BYLAWS OF THE CALIFORNIA DENTAL ASSOCIATION FOUNDATION

A California Nonprofit Public Benefit Corporation
Revised May 2023

ARTICLE I: NAME; OFFICE

Section 1. NAME. The name of this corporation is CALIFORNIA DENTAL ASSOCIATION FOUNDATION (“corporation” or “CDAF”).

Section 2. PRINCIPAL OFFICE. The principal office of the corporation (“principal office”) is located at 1201 K Street, Sacramento, California 95814. The board of directors (“board”) may change the principal office from one location to another within the State of California.

ARTICLE II: PURPOSES

Section 1. GENERAL PURPOSES. This corporation is a nonprofit public benefit corporation, organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes, and is not organized for the private gain of any person.

Section 2. SPECIFIC PURPOSES. The specific and primary purposes and activities for which the corporation is organized are the receiving, administering and managing of grants, donations and contributions and the application of funds so received to conduct oral health research; educate the public about oral health issues; increase access to dental care services for the public; provide educational scholarships, fellowships, and research grants to advance oral health; and to support other charitable or educational projects relating to the oral health of the public.

Section 3. LIMITATIONS. This corporation is organized exclusively for public benefit, charitable, religious, educational and scientific purposes, including such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code. This corporation is limited to using or distributing all or any part of its earnings, and is restricted from carrying on certain activities, which are not otherwise in accordance with the general and specific purposes for which the corporation was formed, which limitations and restrictions are specifically set forth in the Articles of Incorporation of this corporation.

ARTICLE III: RULES OF ORDER

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIP Standard Code), current edition shall govern in all matters not provided for by these bylaws and not in conflict with the California Dental Association rules of order or California law.

ARTICLE IV: MEMBERS

This corporation shall have no statutory members.

ARTICLE V: BOARD OF DIRECTORS

Section 1. GENERAL CORPORATE POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the board. The board may delegate the management of the activities of the corporation to any person or persons, management company or committee however composed, provided that the activities and the affairs of the
corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of
the board.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of this Article, but
subject to the same limitations, the board shall have the power to:
(a) Appoint and remove, at the pleasure of the board, all the corporation’s officers; prescribe powers and
duties for them that are consistent with law, the Articles of Incorporation, and these bylaws, and fix
their compensation.
(b) Adopt and use a corporate seal, and alter the form of the seal.

Section 3. DUTIES. In addition to any duties prescribed by law, it shall be the duty of the board to:
(a) Oversee and manage foundation programs, including but not limited to CDA Cares, and grants and
scholarship awards;
(b) Oversee the fiscal affairs of the CDA Foundation, including fundraising and development activities, and
adopt an annual budget;
(c) Appoint, remove, conduct an annual review and set the compensation of the executive director; and
(d) Recommend non-CDA member/non-employee director candidates to the CDA Board of Directors.

Section 4. NUMBER OF DIRECTORS. The authorized number of directors shall be not less than 11 nor more than 17,
with up to two non-voting participants. The exact number of directors shall be fixed from time to time by
majority vote of the board. The voting members shall be:
• not less than seven nor more than nine at-large directors,
• not less than two nor more than four non-CDA member/non-employee directors;
• up to two associate member directors,
• one CDA director, and
• the CDA executive director.

One designated non-voting participant shall be the person holding the office of executive director of the
Foundation. Notwithstanding the forgoing, during years when there is an immediate past chair, who is not
otherwise a member of the board, such person shall be added as a second designated, non-voting
participant of the board.

Section 5. APPOINTMENT OF DIRECTORS. The California Dental Association Board of Directors (CDA board) shall
appoint the directors of the board.
(a) The at-large and associate directors shall be proposed by the Committee on Volunteer Placement and
appointed by the CDA board.
(b) The non-CDA member/non-employee directors shall be proposed by the Board of Directors and
appointed by the CDA board.
(c) The CDA board members shall be appointed by the CDA board in accordance with the CDA General
Operating Principles.

Section 6. TERMS OF OFFICE.
(a) The term of office for at-large and non-CDA member/non-employee directors shall be three years, with
a total tenure of three full terms. A partial term shall be no more than half a term.
(b) The term of office for associate directors shall be one year, with a total tenure of three terms. A partial
term shall be no more than half a term. An associate director may not have previously served as an at-
large or non-CDA member/non-employee director, and may not have previously served more than
three terms as an associate. Terms served in an associate director position shall not be counted towards
at-large or non-CDA member/non-employee director tenure limits.
(c) The term of office for the CDA board director shall be two years.
(d) Terms served in a designated director position (CDA board members, and CDA executive director) shall
not have, tenure limits nor be counted towards tenure limits of other director positions.
Section 7. REMOVAL AND VACANCIES

(a) Directors may be removed at any time with or without cause by the CDA board. Consideration of removal will include, but is not limited to, failure to attend 50 percent or more of board meetings within 12 months or two consecutive meetings of a committee of the board. Any director meeting these criteria shall be subject to the removal review process of the CDA board.

