not permitted access to the floor.
 491 They are seated in the visitors' section.

492
 493 6. House Meetings: The house shall meet annually on a day or days specified by the board. The notice of the
 494 annual session shall be sent to all delegates and alternate delegates at least 60 days in advance. Reference
 495 committee hearings will be held at a time and place designated by the Speaker of the House (speaker). All
 496 members of the association may attend the hearings of the reference committees.

497
 498 7. House Materials: House agendas, proposed resolutions and other materials are made available on the
 499 CDA website. All house attendees and general members may access these materials using their CDA login.

500
 501 Materials for the house will be provided as information is available. Materials will include annual reports of
 502 officers, councils and committees and resolutions to be considered.

503
 504 8. Distribution of Materials at the House: No materials may be distributed at the house without obtaining
 505 permission from the speaker. Material to be distributed must relate to subjects and activities that are
 506 proposed for house action or information.

507
 508 9. Leadership Recognition: Newly elected officers and CDA leaders will be recognized at the house, in
 509 accordance with the CDA Bylaws.

510
 511 10. Component Responsibilities:

512
 513 a. Although CDA will recognize the achievements of CDA leadership, components will not be given an
 514 opportunity to make special presentations during the house meeting or during social events.

515
 516 b. Components are encouraged to recognize their leadership at membership or social functions sponsored
 517 by the component within their jurisdiction.

518
 519 c. Separate receptions or open suite festivities during the house in honor of outgoing leadership are
 520 discouraged.

521
 522 11. American and Californian Flags: The American and Californian flags are to be displayed on the podium
 523 during all in-person sessions of the house. The Pledge of Allegiance will be included in the opening
 524 ceremony of each house meeting, led by a person designated by the speaker.

525
 526 C. Operation of the House of Delegates

527
 528 1. Officers: The house has two officers: the speaker and the secretary. The speaker is elected every two years
 529 by the house. The secretary is the secretary of the association. In the absence of the speaker, the president

530 shall appoint a speaker *pro tem*. In the absence of the secretary, the speaker shall appoint a secretary *pro*
531 *tem*. The speaker presides at all meetings and the secretary serves as the recording officer and custodian of
532 records.

533
534 2. Duties of the House: The house elects the elected officers of the association and selects the thirteenth district
535 trustee nominee. The powers and duties of the house are described in detail in the CDA Bylaws.

536
537 3. Resolutions and Reports:
538
539 a. The component societies, delegates, councils, committees, the board of representatives, the CDA
540 Presents BOM, task forces, subsidiaries and affiliates, and the board may submit resolutions to the
541 house. Occasionally, the house will receive a recommendation on a resolution from an outside
542 organization, such as a specialty group in the field of dentistry or from a civic or philanthropic
543 organization. Acceptance of such resolutions for consideration by the house will be determined by the
544 speaker subject to the approval of the house.
545
546 b. The house shall be provided annually with information on the status of prior year's house activities,
547 board actions, the strategic plan, and operational and capital budget. The president, treasurer, editor,
548 and executive director shall submit an annual report to the house.

