



# 2023 House of Delegates

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## 1 **Resolution 1: House of Delegates Resolutions Deadline**

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2 CDA Board of Directors

3  
4 In 2018, the house of delegates (house) adopted Resolution 4-2018-H, implementing a 10-day deadline for  
5 submission of resolutions as follows:

6  
7 *Resolved, that resolutions for the annual House of Delegates be accepted until 10 days prior to the first*  
8 *session, and be it further*

9  
10 *Resolved, that resolutions submitted following the 10-day deadline be considered at an annual session of*  
11 *the house, if approved by a majority affirmative vote, and be it further*

12  
13 *Resolved, that the CDA Bylaws and General Operating Principles be amended to reflect this change.*  
14

15 While this deadline proved beneficial in 2019, now that the reference committee hearing is held in advance of  
16 the house (one week prior), there have been concerns expressed as to the timing of when resolutions are  
17 posted. With the resolutions deadline being 10 days prior to the first session of the house, resolutions can be  
18 submitted up to three days prior to the reference committee hearing. Receiving resolutions just days before the  
19 reference committee hearing does not allow delegates adequate time to read, analyze and understand the  
20 nuances of these resolutions, nor organize a supporting or dissenting opinion in which to present at the hearing.

21  
22 In June, the board of directors adopted an action to change the resolutions deadline to ten days prior to the  
23 reference committee hearing or first session of the house, whichever comes first. While ideally all resolutions  
24 would be submitted by this deadline, it is recognized that there could be circumstances in which an item of  
25 critical nature may need to be decided by the house with less notice. Therefore, the language regarding  
26 resolutions submitted following the deadline will remain intact, requiring a majority affirmative vote of the house  
27 to be considered.

28  
29 **Financial Impact:** None

### 30 **Attachments:**

- 31 • CDA Bylaws and General Operating Principles Amendments

32  
33  
34 **Recommendation:** The house is asked to approve the following resolution:

35  
36 **Resolved, that the resolutions deadline for the annual house of delegates be modified,**  
37 **allowing resolutions to be accepted until 10 days prior to the reference committee**  
38 **hearing or first session of the house, whichever comes first, and be it further**

39  
40 **Resolved, that the CDA Bylaws and General Operating Principles be amended to reflect**  
41 **this change.**

42 **CDA Bylaws and General Operating Principles Amendments**

43 Additions in [blue underline](#)

44

45 **CDA Bylaws**

46

47 CHAPTER IV – HOUSE OF DELEGATES

48

49 Section 100. RULES OF ORDER:

50

51 C. Introduction of New Resolutions: Resolutions for the annual House of Delegates shall be accepted until 10  
52 days prior to the [reference committee hearing or](#) first session [of the house, whichever comes first](#). Any  
53 resolution submitted following the 10-day deadline will be noticed by the speaker and will require a  
54 majority affirmative vote of the house to be considered.

55

56 **CDA General Operating Principles**

57

58 Chapter XI. HOUSE OF DELEGATES

59

60 D. Procedures of the House of Delegates

61

62 5. Agenda and Priority Agenda: The proposed agenda for the house is prepared by the speaker of the  
63 house. A priority agenda and a consent agenda are prepared by the speaker in consultation with the  
64 reference committee chairs. Any delegate may remove any resolution from the consent agenda.  
65 Resolutions shall be accepted until 10 days prior to the [reference committee hearing or](#) first session of  
66 the house, [whichever comes first](#). Any resolution submitted following the 10-day deadline will be  
67 noticed by the speaker and will require a majority affirmative vote of the house to be considered.

1 **Resolution 2: Speaker of the House Tenure and Election Process (Revised)**

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2 CDA Board of Directors

3  
4 The Speaker of the House (speaker) presides over one house of delegates (house) meeting annually unless a  
5 special house is called. This position is unique and requires significant time to gain proficiency related to  
6 governance and parliamentary procedures.

7  
8 Prior to 2016, the term of speaker was one year, for up to six consecutive terms (6 years). During the  
9 governance review advisory committee (GRAC) work, it was determined that the speaker term was too short  
10 and that the one-year term caused operational inefficiencies, including the fact that the speaker in their first year  
11 of service, had to reapply for the position before even having presided over a house.

12  
13 As a result of the GRAC recommendations, the speaker term was changed to a two-year term, eligible for up to  
14 three terms. By extending the term, it improved efficiencies including the application process, allowing the  
15 speaker to reapply twice rather than five times during the potential six-year service.

16  
17 In March 2023, the board of directors (board) discussed officer succession planning, including the speaker  
18 position. The board addressed the following during their discussion:

- 19 • Whether the term/tenure for the speaker was sufficient;
- 20 • Whether the timing of the speaker election allowed a speaker adequate time to become familiar with  
21 their responsibilities prior to presiding at a house; and
- 22 • Whether the speaker job description should require parliamentary courses/training either prior to  
23 applying or following election.

24  
25 During the discussion the board expressed that having either a longer term or tenure would be beneficial, and  
26 ultimately recommended extending the tenure which would still allow for a change in speaker every two years,  
27 if needed. Additionally, there was consensus that it would be beneficial to implement a process in which the  
28 incoming speaker could shadow the incumbent speaker being that this is such a unique position, as well as  
29 attend parliamentary courses and trainings prior to presiding over their first house.

30  
31 In June, the board adopted an action to extend the speaker’s tenure by one term (to four two-year terms) and  
32 change the timing of the speaker election allowing for shadowing and necessary training.

33  
34 **Financial Impact:** The speaker-elect will be expected to attend the house (including reference committee  
35 hearings) and house preparation meetings, as well as 2-3 parliamentary courses/trainings annually, as  
36 identified by CDA. Travel expenses for the house would be approximately \$1,000, with preparation meetings  
37 held virtually. Should reference committees continue to be held in advance of the house, there would be  
38 additional travel expenses to attend in Sacramento, which would be approximately \$600. Expenses related to  
39 identified parliamentary courses/trainings would be covered by the existing training budget.

40  
41 **Attachments:**

- 42 • CDA Bylaws and General Operating Principles Amendments

43  
44 **Recommendation:** The house is asked to approve the following resolution:

45  
46 **Resolved, that the tenure for the speaker of the house be modified, extending it to four**  
47 **two-year terms, and be it further**

48  
49 **Resolved, that the timing of the speaker election be modified, electing a nominee for**  
50 **speaker-elect the year prior to the expiration of the incumbent speaker’s term, allowing**  
51 **the incoming speaker to shadow the incumbent speaker for a year before taking office,**  
52 **and be it further**

54 **Resolved, that the first election utilizing the new process be conducted in 2025 for the**  
55 **2027-2028 term, and be it further**  
56  
57 **Resolved, that the CDA Bylaws and General Operating Principles be amended to reflect**  
58 **these changes.**

59 **CDA Bylaws and General Operating Principles Amendments**

60 Additions in [blue underline](#); deletions in ~~red strikethrough~~

61

62 **CDA Bylaws**

63

64 CHAPTER IV – HOUSE OF DELEGATES

65

66 Section 120. ELECTION PROCEDURES: The following positions shall be nominated by the board and submitted  
67 to the house for election or selection as noted below, in accordance with these bylaws and the General  
68 Operating Principles:

69

70 A. Election: The house shall elect the president, secretary, treasurer and speaker. The nominee for speaker-  
71 elect shall be elected by the house the year prior to the expiration of the incumbent speaker's term, allowing  
72 the incoming speaker to shadow the current speaker for a year before taking office.