(b) No reduction of the authorized number of directors shall have the effect of removing directors before a director’s term of office expires.

(c) A vacancy on the board may exist on the occurrence of the following:

   i. The death or resignation of a director. No director may resign if the corporation would then be left without a director.

   ii. The declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

   iii. The removal of a director.

   iv. The increase of the authorized number of directors.

(d) Vacancies shall be filled in the manner in which the position is appointed as described in Section 5 of this Article.

Section 8. PLACE OF MEETINGS AND PARTICIPATION IN MEETINGS. Meetings of the board shall be held at any place that has been designated by resolution of the board or in the notice of the meeting.

Members of the board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant applicable law constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission (as defined in Section 20 of the California Corporation Code) by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to applicable law constitutes presence in person at that meeting if both of the following apply:

(a) Each member participating in the meeting can communicate with all of the other members concurrently.

(b) Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 9. ANNUAL MEETING. An annual meeting of the board shall be held once during the course of the year. Notice of the date, time and place of the meeting is required in the manner set forth in Section 11 of this Article.

Section 10. SPECIAL MEETINGS. Special meetings of the board for any purpose may be called at any time by the chair, vice chair, secretary or any two directors. Notice of the time and place of special meetings shall be given to each director in the manner set forth in Section 11 of this Article and shall specify the purpose of the meeting.

Section 11. TIME AND MANNER OF GIVING NOTICE. Notice of the time and place of meetings of the board shall be given to each director. Notices sent by first-class mail shall be deposited in the United States mail at least 10 days before the date set for the meeting. Notices given by personal delivery or by telephone, including a voice messaging system or by electronic transmission (as defined in Section 20 of the California Corporations Code) shall be delivered at least 48 hours before the time set for the meeting. All such notices shall be given or sent to the director’s address or telephone number as shown on the records of the corporation and shall specify the general purpose of the meeting.
Section 12. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business. A quorum is not necessary to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

(a) approval of contracts or transactions in which a director has a direct or indirect material financial interest,
(b) approval of certain transactions between corporations having common directorships,
(c) creation of and appointments to committees of the board, and
(d) indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 13. WAIVER OF NOTICE. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to that director.

Section 14. ACTION WITHOUT A MEETING. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Section 15. RESTRICTION ON INTERESTED PERSONS. Any other provision of this Article V notwithstanding, not more than 49 percent of the persons serving on the board of this corporation may be interested persons. For this purpose, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director; or
(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any person described in Section 15 (a) of this Article.

ARTICLE VI: OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a chair, vice chair, secretary and treasurer, each of whom must be serving as a director. At the discretion of the board, a chief financial officer, assistant secretaries, assistant treasurers or other officers may be appointed. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the chair.

Section 2. ELECTION OF OFFICERS. The officers of the corporation shall be elected by the board at its annual meeting.

Section 3. VACANCIES IN OFFICE. A vacancy in any office shall be filled by the board.

Section 4. CHAIR. The chair shall preside at meetings of the board and shall exercise and perform such other powers and duties as the board may assign from time to time.
Section 5. VICE CHAIR. The executive director of the California Dental Association, or his or her designee, shall be the vice chair. If the chair is absent, the vice chair shall perform all duties of the chair. When so acting, the vice chair shall have all powers of and be subject to all restrictions on the chair. The vice chair shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Section 6. SECRETARY. The secretary shall keep or cause to be kept, at the corporation’s principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board and committees of the board. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and bylaws, as amended to date.

The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Section 7. TREASURER. The treasurer shall cause to be kept and maintained adequate and correct books and accounts of the corporation’s properties and transactions and provide appropriate reporting of this activity. The treasurer shall:
(a) Cause to be sent to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times.
(b) Cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse corporation funds as the board may order, shall render to the president, and the board, when requested, an account of all transactions of the treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.
(c) Have general supervisory authority over the financial and investment activities of the corporation and shall act as liaison between the board and the chief financial officer.

Section 8. EXECUTIVE DIRECTOR. Subject to the authority of the board, the executive director shall have general supervision, direction and control of the affairs and officers of the corporation, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the board or the bylaws.

ARTICLE VII: COMMITTEES

Section 1. COMMITTEES OF THE BOARD. The board may by resolution adopted by a majority of the number of directors then in office create and make appointments to committees consisting of directors only, to serve at the pleasure of the board. The board shall delineate the responsibilities and authority of committees of the board. Notwithstanding the foregoing, No committee may:
(a) Fill vacancies on any committee which has been delegated any authority of the board.
(b) Fix the compensation of directors or committee members.
(c) Amend or repeal bylaws or adopt new bylaws.
(d) Amend or repeal any resolution of the board which is expressly not amendable or repealable.
(e) Establish committees of the board or appoint the members of those committees.
(f) Expend corporation funds to support a nominee for director after there are more people nominated for director than can be elected.
(g) Approve any self-dealing transaction unless authorized by section 5233(d)(3) of the Nonprofit Public Benefit Corporation Law.