549

550 D. Procedures of the House of Delegates

551

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

554

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

557

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

564

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

567

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

578

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

581

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

592 E. Reference Committees of the House of Delegates
593

- 594 1. Reference Committees: Each reference committee shall consist of five members of the house appointed by
595 the president in consultation with the speaker. The number and scope of reference committees varies from
596 year to year depending on the issues which are before the house.
597
- 598 2. Duties: The primary duty of a reference committee is to recommend to the house an appropriate course of
599 action on all matters which have been placed before it based on all available information and advice and
600 by making its decision in the best interests of the association, the dental profession and the public.
601 Reference committees may make recommendations to adopt, amend, postpone, revise, refer or reject a
602 resolution or may propose resolutions.
603
- 604 3. Referral of Items of Business to Reference Committees: The speaker prepares the list of referrals in
605 consultation with the president and secretary. The list of referrals will be transmitted to the delegates in
606 advance of the reference committee hearings to inform them of matters to be considered. Following
607 transmittal of the list of referrals to the delegates, additional items of business may be referred to a
608 reference committee by the speaker.
609
- 610 4. Conduct of Hearings: The chair of the reference committee will preside at both the reference committee
611 hearing and the closed session meeting of the reference committee in which the reference committee report
612 is prepared.
613
614 The chair will not permit motions or voting, since the objective of the hearing is to receive information and
615 not make decisions. The chair, with the consent of the committee, may place reasonable limitations on
616 discussion and debate.
617
618 All members of CDA have the right to attend reference committee hearings and participate in the
619 discussion, whether or not they are members of the house. Non-members of the association may participate
620 in the discussion at hearings only at the invitation of a majority of the reference committee.
621
622 Reference committees are expected to be available during the announced hours of applicable hearings and
623 deliberations.
624
- 625 5. Conduct of Closed Session: After evidence and information have been received at the open hearing, the
626 committee shall go into closed session at which only the members and staff may be present. They may call
627 upon the officers, the board, councils, consultants, or staff for additional information. At this meeting, the
628 committee reaches its decisions and prepares its report.
629
- 630 6. Reference Committee Reports: The report of the reference committee to the house represents comments and
631 recommendations on the material that it has considered.
632

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

636
 637 The reference committee chair should be prepared to comment on the committee position taken in its report
 638 and provide an explanation of this decision prior to recommending that a resolution be adopted, rejected,
 639 amended, postponed or replaced by a substitute resolution to the house.
 640

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

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

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

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

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

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

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

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

672 **XII. BOARD OF DIRECTORS**

673 A. Responsibilities

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

677 2. Attendance at Reference Committee Meetings: All members of the board are required to attend the
 678 reference committees of the house.
 679

680 3. Fiscal Responsibilities: The board has the same duties and responsibilities as any corporate board,
 681 including the fiduciary and management responsibilities for the association. The association employs a chief
 682 financial officer and staff who work with the finance committee and treasurer to maintain the association's
 683
 684

685 day-to-day accounting records and implement investment strategies. The board sets financial policy and is
686 responsible for the association budget, reserves and accounts.

687

688 a. Definition of Financial Terms

689

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

693

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

697

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

703

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

708

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

712

713 iii. Capital Expenditures: Capital expenditures are depreciable items with a purchase price in excess
714 of \$1,000. Purchases are to be submitted to and approved by the board.

715

716 b. Interim Authority: The officers (president, secretary, treasurer and executive director) may exercise their
717 powers to make interim decisions when the board is not in session, when such decisions are essential to
718 the management of the association; provided that all such decisions be presented for ratification at the
719 next board meeting. These decisions may include non-budgeted financial expenditures of up to
720 \$50,000, as needed.

721

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

728

729 a. Duty of Loyalty: The duty of loyalty requires directors to exercise their powers in the interests of the
730 corporation rather than in their own or another's interest. It includes avoiding conflicts of interest,
731 confidentiality, and not taking personal advantage of corporate opportunities. A director has the
732 fiduciary obligation to work solely for the benefit of the corporation. Any activity by a director to the
733 detriment of a corporation is contrary to this duty. When a director has a material financial interest in a
734 transaction involving the corporation, all material facts as to the transaction and the director's financial
735 interest must be disclosed to the board and the director may not vote on the matter. If a director is a
736 member of a board which is entering into a contract or other transaction with another corporation or
737 association of which he or she is also member (and which is not a wholly owned corporation of a

738 common parent), the material facts of the transaction and the common directorship must also be
739 disclosed. The contract or transaction must be approved by a sufficient vote without the common
740 directors.

