



1 **BYLAWS OF THE CALIFORNIA DENTAL ASSOCIATION FOUNDATION**

2 A California Nonprofit Public Benefit Corporation  
3 Revised May 2023

4  
5 **ARTICLE I: NAME; OFFICE**

6  
7 Section 1. NAME. The name of this corporation is CALIFORNIA DENTAL ASSOCIATION FOUNDATION  
8 ("corporation" or "CDAF").  
9

10 Section 2. PRINCIPAL OFFICE. The principal office of the corporation ("principal office") is located at 1201 K Street,  
11 Sacramento, California 95814. The board of directors ("board") may change the principal office from one  
12 location to another within the State of California.  
13

14 **ARTICLE II: PURPOSES**

15  
16 Section 1. GENERAL PURPOSES. This corporation is a nonprofit public benefit corporation, organized under the  
17 Nonprofit Public Benefit Corporation Law for public and charitable purposes, and is not organized for the  
18 private gain of any person.  
19

20 Section 2. SPECIFIC PURPOSES. The specific and primary purposes and activities for which the corporation is  
21 organized are the receiving, administering and managing of grants, donations and contributions and the  
22 application of funds so received to conduct oral health research; educate the public about oral health  
23 issues; increase access to dental care services for the public; provide educational scholarships, fellowships,  
24 and research grants to advance oral health; and to support other charitable or educational projects relating  
25 to the oral health of the public.  
26

27 Section 3. LIMITATIONS. This corporation is organized exclusively for public benefit, charitable, religious, educational  
28 and scientific purposes, including such purposes as the making of distributions to organizations that qualify  
29 as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or  
30 any corresponding section of any future federal tax code. This corporation is limited to using or distributing  
31 all or any part of its earnings, and is restricted from carrying on certain activities, which are not otherwise  
32 in accordance with the general and specific purposes for which the corporation was formed, which  
33 limitations and restrictions are specifically set forth in the Articles of Incorporation of this corporation.  
34

35 **ARTICLE III: RULES OF ORDER**

36  
37 The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIP Standard Code)*, current  
38 edition shall govern in all matters not provided for by these bylaws and not in conflict with the California Dental  
39 Association rules of order or California law.  
40

41 **ARTICLE IV: MEMBERS**

42  
43 This corporation shall have no statutory members.  
44

45 **ARTICLE V: BOARD OF DIRECTORS**

46  
47 Section 1. GENERAL CORPORATE POWERS. Subject to the provisions and limitations of the California Nonprofit  
48 Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall  
49 be managed, and all corporate powers shall be exercised by or under the direction of the board. The  
50 board may delegate the management of the activities of the corporation to any person or persons,  
51 management company or committee however composed, provided that the activities and the affairs of the

52 corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of  
53 the board.

54

55 Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of this Article, but  
56 subject to the same limitations, the board shall have the power to:

- 57 (a) Appoint and remove, at the pleasure of the board, all the corporation's officers; prescribe powers and  
58 duties for them that are consistent with law, the Articles of Incorporation, and these bylaws, and fix  
59 their compensation.  
60 (b) Adopt and use a corporate seal, and alter the form of the seal.

61

62 Section 3. DUTIES. In addition to any duties prescribed by law, it shall be the duty of the board to:

- 63 (a) Oversee and manage foundation programs, including but not limited to CDA Cares, and grants and  
64 scholarship awards;  
65 (b) Oversee the fiscal affairs of the CDA Foundation, including fundraising and development activities, and  
66 adopt an annual budget;  
67 (c) Appoint, remove, conduct an annual review and set the compensation of the executive director; and  
68 (d) Recommend non-CDA member/non-employee director candidates to the CDA Board of Directors.

69

70 Section 4. NUMBER OF DIRECTORS. The authorized number of directors shall be not less than 11 nor more than 17,  
71 with up to two non-voting participants. The exact number of directors shall be fixed from time to time by  
72 majority vote of the board. The voting members shall be:

- 73 • not less than seven nor more than nine at-large directors,  
74 • not less than two nor more than four non-CDA member/non-employee directors;  
75 • up to two associate member directors,  
76 • one CDA director, and  
77 • the CDA executive director.

78

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

83

84 Section 5. APPOINTMENT OF DIRECTORS. The California Dental Association Board of Directors (CDA board) shall  
85 appoint the directors of the board.