73

74 CHAPTER VI – ELECTED OFFICERS OF THE ASSOCIATION

75

76 Section 50. TERM OF OFFICE: The president and secretary shall be elected to a one-year term, eligible to serve  
77 a maximum of three consecutive terms in each office. The treasurer and speaker shall be elected to a two-year  
78 term. The treasurer shall be eligible for multiple terms, limited by tenure in an at-large director position on the  
79 board. The speaker shall be eligible to serve a maximum of ~~three~~four terms.

80

81 **CDA General Operating Principles**

82

83 IV. LEADERSHIP APPLICATION AND SELECTION PROCESS

84

85 C. Selection Process for Leadership Positions

86

87 12. Candidates for the following position submit their application to CVP, are nominated by the board and  
88 elected by the house the year prior to the expiration of the incumbent speaker's term. Additional  
89 campaign information can be found in Section 11 below:

90

- Speaker of the House

1 **Resolution 3: CDA Officer Elections**

---

2 CDA Board of Directors

3  
4 It is the duty of the house of delegates (house) to elect the officers of the association. The process for officer  
5 elections is outlined in the general operating principles as follows:

- 6 • President, secretary and treasurer: Candidates for the following positions submit their application to  
7 CVP, are nominated by the board (from among the members of the board) and elected by the house.
- 8 • The board of directors' (board) nominates one candidate for each open position and forwards the slate  
9 of candidates to the house for election.
- 10 • Along with the slate of candidates, the house is notified of the deadline to contest. The deadline to  
11 submit the intent to contest an officer position, in writing (email accepted) is established by the general  
12 operating principles as twenty (20) days prior to the house. The 2023 deadline is October 28.
- 13 • Following the deadline, the nominations are closed, and all uncontested nominees will be declared  
14 elected and installed at the house.

15  
16 In 2021, the house adopted Resolution 1-2021-H (Board Composition), honoring the officer elections that had  
17 already occurred, which include the incoming presidents, as follows:

- 18 • Dr. Carliza Marcos, president 2024
- 19 • Dr. Max Martinez, president 2025

20  
21 In August, the board conducted the following nominations:

- 22 • Secretary: Three candidates sought the position of secretary – Drs. Wallace Bellamy, Robert Hanlon and  
23 James Sanderson. Dr. Robert Hanlon was nominated, receiving 64% of the votes.
- 24 • Treasurer: Two candidates sought the position of treasurer – Drs. Scott Kim and Benson Wong. Dr. Scott  
25 Kim was nominated, receiving 60% of the votes.

26  
27 **Financial Impact:** None

28  
29 **Attachments:** None

30  
31 **Recommendation:** The house is asked to approve the following resolution:

32  
33 **Resolved, that the following candidates be elected officers of the California Dental**  
34 **Association:**

35  
36 **Secretary (2024) ..... Dr. Robert Hanlon**  
37 **Treasurer (2024-2025) ..... Dr. Scott Kim**

## 1 **Resolution 4: CDA Strategic Plan**

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2 CDA Board of Directors

3  
4 It is the duty of the house of delegates (house) to adopt the goals of the CDA Strategic Plan (lines 63-71) as  
5 follows:

- 6  
7 • **Membership Model:** Define and implement a membership model that prioritizes member experience  
8 and value, maximizes overall membership market share and strengthens CDA and component  
9 operations and sustainability to serve members.
- 10 • **Early Career Dentists:** Prioritize programs and investments that acknowledge the unique needs of  
11 early career dentists to maximize the recruitment and retention efforts with this segment.
- 12 • **Advocacy/Community/Profession:** Pursue initiatives that strengthen the practice of dentistry,  
13 address pain points within the dental payer environment and improve the oral health of Californians.
- 14 • **Financial Sustainability:** Diversify sources of and maximize non-dues revenue, prudently manage  
15 expenses and thoughtfully evaluate dues levels to maintain financial sustainability.

16  
17 In 2022, the board of directors (board) established a future forecasting workgroup (workgroup) comprised of  
18 leaders from CDA, TDIC, TDIC Insurance Solutions and the CDA Presents Board of Managers. This workgroup  
19 was charged with understanding the organization's future financial forecast and landscape trends to help  
20 inform the board's near and long-term strategic planning decisions.

21  
22 Over the course of the year, the workgroup reviewed association landscape trends, membership trends and  
23 membership engagement data. With a strong foundational understanding of the challenge, the scope was  
24 expanded to include development of strategic recommendations that will ensure member value and near-term  
25 financial sustainability and support the vision for how CDA meets future needs of members and the profession.

26  
27 As a result of the future forecasting recommendations, a new strategic plan has been developed. This plan  
28 reflects the key areas of focus identified by the workgroup, including membership models; early career  
29 dentists; advocacy, community and profession; and financial sustainability.

30  
31 In August, the board adopted an action approving the strategic plan, with the goals to be adopted by the  
32 house.

33  
34 **Financial Impact:** A majority of the activities required to achieve the strategic plan goals can be  
35 implemented using existing resources; however, others may have additional financial impact on the association.  
36 A financial analysis will be completed for any strategic plan activities that may have significant financial  
37 impact, and requests for funding will be presented to the board as necessary.

### 38 39 **Attachments:**

- 40 • CDA Strategic Plan (information only)

41  
42 **Recommendation:** The house is asked to approve the following resolution:

43  
44 **Resolved, that the CDA Strategic Plan goals be approved.**



45 **CDA Strategic Plan**

46  
47 **Mission:** CDA is committed to the success of our members in service to their patients and the public.  
48

**Attributes**  
(what we offer)

At CDA, we are ...

Driven to boldly pursue ideas, initiatives and actions that matter to dentists right now and help them stay ahead of what's next.

**Benefits**  
(what they get)

So we ...

Bring together people and programs that make a difference to dentists, advance their practices and shape the future of their profession.

49  
50  
51 **Success Criteria**

- 52 • Enhance and maintain CDA's visibility as a leader/influencer in the dental profession.
- 53 • Achieve comprehensive dental plan reform, ensuring plans provide meaningful benefits to patients while being functional and sustainable for dentists.
- 54 • Maintain historically strong "active" membership category retention of 97%.
- 55 • Increase "student" to "active" membership category retention by 1 - 3%.
- 56 • Capture 50% of new to market dentists.
- 57 • Increase non-dues revenue from business partners by \$2.5M by 2026.
- 58 • Create an ongoing breakeven annual operating budget that includes returning at least \$1M to reserves annually by 2026.