Section 2. ADVISORY COMMITTEES. The board may establish advisory committees, standing or ad hoc, that do not exercise the authority of the board and which may include non-director members. Any committee with non-director members is not a “committee of the board” and should be clearly identified as an “advisory committee.” Members of advisory committees shall be elected by the board, and reported to the CDA
Section 3. AUDIT COMMITTEE. The board shall establish an Audit Committee, that may include non-board members, but may not include any staff members of the corporation, the CDAF executive director, or treasurer. The audit committee shall be comprised of at least three members to serve a term of three years, for a total tenure of two full terms. A partial term shall be no more than half a term.

Members of the Audit Committee shall be nominated by the board and elected by the CDA board. Vacancies shall be filled by the CDA president in consultation with the board chair, until such time the CDA board can elect a successor. One member of the Audit Committee shall be appointed by the board to serve as chair for a term of one year, with the tenure limited by his or her term on the Audit Committee.

The members of the Audit Committee may not receive compensation for their services and may not have any material financial interest in any entity doing business with the corporation. Subject to the supervision of the board, the Audit Committee shall be responsible for:

(a) recommending to the board the retention and termination of the corporation’s independent auditor,
(b) negotiating the compensation of the corporation’s independent auditor for approval by the board,
(c) conferring with the corporation’s independent auditor to satisfy the committee members the financial affairs of the corporation are in order,
(d) reviewing and determining whether to accept the audit, and
(e) approving the performance of any non-audit services by the auditing firm.

Section 4. CDA WELLNESS COMMITTEE. The board shall oversee the wellness committee in administration of the wellness program. The committee shall operate within a budget and guidelines established by the board and provide periodic reports to the board. The committee shall include, at minimum, a chair, a representative of the foundation board, the chairs of regional wellness committees, and an at-large member. The chair of the board shall have the authority to appoint and remove wellness committee members, subject to ratification by the board.

Section 5. MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article V of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board and its members, except that the time for regular meetings of committees may be determined either by resolution of the board or by resolution of the committee. Special meetings of committees may also be called by resolution of the board. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board may adopt rules not inconsistent with the provisions of these bylaws for the governance of any committee, or in the absence of rules adopted by the board, the committee may adopt such rules.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS AND LIABILITY

Section 1. RIGHT OF INDEMNITY. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers and employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.
Section 2. APPROVAL OF INDEMNITY. On written request to the board by any person seeking indemnification under
Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly
determine under Section 5238(e) of the California Corporations Code whether the applicable standard of
conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize
indemnification. If the board cannot authorize indemnification because the number of directors who are
parties to the proceeding with respect to which indemnification is sought prevents the formation of a
quorum of directors who are not parties to that proceeding, the board shall seek a determination for
authority to indemnify pursuant to Section 5238(e)(3) of the California Corporations Code.

Section 3. ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined
by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections
1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the
 corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by
or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person
is entitled to be indemnified by the corporation for those expenses.

Section 4. LIABILITY OF DIRECTORS OR OFFICERS. None of the directors or officers of the corporation shall be liable
in any manner whatsoever for the debts, liabilities or obligations of the corporation or as otherwise
provided in Section 5239 of the California Nonprofit Corporation Law.

ARTICLE IX: RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep adequate and correct books and
records of accounts and minutes of the proceedings of the board and committees of the board.

Section 2. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect
the corporation books, records, documents of every kind, physical properties, and the records of each of its
subsidiaries. The inspection may be made in person or by the director’s agent or attorney. The right of
inspection includes the right to copy and make extracts of documents.

Section 3. ANNUAL REPORT. The chair and treasurer of the corporation shall cause an annual report to be furnished
to all directors not later than 120 days after the close of the corporation’s fiscal year. The report shall
contain all information required by Section 6321(a) of the California Corporations Code and shall be
accompanied by any report thereon of independent accountants, or if there is no such report, the certificate
of an authorized officer of the corporation that such statements were prepared without audit from the books
and records of the corporation.

Section 4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The corporation shall
furnish annually to all of its directors a statement of any transaction or indemnification described in Section
6322(d) and (e) of the California Corporations Code, if such transaction or indemnification took place.
Such annual statement shall be affixed to and sent with the annual report described in Section 3 of this
Article.

Section 5. REPORTS TO CDA. The corporation shall provide quarterly reports to the CDA board and an annual report
to the California Dental Association House of Delegates.

Section 6. OTHER REPORTS. The corporation shall file with the California Attorney General such other required reports
setting forth the nature of the assets held for charitable purposes and administration thereof by the
corporation, in accordance with rules and regulations of the California Attorney General.

ARTICLE X: AMENDMENT AND REPEAL

The board may adopt, amend, or repeal these bylaws, provided that any such adoption, amendment, or repeal shall be
subject to ratification by the CDA board, and provided further that any such amendment does not conflict with the Articles of Incorporation or with any laws. The California Dental Association may propose amendments to any or all sections of these bylaws. If the board fails to adopt these proposed amendments in a timely manner, the CDA board may, in its sole discretion, remove and replace the board or any of its members, in accordance with the provisions of Article V, Section 7 of these bylaws.

ARTICLE XI: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.