- 86 (a) The at-large and associate directors shall be proposed by the Committee on Volunteer Placement and  
87 appointed by the CDA board.  
88 (b) The non-CDA member/non-employee directors shall be proposed by the Board of Directors and  
89 appointed by the CDA board.  
90 (c) The CDA board members shall be appointed by the CDA board in accordance with the CDA General  
91 Operating Principles.

92

93 Section 6. TERMS OF OFFICE.

- 94 (a) The term of office for at-large and non-CDA member/non-employee directors shall be three years, with  
95 a total tenure of three full terms. A partial term shall be no more than half a term.  
96 (b) The term of office for associate directors shall be one year, with a total tenure of three terms. A partial  
97 term shall be no more than half a term. An associate director may not have previously served as an at-  
98 large or non-CDA member/non-employee director, and may not have previously served more than  
99 three terms as an associate. Terms served in an associate director position shall not be counted towards  
100 at-large or non-CDA member/non-employee director tenure limits.  
101 (c) The term of office for the CDA board director shall be two years.  
102 (d) Terms served in a designated director position (CDA board members, and CDA executive director) shall  
103 not have, tenure limits nor be counted towards tenure limits of other director positions.  
104

- 105 Section 7. REMOVAL AND VACANCIES
- 106 (a) Directors may be removed at any time with or without cause by the CDA board. Consideration of
- 107 removal will include, but is not limited to, failure to attend 50 percent or more of board meetings within
- 108 12 months or two consecutive meetings of a committee of the board. Any director meeting these criteria
- 109 shall be subject to the removal review process of the CDA board.
- 110 (b) No reduction of the authorized number of directors shall have the effect of removing directors before a
- 111 director's term of office expires.
- 112 (c) A vacancy on the board may exist on the occurrence of the following:
- 113 i. The death or resignation of a director. No director may resign if the corporation would then be left
- 114 without a director.
- 115 ii. The declaration by resolution of the board of a vacancy in the office of a director who has been
- 116 declared of unsound mind by an order of court, convicted of a felony, or found by final order or
- 117 judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California
- 118 Nonprofit Public Benefit Corporation Law.
- 119 iii. The removal of a director.
- 120 iv. The increase of the authorized number of directors.
- 121 (d) Vacancies shall be filled in the manner in which the position is appointed as described in Section 5 of
- 122 this Article.
- 123
- 124 Section 8. PLACE OF MEETINGS AND PARTICIPATION IN MEETINGS. Meetings of the board shall be held at any
- 125 place that has been designated by resolution of the board or in the notice of the meeting.
- 126
- 127 Members of the board may participate in a meeting through use of conference telephone, electronic video
- 128 screen communication or electronic transmission by and to the corporation. Participation in a meeting
- 129 through use of conference telephone or electronic video screen communication pursuant applicable law
- 130 constitutes presence in person at that meeting as long as all directors participating in the meeting are able
- 131 to hear one another. Participation in a meeting through use of electronic transmission (as defined in Section
- 132 20 of the California Corporation Code) by and to the corporation, other than conference telephone and
- 133 electronic video screen communication, pursuant to applicable law constitutes presence in person at that
- 134 meeting if both of the following apply:
- 135 (a) Each member participating in the meeting can communicate with all of the other members concurrently.
- 136 (b) Each member is provided the means of participating in all matters before the board, including, without
- 137 limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the
- 138 corporation.
- 139
- 140 Section 9. ANNUAL MEETING. An annual meeting of the board shall be held once during the course of the year.
- 141 Notice of the date, time and place of the meeting is required in the manner set forth in Section 11 of this
- 142 Article.
- 143
- 144 Section 10. SPECIAL MEETINGS. Special meetings of the board for any purpose may be called at any time by the
- 145 chair, vice chair, secretary or any two directors. Notice of the time and place of special meetings shall be
- 146 given to each director in the manner set forth in Section 11 of this Article and shall specify the purpose of
- 147 the meeting.
- 148
- 149 Section 11. TIME AND MANNER OF GIVING NOTICE. Notice of the time and place of meetings of the board shall be
- 150 given to each director. Notices sent by first-class mail shall be deposited in the United States mail at least
- 151 10 days before the date set for the meeting. Notices given by personal delivery or by telephone, including
- 152 a voice messaging system or by electronic transmission (as defined in Section 20 of the California
- 153 Corporations Code) shall be delivered at least 48 hours before the time set for the meeting. All such notices
- 154 shall be given or sent to the director's address or telephone number as shown on the records of the
- 155 corporation and shall specify the general purpose of the meeting.
- 156