61  
62 **Goals:**

- 63 • **Membership Model:** Define and implement a membership model that prioritizes member experience and value, maximizes overall membership market share and strengthens CDA and component operations and sustainability to serve members.
  - 64 • **Early Career Dentists:** Prioritize programs and investments that acknowledge the unique needs of early career dentists to maximize the recruitment and retention efforts with this segment.
  - 65 • **Advocacy/Community/Profession:** Pursue initiatives that strengthen the practice of dentistry, address pain points within the dental payer environment and improve the oral health of Californians.
  - 66 • **Financial Sustainability:** Diversify sources of and maximize non-dues revenue, prudently manage expenses and thoughtfully evaluate dues levels to maintain financial sustainability.
- 67  
68  
69  
70  
71

72 **Goals and Objectives**

73

74 **Membership Model: Define and implement a membership model that prioritizes member**  
75 **experience and value, maximizes overall membership market share and strengthens CDA**  
76 **and component operations and sustainability to serve members.**

77

78 **Objective 1: Increase engagement in core member benefits by understanding member needs**  
79 **and adapting programs, services and communication strategies.**

- 80 1.1 Beginning in 2023, increase frequency of member research to stay connected to member sentiments,  
81 needs and perceptions of value. Evaluate effective cadence by 2026.
- 82 1.2 Utilize member research to diversify education and events offerings to meet the needs of more members  
83 starting in 2024.
- 84 1.3 Execute the TDIC and TDIC Insurance Solutions strategic growth plan.
- 85 1.4 Expand member profile information captured to include data points that would allow for more  
86 customized communication and inform program/benefit decisions (e.g., practice modality, practice size)  
87 starting in 2024.
- 88 1.5 Consistently monitor, measure and adapt communication strategies to drive awareness and utilization of  
89 core benefits.

90

91 **Objective 2: Foster strong, transparent, trust-based relationships with local dental societies**  
92 **to maximize member value and impact.**

- 93 2.1 Increase data/research sharing between CDA and components to improve alignment on shared  
94 organizational strategies and serving members.
- 95 2.2 Fully leverage the Board of Component Representatives as both a conveyer of information between state  
96 and local organizations and a statewide sounding board for organizational strategies.
- 97 2.3 Create consistent staff team engagement with component executive directors to align on shared goals,  
98 discuss areas of duplication and ensure consistent/baseline member benefit delivery.

99

100 **Objective 3: Implement pricing, member experience and operational strategies that align**  
101 **with member value and make it easy to be a member.**

- 102 3.1 Evaluate and adjust early and late career discounting strategies through a value-based pricing lens and  
103 assess opportunities to align discounting strategies with components to maximize member impact.
- 104 3.2 Modernize member experience through system enhancements and operational protocols.
- 105 3.3 Explore membership structure changes responsive to member research.
- 106 3.4 Continuously evaluate pricing, positioning and packaging of products beyond membership (e.g., for fee  
107 education, career center and consulting offerings) and ensure each has sound protocol for measuring  
108 impact, effectiveness and future viability.

109

110 **Early Career Dentists: Prioritize programs and investments that acknowledge the unique**  
111 **needs of early career dentists to maximize the recruitment and retention efforts with this**  
112 **segment.**

113

114 **Objective 4: Enhance understanding of and ability to track dental student to practicing**  
115 **dentist journey.**

- 116 4.1 Create efficient mechanisms for tracking 'what's next' for dental student market (e.g., residency, public  
117 health, DSO, associateship, private practice), including understanding migration patterns within and  
118 outside of the state and building appropriate communication vehicles.

119

120 **Objective 5: Expand/strengthen relationships with influencers in dental schools.**

- 121 5.1 Reinforce, and where needed, reimagine the role of the CDA student delegation and partnership with  
122 ASDA.

- 123 5.2 Continue to foster strong relationships with dental school deans and administrative staff and build  
124 strategy for faculty and alumni association engagement.  
125 5.3 Evaluate opportunities to expand student programs beyond California in key feeder markets and TDIC  
126 growth states.  
127

128 **Objective 6: Ensure benefit portfolio for early career dentists is robust and responsive to**  
129 **research identified unique pain points/needs.**

- 130 6.1 Diversify how resources and subject matter expertise are delivered to meet the demands/desires of this  
131 segment.  
132 6.2 Create dedicated communication mechanisms and touchpoints for early career dentists.  
133 6.3 Evaluate and enhance resources for employee dentists to showcase and support various career  
134 pathways.  
135

136 **Advocacy/Community/Profession: Pursue initiatives that strengthen the practice of dentistry,**  
137 **address pain points within the dental payer environment, and improve the oral health of**  
138 **Californians.**  
139

140 **Objective 7: Pursue comprehensive dental plan reforms.**

- 141 7.1 Pursue legal avenues when needed to support significant dental benefit pain points.  
142 7.2 Pursue legislation to increase dental plan accountability and develop quality, meaningful dental plan  
143 requirements that address member pain points and meet the oral health care needs of Californians.  
144

145 **Objective 8: Continue efforts to strengthen the dental workforce pipeline for key practice**  
146 **roles.**

- 147 8.1 Continually evaluate legislative strategies and program approaches to support the most significant  
148 staffing pain points in the most effective ways.  
149 8.2 Increase state and local partnership to maximize impact through complementary efforts.  
150

151 **Objective 9: Improve the oral health of the public and the practice interests of members**  
152 **through advocacy and programs.**

- 153 9.1 Advocate for programs and services that improve access to oral health and eliminate barriers to care.  
154 9.2 Maintain strong presence with legislators in collaboration with the state dental director to advance  
155 initiatives and secure critical budget funding for oral health programs.  
156 9.3 Execute the strategic plan of the CDA Foundation.  
157

158 **Financial Sustainability: Diversify sources of and maximize non-dues revenue, prudently**  
159 **manage expenses, and thoughtfully evaluate dues levels to maintain organizational**  
160 **sustainability.**  
161

162 **Objective 10: Execute sound, proactive financial modeling to guide expense management**  
163 **and dues setting.**

- 164 10.1 Diligently evaluate expenses to ensure spend is managed and directed at the highest value member  
165 programs and services.  
166 10.2 Utilize financial modeling to inform necessary dues adjustments.  
167

168 **Objective 11: Leverage relationships with business partners to enhance member benefit**  
169 **offerings and generate royalty revenue.**

- 170 11.1 Continuously evaluate current endorsed services portfolio to ensure partners/programs are meeting  
171 expectations with respect to member value, utilization and revenue generation.  
172 11.2 Utilize insights from member service, practice support and policy teams to identify opportunities for new  
173 endorsement categories to meet member needs.  
174

175 **Objective 12: Create and enhance opportunities that allow business partners to leverage**  
176 **CDA channels to reach potential customers.**

177 12.1 Develop research plan to expand understanding of the evolving needs of business partners to inform  
178 product development opportunities.