741
742 The duty of loyalty is the standard that requires a director to act in good faith, be faithful to the
743 organization and pursue the organization’s best interests. It means that directors must be dedicated to
744 the organization mission and put the interests of the organization above component and self-interest.
745 Once a decision has been made by the board, its individual members must now honor that decision as
746 the “will of the body.” When communicating such decisions outside of CDA deliberative bodies, there
747 should not be actions which suggest an individual director position rather than the will of the group.
748

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

758
759 To satisfy their duty of care, the law permits a board member to rely on information provided by others
760 as long as the information provided is within the area of expertise of the person providing the
761 information. For example, a director can rely on information provided by accountants and lawyers. If a
762 director relies on such information and advice in making a decision, no liability would attach even if
763 those decisions were ultimately found to be erroneous. Decisions contrary to such advice may create
764 legal issues. Directors are cautioned to proceed cautiously when acting contrary to the advice of
765 experts.

766
767 The “business judgment rule” protects directors. A court will not second guess the decisions of a board
768 which are taken in conformance with the general fiduciary standards of directors. In other words, the
769 directors must exercise reasonable diligence in obtaining the facts, and rely on the expert advice
770 obtained. If honest and unbiased judgment is exercised, even decisions later determined to be wrong
771 or injurious to the corporation, are protected from liability.

- 772
773 c. Duty of Obedience: The duty of obedience requires that directors comply with the laws and governing
774 and policy documents of the association. Directors are expected to read and understand the Articles of
775 Incorporation, the CDA Bylaws, and all other guidelines and manuals of the organization.

- 776
777 5. Evaluation of the Executive Director: The board is responsible for the annual evaluation of the executive
778 director.

779
780 B. Attendance at Meetings

- 781
782 1. Members: Board members are expected to attend and participate in all meetings of the board.

783
784 For meetings called at a designated location, members of the board unable to attend in person will be
785 permitted to join the meeting via teleconference or videoconference to participate; however, such members
786 will be recused from breakout group activities.

787
788 For meetings called as a teleconference or videoconference, all members of the board will be permitted to
789 fully participate.

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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 these 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)

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

865 **XIV. MISSION STATEMENTS**

866
 867 Mission statements shall be approved by the board. The board may assign duties to each council, committee, board
 868 of representatives, and BOM in addition to those described in the bylaws or mission statement for that group.
 869 Mission statements for each are:
 870

- 871 A. Audit Committee: To assist the board in fulfilling their oversight responsibilities by reviewing the systems of
 872 internal controls that management and the Board of Directors have established, as well as audited financial
 873 statements and the audit process. The committee shall have the power to conduct or authorize investigations into
 874 any matters within the committee's scope of responsibilities. The committee shall retain independent counsel,
 875 auditors or others to assist in the conduct of the investigation upon funding approval by the Board of Directors.
 876 (Statement of purpose per Resolution 38-2008-H)
 877
- 878 B. Board of Component Representatives: To represent component perspectives on issues of shared importance to
 879 serving members and to foster the flow of information between CDA and the components. (Resolution 1-2021-H)
 880
- 881 C. CDA Presents Board of Managers: To produce CDA Presents educational offerings for the dental community
 882 and collaborate with other councils, committees and subject matter experts to develop additional offerings
 883 based on member research. (Adopted by the CDA Presents Board of Managers per bylaws, Chapter XIV,
 884 Section 30)
 885
- 886 D. Committee on Volunteer Placement: To recommend the best candidates for available leadership positions and
 887 seek to improve the application and review procedures. (Resolution 24S1-2009-H)
 888
- 889 E. Council on Membership: To assess the needs of all California dentists and to address those needs through the
 890 development, coordination and implementation of programs designed to promote the success, health, welfare
 891 and diversity of CDA membership. To this end, the council undertakes activities intended to maximize the
 892 accessibility, usefulness and relevance of CDA's services, programs and membership benefits, which in turn will
 893 enhance membership recruitment and retention efforts. (Resolution 12-2002-H)