157 Section 12. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of  
158 business. A quorum is not necessary to adjourn. Every action taken or decision made by a majority of the  
159 directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject  
160 to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including,  
161 without limitation, those provisions relating to:  
162 (a) approval of contracts or transactions in which a director has a direct or indirect material financial  
163 interest,  
164 (b) approval of certain transactions between corporations having common directorships,  
165 (c) creation of and appointments to committees of the board, and  
166 (d) indemnification of directors.

167  
168 A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal  
169 of directors, if any action taken or decision made is approved by at least a majority of the required quorum  
170 for that meeting.

171  
172 Section 13. WAIVER OF NOTICE. Notice of a meeting need not be given to any director who, either before or after the  
173 meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the  
174 minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All  
175 such waivers, consents and approvals shall be filed with the corporate records or made a part of the  
176 minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting  
177 and does not protest, before or at the commencement of the meeting, the lack of notice to that director.  
178

179 Section 14. ACTION WITHOUT A MEETING. Any action that the board is required or permitted to take may be taken  
180 without a meeting if all members of the board consent in writing to the action; provided, however, that the  
181 consent of any director who has a material financial interest in a transaction to which the corporation is a  
182 party and who is an "interested director" as defined in Section 5233 of the California Corporations Code  
183 shall not be required for approval of that transaction. Such action by written consent shall have the same  
184 force and effect as any other validly approved action of the board. All such consents shall be filed with the  
185 minutes of the proceedings of the board.  
186

187 Section 15. RESTRICTION ON INTERESTED PERSONS. Any other provision of this Article V notwithstanding, not more  
188 than 49 percent of the persons serving on the board of this corporation may be interested persons. For this  
189 purpose, "interested persons" means either:  
190 (a) Any person currently being compensated by the corporation for services rendered to it within the  
191 previous 12 months, whether as a full- or part-time employee, independent contractor or otherwise,  
192 excluding any reasonable compensation paid to a director as director; or  
193 (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-  
194 law, mother-in-law or father-in-law of any person described in Section 15 (a) of this Article.  
195

## 196 **ARTICLE VI: OFFICERS**

197  
198 Section 1. OFFICERS. The officers of the corporation shall be a chair, vice chair, secretary and treasurer, each of  
199 whom must be serving as a director. At the discretion of the board, a chief financial officer, assistant  
200 secretaries, assistant treasurers or other officers may be appointed. Any number of offices may be held by  
201 the same person, except that neither the secretary nor the treasurer may serve concurrently as the chair.  
202

203 Section 2. ELECTION OF OFFICERS. The officers of the corporation shall be elected by the board at its annual meeting.  
204

205 Section 3. VACANCIES IN OFFICE. A vacancy in any office shall be filled-by the board.  
206

207 Section 4. CHAIR. The chair shall preside at meetings of the board and shall exercise and perform such other powers  
208 and duties as the board may assign from time to time.  
209

- 210 Section 5. VICE CHAIR. The executive director of the California Dental Association, or his or her designee, shall be  
211 the vice chair. If the chair is absent, the vice chair shall perform all duties of the chair. When so acting, the  
212 vice chair shall have all powers of and be subject to all restrictions on the chair. The vice chair shall have  
213 such other powers and perform such other duties as the board or the bylaws may prescribe.  
214
- 215 Section 6. SECRETARY. The secretary shall keep or cause to be kept, at the corporation's principal office or such other  
216 place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board  
217 and committees of the board. The secretary shall keep or cause to be kept, at the principal office in  
218 California, a copy of the Articles of Incorporation and bylaws, as amended to date.  
219  
220 The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the  
221 board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody  
222 and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.  
223
- 224 Section 7. TREASURER. The treasurer shall cause to be kept and maintained adequate and correct books and accounts  
225 of the corporation's properties and transactions and provide appropriate reporting of this activity. The  
226 treasurer shall:  
227 (a) Cause to be sent to the directors such financial statements and reports as are required to be given by  
228 law, by these bylaws, or by the board. The books of account shall be open to inspection by any  
229 director at all reasonable times.  
230 (b) Cause to be deposited all money and other valuables in the name and to the credit of the corporation  
231 with such depositories as the board may designate, shall disburse corporation funds as the board may  
232 order, shall render to the president, and the board, when requested, an account of all transactions of  
233 the treasurer and of the financial condition of the corporation, and shall have such other powers and  
234 perform such other duties as the board or the bylaws may prescribe.  
235 (c) Have general supervisory authority over the financial and investment activities of the corporation and  
236 shall act as liaison between the board and the chief financial officer.  
237
- 238 Section 8. EXECUTIVE DIRECTOR. Subject to the authority of the board, the executive director shall have general  
239 supervision, direction and control of the affairs and officers of the corporation, and shall have the general  
240 power and duties of management usually vested in the office of president of a corporation, together with  
241 such other powers and duties as may be prescribed by the board or the bylaws.  
242