179 12.2 Evaluate existing product offerings – exhibits, sponsorship, advertising – to ensure pricing, positioning  
180 and packaging are maximizing revenue potential.

## 1 **Resolution 5: Component Boundary Review**

---

2 CDA Board of Directors

3  
4 In 2006, the Goal 9 Task Force developed a series of recommendations, which were approved by the house of  
5 delegates (house). Among them was a recommendation to appoint a task force to develop a process for  
6 periodic review of component boundaries (6-2006-H).  
7

8 In 2009, the Periodic Boundary Review Task Force completed its work, with their report being adopted by the  
9 house (11-2009-H). Additionally, the house adopted a process for periodic review of component boundaries to  
10 be conducted every ten years, beginning in 2013 (12RC-2009-H). As such, in 2013, an all-component  
11 boundary review was completed, with the next review scheduled to have occurred in 2023.  
12

13 In September 2022, CDA convened a small focus group of component executive directors to gain insight into  
14 how the 2013 component boundary review project went, determine whether there was a need or desire to  
15 conduct an all-component boundary review in 2023, and discuss component resources and capacity for the  
16 review taking into consideration the 2023-2024 implementation of the new association management system, as  
17 well as other component priorities. Overall, the focus group did not express interest in conducting an all-  
18 component boundary review in 2023 and felt that component boundary reviews could be conducted as needed  
19 for specific boundary issues between components.  
20

21 In October, information regarding the component boundary review process was presented to all component  
22 executive directors. Following the meeting, the executive directors were asked to participate in an online survey  
23 to determine if any had concerns regarding their component's boundaries and whether they felt a component  
24 boundary review was necessary. Seventeen of the 32 component executive directors participated in the survey,  
25 none of whom indicated an interest or need in reviewing boundaries.  
26

27 At the February 2023 board of component representatives (BCR) meeting, members were provided with  
28 information regarding the periodic review of component boundaries. BCR was advised that based on feedback  
29 garnered from a component executive director focus group and all-component survey, the recommendation  
30 would be to eliminate the 10-year boundary review requirement, in favor of components requesting boundary  
31 reviews as needed. BCR members were asked to confer with their component to determine whether an all-  
32 component boundary review is necessary or desired on a regular basis, or if requesting component boundary  
33 reviews as needed would be sufficient. In May, BCR members reported that feedback from component  
34 leadership was consistent with the information obtained from the executive directors.  
35

36 In August, BCR and the board of directors adopted an action to eliminate the 10-year periodic component  
37 boundary review and approved the newly established Request for Component Boundary Review and  
38 Component Boundary Review Dispute Resolution processes.  
39

40 **Financial Impact:** None

### 41 **Attachments:**

- 42 • Request for Component Boundary Review Process (information only)
- 43 • Component Boundary Review Dispute Resolution Process (information only)
- 44
- 45

46 **Recommendation:** The house is asked to approve the following resolution:  
47

48 **Resolved, that Resolution 12RC-2009-H be rescinded, thereby eliminating the 10-year**  
49 **periodic component boundary review requirement, and be it further**

50 **Resolved, that CDA conduct component boundary reviews upon request by any**  
51 **component.**  
52

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## **Request for Component Boundary Review Process**

- A component that wishes to review or modify its boundaries may complete the Component Boundary Review Request Form and submit it to the CDA legal and component relations teams.
- All affected components will then complete the Component Boundary Review Checklist.
- The component who submitted the request will meet and confer with any neighboring components affected by the proposed boundary modification. Each affected component will assemble a Component Boundary Modification Committee comprised of the component executive director, president, treasurer and membership chair (if applicable), to be present at the meeting.
- If all affected components agree to the modification, each will complete the Acknowledgement of Component Boundary Modification Meeting and Agreement.
- Any boundary modification agreed to by the components will be presented to the house of delegates for review, approval and direction to CDA to issue new charters for those components involved. The components will also need to amend their bylaws.
- If all affected components do not reach an agreement, the components may complete a Request for Dispute Resolution Form.
- At any time, the components may agree to engage in an independent mediation, at their own expense.
- If components do not elect mediation, or if mediation fails to resolve the dispute, the components may elect to participate in the Component Boundary Review Dispute Resolution Process.

72 **Component Boundary Review Dispute Resolution Process**

73

74 Components that cannot agree on proposed boundary modifications and have either declined mediation or  
75 were unsuccessful in reaching agreement in mediation, may take part in the Component Boundary Review  
76 Dispute Resolution Process.

- 77 • The CDA president, in consultation with the secretary, will appoint a special committee consisting of  
78 one CDA director, one board of component representatives (BCR) member, one at-large member  
79 (preferably not a CDA director or BCR member) and one component executive director to oversee the  
80 process and make a recommendation to the CDA Board of Directors (board). The members of the  
81 special committee may not be from any of the components involved in the boundary dispute. Similarly,  
82 if the president or secretary is a member of any of the components involved in the dispute, he or she  
83 shall not participate in appointment of the special committee. In this case, the treasurer will participate  
84 in the appointment process.
- 85 • The special committee will meet with the members of the Component Boundary Modification  
86 Committees and will make a recommendation that will be forwarded to the house of delegates (house),  
87 through the board.
- 88 • The board will review the recommendation of the special committee and can either accept the  
89 recommendation and forward it to the house or take action on a modified recommendation to forward  
90 to the house.
- 91 • If the house votes to approve the proposed boundary modifications, CDA will issue new charters for  
92 those components involved. The components will also need to amend their bylaws.

## Resolution 6: Modification of CDA Councils

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CDA Board of Directors

In June 2020, the board of trustees (now the board of directors, referred to as board) approved Resolution 17-2020-B-Closed, recommending several reductions in expenses for the financial health of the organization, while minimizing the negative impact on programs that have the most value for the most members. The original recommendation included the elimination of the peer review program and three councils (council on peer review, judicial council and council on membership).

Following the decision, CDA received input from component boards and individual leaders regarding the recommendations. Overall, feedback was supportive of the changes, but there was sentiment that CDA should delay any significant changes due to the uncertainty of impact due to the coronavirus (Covid) pandemic.

Since the board originally intended to reconsider the financial decisions within one year, in August 2020, the board amended the original resolution, changing the language from “eliminate” to “suspend funding” to clarify the intention for an evaluative period.

In 2021, the committee reviewed CDA’s financials in light of the ongoing and projected impact of COVID on the organization’s activities and finances and recommended that the board continue suspension of funding, to be reconsidered in August 2022.