- 894
- 895 F. Council on Peer Review: To ensure that the public and profession have access to an objective, professional
- 896 review of disputes concerning the quality and/or appropriateness of dental care via the statewide peer review
- 897 system. (Resolution 13-2002-H)
- 898
- 899 G. Finance Committee: To monitor the California Dental Association’s financial assets and liabilities, to oversee the
- 900 preparation of accurate and meaningful financial records for the association, and to communicate such to the
- 901 Board of Directors and the House of Delegates as those entities shall require. (Resolution 29RC-1999-H)
- 902
- 903 H. Government Affairs Council: To support and advance the interests and the strategic plan of CDA by
- 904 implementing CDA policy through state legislation, regulation, or administrative action, and to raise the profile
- 905 and level of understanding of the dental profession in these arenas. (Resolution 16RC-2005-H)
- 906
- 907 I. Judicial Council: The mission of the Judicial Council is the promotion and maintenance of high ethical standards
- 908 within the dental profession; development and uniform enforcement of a viable and legally enforceable *Code of*
- 909 *Ethics*; and interpretation and enforcement of the *Code of Ethics* on behalf of the association, components,
- 910 individual members and the public. (Resolution 24-1999-H)

911

XV. BUDGET

912

- 913
- 914 A. Preparation: Each council, committee, board of representatives or BOM shall submit a proposed itemized
- 915 budget for inclusion in the association annual budget. A collective task force budget is included in the
- 916 association annual budget. (Bylaws, Chapter IX, Section 110, Chapter XI, Section 90, Chapter VIII, Section 80
- 917 and Chapter XIV, Section 40)
- 918
- 919 B. Administration: It shall be the duty of the chair of each council, committee, board of representatives or BOM to
- 920 supervise the administration of the budget of that council, committee, board of representatives or BOM.

921

XVI. REPORTS AND RESOLUTIONS

922

- 923
- 924 A. Reports: Each council, committee, board of representatives and BOM shall submit periodic reports to the board
- 925 and an annual report to the house. Subcommittees, task forces and workgroups shall provide reports as
- 926 directed. (Bylaws, Chapter IX, Section 110, Chapter XI, Section 90, Chapter VIII, Section 80 and Chapter XIV,
- 927 Section 40)
- 928
- 929 B. Resolutions: If a council, committee, task force, board of representatives or BOM seeks to create or change
- 930 policy on any matter, a resolution must be presented to the board or house. Reports shall not include requests
- 931 for action.

932

XVII. LIMITATION OF AUTHORITY

933

- 934
- 935 A. Employment: No council, committee, task force, board of representatives or BOM member is authorized to
- 936 engage any employees except on authorization of the executive director.
- 937
- 938 B. Contracts: No director or council, committee, task force, board of representatives or BOM member may bind
- 939 the association to any contract.
- 940
- 941 C. Establishment of Policy: All councils, committees, task forces, board of representatives and BOMs are charged
- 942 with recommending policy. Unless otherwise provided in the bylaws, no council, committee, task force, board
- 943 of representatives or BOM may establish policy or alter an existing policy.

944

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

946
947 All chairs of councils, committees and BOM or their designated representatives must attend all sessions of the house,
948 including reference committee hearings. Council, committee and BOM members who are not delegates have the
949 right to participate in debate on their respective reports but shall not have the right to make a motion or vote. Chairs
950 of subcommittees, task forces and workgroups may attend upon invitation of the president.

951
952 **XIX. ADDITIONAL RULES**

953
954 Councils, committees, task forces, board of representatives and BOM may prepare additional procedural rules that
955 do not conflict with these general operating principles. Any such additional rules shall not conflict with, expand, or
956 amend existing CDA policy.

957
958 **XX. AMENDMENT OF GENERAL OPERATING PRINCIPLES**

959
960 These principles may only be amended with approval of the board or house. Once the amendment is adopted, it
961 becomes effective immediately unless otherwise noted.