## 243 **ARTICLE VII: COMMITTEES**

244

- 245 Section 1. COMMITTEES OF THE BOARD. The board may by resolution adopted by a majority of the number of  
246 directors then in office create and make appointments to committees consisting of directors only, to serve at  
247 the pleasure of the board. The board shall delineate the responsibilities and authority of committees of the  
248 board. Notwithstanding the foregoing, No committee may:  
249 (a) Fill vacancies on any committee which has been delegated any authority of the board.  
250 (b) Fix the compensation of directors or committee members.  
251 (c) Amend or repeal bylaws or adopt new bylaws.  
252 (d) Amend or repeal any resolution of the board which is expressly not amendable or repealable.  
253 (e) Establish committees of the board or appoint the members of those committees.  
254 (f) Expend corporation funds to support a nominee for director after there are more people nominated for  
255 director than can be elected.  
256 (g) Approve any self-dealing transaction unless authorized by section 5233(d)(3) of the Nonprofit Public  
257 Benefit Corporation Law.  
258
- 259 Section 2. ADVISORY COMMITTEES. The board may establish advisory committees, standing or ad hoc, that do not  
260 exercise the authority of the board and which may include non-director members. Any committee with non-  
261 director members is not a "committee of the board" and should be clearly identified as an "advisory  
262 committee." Members of advisory committees shall be elected by the board, and reported to the CDA

263 board. Vacancies to advisory committee positions may be filled by the board chair, for ratification by the  
264 board. Any such advisory committee, to the extent provided in the board resolution establishing its mission  
265 or scope, shall report its findings and recommendations to the board for action.  
266

267 Section 3. AUDIT COMMITTEE. The board shall establish an Audit Committee, that may include non-board members,  
268 but may not include any staff members of the corporation, the CDAF executive director, or treasurer. The  
269 audit committee shall be comprised of at least three members to serve a term of three years, for a total  
270 tenure of two full terms. A partial term shall be no more than half a term.  
271

272 Members of the Audit Committee shall be nominated by the board and elected by the CDA board.  
273 Vacancies shall be filled by the CDA president in consultation with the board chair, until such time the CDA  
274 board can elect a successor. One member of the Audit Committee shall be appointed by the board to serve  
275 as chair for a term of one year, with the tenure limited by his or her term on the Audit Committee.  
276

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

- 280 (a) recommending to the board the retention and termination of the corporation's independent auditor,
- 281 (b) negotiating the compensation of the corporation's independent auditor for approval by the board,
- 282 (c) conferring with the corporation's independent auditor to satisfy the committee members the financial  
283 affairs of the corporation are in order,
- 284 (d) reviewing and determining whether to accept the audit, and
- 285 (e) approving the performance of any non-audit services by the auditing firm.  
286

287 Section 4. CDA WELLNESS COMMITTEE. The board shall oversee the wellness committee in administration of the  
288 wellness program. The committee shall operate within a budget and guidelines established by the board  
289 and provide periodic reports to the board. The committee shall include, at minimum, a chair, a  
290 representative of the foundation board, the chairs of regional wellness committees, and an at-large member.  
291 The chair of the board shall have the authority to appoint and remove wellness committee members, subject  
292 to ratification by the board.  
293