In 2022, the board established a future forecasting workgroup (workgroup) comprised of leaders from CDA, TDIC, TDIC Insurance Solutions and the CDA Presents Board of Managers. This workgroup was charged with understanding the organization’s future financial forecast and landscape trends to help inform the board’s near and long-term strategic planning decisions. In light of the continued work of the workgroup into 2023, as well as the continued focus on providing programs that provide the most value for the most members, the board approved the continued suspension of funding, to be reconsidered no later than August 2023.

In May 2023, the board considered and approved the strategic recommendations presented by the workgroup. These recommendations seek to achieve financial sustainability for the organization, while also responding to member feedback regarding membership preferences and perceived value.

The original rationale for suspending funding for the programs outlined above remains applicable three years later. Additionally, long-term income and expense projections reinforce that Covid has had a significant impact on non-dues revenue, which is expected to continue into the foreseeable future. The board is successfully managing the responsibilities of the judicial council and council on membership, and only a small number of members utilized the peer review program, which is an expensive program to administer. However, upon reconsideration this year, the finance committee and board identified that there is value in maintaining a council on membership with a modified scope of responsibilities.

Therefore, in August, the board approved to continue suspension of funding for the council on membership and convene a workgroup to make a recommendation as to the council’s future composition and scope of responsibilities, while eliminating the judicial council and the peer review program (including the council on peer review). The action adopted by the board read:

*Continue suspension of funding for the Council on Membership through 2024, and convene a workgroup to make a recommendation regarding the future scope and composition of the Council on Membership, and*

*Eliminate the Peer Review Program, including the Council on Peer Review, and*

*Eliminate the Judicial Council, with oversight of the Code of Ethics and disciplinary matters transferred to the CDA Board of Directors, and*



55 *Amend the CDA General Operating Principles to reflect these changes, contingent upon the CDA House of*  
56 *Delegates approval of the bylaws and*

57

58 *Urge the CDA House of Delegates to approve the conforming CDA Bylaws amendments.*

59

60 **Financial Impact:** Annual savings of approximately \$1,000,000 (based on 2024 estimate).

61

62 **Attachments**

63 • CDA General Operating Principles Amendments

64 • CDA Bylaws Amendments

65

66 **Recommendation:** The house is asked to approve the following resolution:

67

68 **Resolved, that the CDA Bylaws be amended to reflect the elimination of the Judicial**  
69 **Council and the Peer Review Program, including the Council on Peer Review.**

70 **CDA General Operating Principles Amendments**

71 Deletions in ~~red strikethrough~~

72

73 **XIV. MISSION STATEMENTS**

74

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

78

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

83 **CDA Bylaws Amendments**

84 Additions in blue underline; deletions in ~~red strikethrough~~

85

86 **CHAPTER III – COMPONENT SOCIETIES**

87

88 Section 20. **POWERS AND DUTIES:**

89

90 A. A component society shall have the power to approve its own members who shall become members of this  
91 association, except in cases where a referral to the ~~Judicial Council Membership Application Review~~  
92 ~~Subcommittee (MARS)~~Board of Directors (board) is mandatory. In such cases, the decision of ~~MARS~~the  
93 board or a hearing panel shall be final. Components shall utilize the CDA Universal Application Form for  
94 all prospective members and shall adhere to the application procedures described in the CDA Membership  
95 Policies and Procedures Manual.

96

97 B. The component shall advise and counsel members relative to disciplining its members and, where  
98 appropriate, refer such matters to the ~~Judicial Council of this association~~board.

99

100 **CHAPTER V – BOARD OF DIRECTORS**

101

102 Section 70. **POWERS:** The board shall have the power:

103

104 A. To establish rules and regulations consistent with these bylaws to govern its organization and procedures.

105

106 B. To direct the president to call a special session of the house as provided in Chapter IV, Section 80 of the  
107 bylaws.

108

109 C. To establish policies which are essential to the management of the association. On matters of dental  
110 practice and policy, the board may establish interim policies when the house is not in session; provided,  
111 however, that all such policies must be presented for approval at the next session of the house.

112

113 D. To levy assessments upon the membership.

114

115 E. To establish rules modifying the obligation of members to pay dues or assessments and to establish  
116 promotional dues rates for a limited duration affiliated with membership campaigns.

117

118 F. To consider proposals for amending the CDA Code of Ethics, and related matters.

119

120 G. To provide advisory opinions regarding the interpretations of the ADA Principles of Ethics and the CDA  
121 Code of Ethics.

122

123 H. To call a special meeting of the shareholders of CDA Holding Company, Inc. (CDAHCI) for any purpose,  
124 including a special meeting to remove and replace directors of that corporation.

125

126 I. To remove directors, council members, committee members, members of the board of managers and ADA  
127 delegates in accordance with these bylaws.

128

129 J. To create special committees in accordance with Chapter XI, Section 10 of these bylaws.

130

131 Section 80. **DUTIES:** It shall be the duty of the board:

132

133 A. To serve as the fiduciary of this association.

134

- 135 B. To appoint, remove, conduct an annual review based on established priorities, and set the compensation of  
136 the executive director.  
137
- 138 C. To appoint, remove, conduct an annual review and set the honorarium of the editor.  
139
- 140 D. To identify and recruit leaders for CDA leadership positions.  
141
- 142 E. To nominate candidates for each officer position to be elected by the house.  
143
- 144 F. To select candidates for the boards of directors of the subsidiary companies for election by the shareholder.  
145
- 146 G. To nominate the directors of the CDA Holding Company, Inc. for election by the shareholder.  
147
- 148 H. To elect candidates for the board of directors, board of component representatives, boards of directors of  
149 affiliate companies, councils, committees, and delegates and alternate delegates to the ADA house.  
150
- 151 I. To nominate candidates for general membership pursuant to Chapter II, Section 40A for election by the  
152 house.  
153
- 154 J. To nominate one or more candidates for the thirteenth district trustee.  
155
- 156 K. To determine the date and place for convening each annual session of the house.  
157
- 158 L. To obtain insurance covering the acts and omissions of the board, the officers and the employees of the  
159 association, in such amount and for such coverage as the board determines.  
160
- 161 M. To oversee the fiscal affairs and adopt the annual budget of the association. The annual budget shall be  
162 sent to the board at least 14 days in advance of the meeting at which it will be considered.  
163
- 164 N. To engage an outside certified public accountant to audit the finances of the association at least annually.  
165
- 166 O. To review all proposed amendments to the governance documents for CDAHCI, CDA, its affiliates and  
167 subsidiaries to ensure the proposed amendments are necessary and consistent with other related provisions  
168 in the governance documents.  
169
- 170 P. To submit an annual report to the house, including presentations of the annual budget and implementation  
171 of strategic plan.  
172
- 173 Q. To develop the strategic plan and oversee its implementation based on the goals adopted by the house.  
174
- 175 R. To oversee the CDA Code of Ethics and related matters, including exercising the powers of this association  
176 to discipline members, either upon its own initiative or upon request of any component society. Decisions of  
177 the board shall be final unless a right of appeal is provided in the Constitution and Bylaws of the American  
178 Dental Association.  
179
- 180 S. To conduct an annual review of the compensation of officers.  
181
- 182 T. To oversee CDA leadership development programs.  
183
- 184 U. To ratify presidential appointments  
185
- 186 V. Establish task forces, as needed.  
187

- 188 W. To receive information from the subsidiaries and affiliates regarding newly established goals, major  
189 initiatives, and annual budget.  
190  
191 X. To have final consideration of council, committee and organizational board recommendations on  
192 programmatic oversight and business issues.  
193  
194 Y. To forward to the house, for final consideration, recommendations received by councils, committees and  
195 organizational boards on policy issues.  
196

## 197 **CHAPTER IX – COUNCILS**

198  
199 Section 10. NAME: The councils of this association shall be the Council on Membership, ~~Council on Peer~~  
200 ~~Review,~~ and Government Affairs Council, ~~and Judicial Council.~~

201  
202 Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws:  
203

204 ~~B. Members of the board shall not be eligible to serve on the Council on Peer Review or the Judicial Council~~  
205 ~~and must immediately resign from their council position upon election to the board.~~

206  
207 ~~Section 140. COUNCIL ON PEER REVIEW:~~

208  
209 ~~A. Composition: The Council on Peer Review shall be composed of 12 members, nominated and elected as~~  
210 ~~described in Chapter VIII, Section 20.~~

211  
212 ~~B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of three terms.~~

213  
214 ~~C. Duties: The duties of the Council on Peer Review shall be:~~

215  
216 ~~1. To oversee the peer review system to ensure that component and specialty committees consistently~~  
217 ~~follow the format, policies, and procedures outlined in the California Dental Association Peer Review~~  
218 ~~Manual.~~

219  
220 ~~2. To directly manage and oversee the appeals process to ensure that all appeals of the peer review~~  
221 ~~resolutions are objective and fair to all parties involved.~~

222  
223 ~~3. To provide information on current peer review issues, policy, and procedural modification to~~  
224 ~~component peer review staff, committee members, and the general membership.~~

225  
226 ~~4. To review and update the California Dental Association Peer Review Manual and Quality Evaluation~~  
227 ~~Manual, as needed.~~

228  
229 ~~5. To provide regional calibration workshops and training materials for components and specialty~~  
230 ~~committee members to ensure uniformity, consistency, timelines, and effectiveness.~~

231  
232 ~~6. To review and finalize all peer review cases filed throughout the state.~~

233  
234 ~~7. To promote peer review as a membership benefit.~~

235  
236 ~~8. To facilitate and maintain communication between component and specialty peer review committees.~~

237  
238 ~~Section 160. JUDICIAL COUNCIL:~~  
239

- 240 ~~A. Composition: The Judicial Council shall be composed of a total of 12 members, at least one of whom must~~  
241 ~~be a dentist within his or her first 10 years of practice who will be a non-voting member, nominated and~~  
242 ~~elected as described in Chapter VIII, Section 20.~~
- 243
- 244 ~~B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of three terms.~~
- 245
- 246 ~~C. Duties: The duties of the Judicial Council shall be:~~
- 247
- 248 ~~— 1. To consider proposals for amending the CDA Code of Ethics, and related matters.~~
- 249
- 250 ~~— 2. To provide advisory opinions regarding the interpretations of the ADA Principles of Ethics and the CDA~~  
251 ~~Code of Ethics.~~
- 252
- 253 ~~— 3. To consider appeals from members. —~~
- 254
- 255 ~~— 4. To exercise the powers of this association to discipline members, either upon its own initiative or upon~~  
256 ~~request of any component society. Decisions of the council shall be final unless a right of appeal is~~  
257 ~~provided in the Constitution and Bylaws of the American Dental Association.~~
- 258
- 259 ~~— 5. To act on the recommendation of the Membership Application Review Subcommittee.~~
- 260
- 261 ~~D. Investigating Panels: The chair of the Judicial Council shall appoint an Investigating Panel and designate a~~  
262 ~~chair to investigate the facts in connection with potential disciplinary proceedings. The Investigating Panel~~  
263 ~~shall consist of at least three members of the Judicial Council. The recommendation of the Investigating~~  
264 ~~Panel shall be considered to be the action of the Judicial Council and of this association.~~
- 265
- 266 ~~E. Hearing Panels: In those cases where the Judicial Council initiates disciplinary proceedings, the chair of the~~  
267 ~~Judicial Council appoints a Hearing Panel to hear the charges and render a decision. The Hearing Panel~~  
268 ~~will consist of three members of this association, at least one of whom will be a member of the Judicial~~  
269 ~~Council. The chair of the Judicial Council shall designate the chair of the Hearing Panel and a hearing~~  
270 ~~officer to preside at the hearing, who may be a member of the council. The hearing officer shall conduct the~~  
271 ~~hearing according to established procedures, shall participate in the deliberations of the Hearing Panel,~~  
272 ~~and shall not be entitled to vote. The decision of the Hearing Panel shall be considered to be the decision of~~  
273 ~~the Judicial Council and of this association.~~
- 274

## 275 **CHAPTER XIII – PRINCIPLES OF ETHICS AND JUDICIAL PROCEDURES**

### 276 **Section 20. DISCIPLINE OF MEMBERS:**

- 277
- 278
- 279 A. Conduct Subject to Discipline: Members may be disciplined by the ~~Judicial Council~~Board of Directors  
280 (board) for (1) having been found guilty of a felony, (2) having been found guilty of violating the Dental  
281 Practice Act of the state of California, or (3) violating the CDA Bylaws, the Principles of Ethics and Code of  
282 Professional Conduct of the American Dental Association, the CDA Code of Ethics or the code of ethics or  
283 bylaws of their component society.
- 284
- 285 B. Disciplinary Penalties: A member may be placed under a sentence of censure, suspension, or may be  
286 expelled from membership for any of the offenses enumerated in Chapter XII, Section 20A. A member may  
287 be placed under the conditional status of probation following the stay of a penalty of censure, suspension  
288 or expulsion.
- 289
- 290 a) Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a particular  
291 type of conduct or act.
- 292

- 293 b) Suspension means all membership privileges, except continued entitlement to coverage under insurance  
294 programs, are lost during the suspension period.  
295
- 296 c) Expulsion is an absolute discipline and may not be imposed conditionally except as otherwise provided  
297 herein.  
298