294 Section 5. MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees shall be governed by,  
295 and held and taken in accordance with, the provisions of Article V of these bylaws, concerning meetings of  
296 directors, with such changes in the context of those bylaws as are necessary to substitute the committee and  
297 its members for the board and its members, except that the time for regular meetings of committees may be  
298 determined either by resolution of the board or by resolution of the committee. Special meetings of  
299 committees may also be called by resolution of the board. Minutes shall be kept of each meeting of any  
300 committee and shall be filed with the corporate records. The board may adopt rules not inconsistent with  
301 the provisions of these bylaws for the governance of any committee, or in the absence of rules adopted by  
302 the board, the committee may adopt such rules.  
303

## 304 **ARTICLE VIII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER**

### 305 **AGENTS AND LIABILITY**

306

307 Section 1. RIGHT OF INDEMNITY. To the fullest extent permitted by law, this corporation shall indemnify its directors,  
308 officers and employees, and other persons described in Section 5238(a) of the California Corporations  
309 Code, including persons formerly occupying any such position, against all expenses, judgments, fines,  
310 settlements and other amounts actually and reasonably incurred by them in connection with any  
311 "proceeding," as that term is used in that Section, and including an action by or in the right of the  
312 corporation, by reason of the fact that the person is or was a person described in that section. "Expenses,"  
313 as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations  
314 Code.  
315

- 316 Section 2. APPROVAL OF INDEMNITY. On written request to the board by any person seeking indemnification under  
317 Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly  
318 determine under Section 5238(e) of the California Corporations Code whether the applicable standard of  
319 conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize  
320 indemnification. If the board cannot authorize indemnification because the number of directors who are  
321 parties to the proceeding with respect to which indemnification is sought prevents the formation of a  
322 quorum of directors who are not parties to that proceeding, the board shall seek a determination for  
323 authority to indemnify pursuant to Section 5238(e)(3) of the California Corporations Code.  
324
- 325 Section 3. ADVANCEMENT OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined  
326 by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections  
327 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the  
328 corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by  
329 or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person  
330 is entitled to be indemnified by the corporation for those expenses.  
331
- 332 Section 4. LIABILITY OF DIRECTORS OR OFFICERS. None of the directors or officers of the corporation shall be liable  
333 in any manner whatsoever for the debts, liabilities or obligations of the corporation or as otherwise  
334 provided in Section 5239 of the California Nonprofit Corporation Law.  
335

#### 336 **ARTICLE IX: RECORDS AND REPORTS**

- 337
- 338 Section 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep adequate and correct books and  
339 records of accounts and minutes of the proceedings of the board and committees of the board.  
340
- 341 Section 2. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect  
342 the corporation books, records, documents of every kind, physical properties, and the records of each of its  
343 subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of  
344 inspection includes the right to copy and make extracts of documents.  
345
- 346 Section 3. ANNUAL REPORT. The chair and treasurer of the corporation shall cause an annual report to be furnished  
347 to all directors not later than 120 days after the close of the corporation's fiscal year. The report shall  
348 contain all information required by Section 6321(a) of the California Corporations Code and shall be  
349 accompanied by any report thereon of independent accountants, or if there is no such report, the certificate  
350 of an authorized officer of the corporation that such statements were prepared without audit from the books  
351 and records of the corporation.  
352
- 353 Section 4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The corporation shall  
354 furnish annually to all of its directors a statement of any transaction or indemnification described in Section  
355 6322(d) and (e) of the California Corporations Code, if such transaction or indemnification took place.  
356 Such annual statement shall be affixed to and sent with the annual report described in Section 3 of this  
357 Article.  
358
- 359 Section 5. REPORTS TO CDA. The corporation shall provide quarterly reports to the CDA board and an annual report  
360 to the California Dental Association House of Delegates.  
361
- 362 Section 6. OTHER REPORTS. The corporation shall file with the California Attorney General such other required reports  
363 setting forth the nature of the assets held for charitable purposes and administration thereof by the  
364 corporation, in accordance with rules and regulations of the California Attorney General.  
365

#### 366 **ARTICLE X: AMENDMENT AND REPEAL**

- 367
- 368 The board may adopt, amend, or repeal these bylaws, provided that any such adoption, amendment, or repeal shall be

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

374

375 **ARTICLE XI: CONSTRUCTION AND DEFINITIONS**

376

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