299 Probation, to be imposed for a specified period and without loss of rights, may be administratively and  
300 conditionally imposed when circumstances warrant, in lieu of a disciplinary penalty which has been suspended.  
301 Probation shall be conditioned upon good behavior. Additional reasonable conditions may be set forth in the  
302 decision for the continuation of probation. In the event that the conditions for probation are found by the society  
303 which preferred charges to have been violated, after a hearing on the probation violation charges in  
304 accordance with Chapter XII, Section 20C, the original disciplinary penalty shall be automatically reinstated;  
305 except that when circumstances warrant the original disciplinary penalty may be reduced to a lesser penalty.  
306 There shall be no right of appeal from a finding that the conditions of probation have been violated.  
307

308 C. Disciplinary Proceedings: Disciplinary proceedings may be initiated only by the Judicial Board, either upon  
309 its own initiative or upon request of any component society. A component society shall refer disciplinary  
310 matters to the Judicial Council Board with a request that the council board initiate disciplinary proceedings.  
311 In the event that the Judicial Council Board declines to initiate the requested disciplinary proceedings, the  
312 council board shall promptly notify the component society. Before a disciplinary penalty is invoked against a  
313 member, the following procedures shall be followed by the body preferring charges:  
314

- 315 1. Hearing: The accused member shall be entitled to a hearing at which they shall be given the  
316 opportunity to present a defense to all charges. Accused members may represent themselves, be  
317 represented by another member or be represented by legal counsel. Members shall bear all costs for  
318 representation.  
319
- 320 2. Notice: The accused member shall be notified in writing of charges and of the time and place of the  
321 hearing, such notice to be sent by certified letter and mailed not less than 21 days prior to the date set  
322 for the hearing.  
323
- 324 3. Charges: The written charges shall include an officially certified copy of the alleged conviction or  
325 determination of guilt, or a specification of the bylaws or ethical provisions alleged to have been  
326 violated and shall include a description of the conduct alleged to constitute each violation.  
327
- 328 4. Decision: Every decision which shall result in censure, suspension or expulsion shall be documented,  
329 and shall specify the charges made against the member, the facts which substantiate any or all of the  
330 charges, the verdict rendered, and the penalty imposed. A notice shall be mailed to the accused  
331 member advising of their right to appeal. Within 10 days of the date on which the decision is  
332 rendered, a copy shall be sent by certified mail to the last known address of each of the following  
333 parties: the accused member, the secretary of this association, the chair of the Judicial Council Board,  
334 and the executive director and chair of the Council on Ethics, Bylaws and Judicial Affairs of the ADA.  
335

336 D. Investigating Panel: If needed for a disciplinary matter, the chair of the board shall appoint an Investigating  
337 Panel and designate a chair to investigate the facts in connection with potential disciplinary proceedings.  
338 The Investigating Panel shall consist of at least three members of the board, none of whom may be from the  
339 component of the member under investigation. The recommendation of the Investigating Panel shall be  
340 considered to be the action of the board and of this association.  
341

342 E. Hearing Panel: In those cases where the board initiates disciplinary proceedings, the chair of the board  
343 shall appoint a Hearing Panel to hear the charges and render a decision. The Hearing Panel will consist of  
344 three members of this association, at least one of whom will be a member of the board. The chair of the  
345 board shall designate the chair of the Hearing Panel and a hearing officer to preside at the hearing, who

346 [may be a member of the board. The hearing officer shall conduct the hearing according to established](#)  
347 [procedures, shall participate in the deliberations of the Hearing Panel, and shall not be entitled to vote. The](#)  
348 [decision of the Hearing Panel shall be considered to be the decision of the board and of this association.](#)

349  
350 F. Appeals: A member, under sentence of censure, suspension or expulsion, shall have the right to appeal a  
351 decision of the ~~Judicial Council~~[board](#), or Hearing Panel thereof, to the Council on Ethics, Bylaws and  
352 Judicial Affairs of the ADA, in accordance with the Constitution and Bylaws of the American Dental  
353 Association.

354  
355 G. Non-Compliance: In the event of a failure of technical conformance to the procedural requirements, the  
356 agency hearing the appeal shall determine the effect of technical nonconformance.



## 1 **Resolution 7: Whistleblower Protection Report**

---

2 CDA Board of Directors

3  
4 This report has been developed in response to Resolution 4-2022-H, Unfair or Undiagnosed Treatment  
5 Recommendations by a Non-Dentist – Whistleblower Protection, which was referred by the 2022 CDA House of  
6 Delegates (house). The resolution asked for CDA to evaluate the current protections for whistleblowers and  
7 consider whether legislative or regulatory action is necessary to enhance those protections. Additionally, it  
8 asked for the appropriate CDA entity to consider educational offerings for members related to whistleblower  
9 protections and professional ethics. This issue was referred to the CDA Government Affairs Council (council) for  
10 evaluation and report back to the 2023 house.

11  
12 This report provides background on whistleblower protections from the California Dental Practice Act (CDPA)  
13 and professional ethics education requirements to prevent the performance of functions outside of the scope of  
14 practice for dentists and dental auxiliary staff.

### 15 16 **Background**

17 The Orange County Dental Society raised concerns regarding the undue pressure experienced in some dental  
18 practices through the use of incentives placed for ancillary staff regarding productivity, or pressure focused on a  
19 treating provider. The resolution described instances where members, including new dentists, with high amounts  
20 of student loans, are working in dental practices where dental team members may be operating outside their  
21 scope of practice. If a dental team member complains of illegal conduct, as with any whistleblower, they risk  
22 suffering retaliation, including possible termination from employment.

### 23 24 **Employee Whistleblower Protections in California**

25 California has established robust whistleblower protections to safeguard employees who expose violations of  
26 laws, fraud or other misconduct within the workplace. The key whistleblower protections in California relevant  
27 to dental settings include:

- 28 • Private-Sector Whistleblower Protection: California extends whistleblower protections to employees in  
29 the private sector who report violations of state or federal laws including workplace safety and health,  
30 wage and hour laws, discrimination and other labor code violations. California Labor Code Section  
31 1102.5 prohibits employers from retaliating against employees disclosing this information and  
32 safeguards employees from adverse actions like termination, demotion or harassment. Relevant laws  
33 include protections under Cal/OSHA (California Labor Code Section 6310) and anti-retaliation  
34 provisions within various civil rights laws.
- 35 • California False Claims Act (CFCA): The CFCA encourages employees to report fraud committed  
36 against the government, such as in the Medi-Cal Dental Program. It offers protection from retaliation to  
37 employees who report or refuse to participate in fraudulent activities involving government funds or  
38 property.

39  
40 Regarding lost wages, the availability of this remedy varies depending on the specific whistleblower protection  
41 law. While California Labor Code Sections 1102.5 and 6310 allow employees to file a lawsuit seeking  
42 damages for retaliation, including lost wages, the courts or the California Labor Commissioner may have  
43 discretion to order the payment of lost wages and civil fines on the employer as part of the remedies on a case-  
44 by-case basis. Under the CFCA, whistleblowers who successfully bring lawsuits to recover funds lost due to Medi-  
45 Cal fraud can receive a percentage of the recovered funds, which may include compensation for lost wages.

### 46 47 **California Dental Practice Act Requirements**

48 Similar to other regulatory boards, it is not a function of the Dental Board of California (DBC) to have oversight  
49 of business practices or employers, but rather enforces the requirements of licensees as set forth in the CDPA.  
50 While it cannot oversee business decisions, including workflow or employment decisions, the CDPA prohibits  
51 threats, harassment and employee discharge related to disciplinary actions. It also prohibits licensed dentists  
52 from employing individuals without the required licenses or permits for specific dental roles, and it emphasizes

53 that providing services beyond one's licensed scope or using instruments improperly is considered  
54 unprofessional conduct (California Business & Professions Code Sections 1680(q), (ae), 1684).

55  
56 However, the CDPA also requires a licensee to report to the DBC if they witness another licensee violating the  
57 act. The CDPA emphasizes the importance of maintaining the integrity and professionalism of the dental  
58 profession and encourages licensees to report any violations or misconduct they become aware of. By reporting  
59 such incidents, licensees contribute to upholding the standards and ethics of dental practice and ensure the  
60 protection of the public's oral health and safety (Sect. 1680(a). This requires that licensees have a legal  
61 obligation to report any instances of dishonesty, fraud, deceit or unprofessional conduct they become aware of  
62 regarding another licensee. Failure to report such violations may be considered a violation of the CDPA itself  
63 and can subject the reporting licensee to disciplinary actions by the DBC.

64  
65 All licensees must take a two-hour CDPA course covering these issues biennially as part of license renewal. Due  
66 to CDA advocacy, effective January 1, 2023, all CDPA courses must include instruction on [professional ethics](#)  
67 (CCR, tit. 16, § 1016, subs. (b)(1)(B). While this is a new requirement, CDA's online and in-person CDPA  
68 course offerings included professional ethics, including a section devoted to the [CDA Code of Ethics](#).

### 69 **CDA Commitment to Professional Ethics**

70  
71 The CDA Code of Ethics (Code) emphasizes the ethical responsibilities and standards that dentists must adhere  
72 to in their professional practice. When examining the Code in relation to the unprofessional conduct standards  
73 of the CDPA, several connections can be made. The Code addresses the importance of service to the public,  
74 which aligns with the obligation of dentists under the CDPA to provide quality and competent care to patients. It  
75 also emphasizes the need for standards of care, compliance with laws and ethical representations. These  
76 principles and behavioral guidelines outlined in the Code complement and reinforce the expectations and  
77 standards set forth by the CDPA regarding the conduct and professionalism of dentists in California.

78  
79 In addition to the two-hour CDPA course offered both in person and online, CDA has offered ethics courses at  
80 CDA Presents. Most recently, at the May 2023 CDA Presents, a course titled "Classical Ethics in 21st Century  
81 Dental Practice" was offered and had 145 attendees.

### 82 **Conclusion/Next Steps**

83  
84 The CDPA requires a licensee to report violations to the DBC. If there are any financial solutions explored for  
85 whistleblowers, due to the capacity and limits of the DBC, this would be appropriately limited to the court  
86 system and not the department of labor. Existing coursework on California law and professional ethics within  
87 the mandated CDPA course is appropriate for all dental team members. With several routes to pursue  
88 whistleblower protections in state law, the mandated CDPA and additional ethics courses provided at CDA  
89 Presents provide educational opportunities to assist dentists with ethical decision making and understanding the  
90 scope of practice for all dental team members. These courses can be refined to more definitively provide a  
91 holistic legal landscape of the obligations to report as a licensee as well as whistleblower protections afforded  
92 to dentists as healthcare workers and private employees.

93  
94 In August, the council and board of directors approved this report, to be forwarded to the house for review and  
95 filing.

96  
97 **Financial Impact:** Minimal costs associated with course development focused on professional ethics,  
98 reporting and whistleblower protections.

99  
100 **Attachments:** None

101  
102 **Recommendation:** The house is asked to approve the following resolution:

103  
104 **Resolved, that the Whistleblower Protection Report be filed.**

## 1 **Resolution 8: Hygiene Staff Shortage Report**

---

2 CDA Board of Directors

3  
4 This report has been developed in response to Resolution 5RC-2022-H, Address Hygiene Staff Shortage in the  
5 Dental Workforce, which was referred by the 2022 CDA House of Delegates (house). The resolution asked for  
6 CDA to prioritize accordingly addressing the hygiene shortage by working closely with the California Dental  
7 Hygienists' Association, and other entities as appropriate, to determine different avenues to increase the number  
8 of hygienists in the workforce. Examples include, but are not limited to, increasing the number of hygiene  
9 schools, increasing the number of graduating students per class, as well as fast track dental hygiene licensing  
10 for international dentists. The resolution and related information were evaluated and discussed by the CDA  
11 Government Affairs Council (council) to determine if further action is necessary at the present time.

12  
13 This report provides background on the hygiene workforce in California, an overview of challenges and work  
14 related to improving hygiene workforce shortages and proposed next steps for continued engagement on this  
15 issue.

### 16 **Background**

17 California is faced with an increasing shortage of dental hygienists. The scarcity of dental hygienists in  
18 California is particularly dire due to a combination of factors, including the overall high demand for oral  
19 healthcare services and the limited supply of qualified professionals. Patients in California are experiencing  
20 significant challenges in accessing preventive dental care, with long wait times being a common occurrence.  
21 The shortage of dental hygienists in California is a pressing issue that requires immediate attention and  
22 intervention to ensure that residents can receive timely and adequate oral healthcare services.

23  
24 Unlike California's dental assisting licensure pathways that include on-the-job training, there is no equivalent  
25 mechanism for hygiene students to obtain licensure outside of formal hygiene educational programs due to the  
26 course requirements students must have prior to entering programs and the level of clinical skill necessary to  
27 perform most duties under general supervision once licensed. These differences in educational requirements limit  
28 how CDA can increase the number of people entering the dental hygiene profession without creating new  
29 programs (that are prohibitively costly) or modifying the educational program format itself. However, there are  
30 reports of some hygiene programs expanding their program size to meet program demand.

31  
32 Additionally, based on the data available, the number of individuals applying for new hygiene licenses has  
33 remained steady. There has also not been a significant increase in hygiene licensees being cancelled, retired or  
34 delinquent. However, based on national Health Policy Institute data, 95% of dentists looking to hire have faced  
35 difficulties in finding a hygienist in April 2023, which is three percent higher than last year. While additional  
36 research is needed at state and regional levels, this shows that on aggregate, there is likely a more chronic  
37 retention issue as opposed to pipeline problem.

### 38 **Advocacy**

39  
40 As directed by the 2022 house, CDA has advocated and continued research into how to address the growing  
41 shortages of hygienists in the state. The following areas are continuing to be explored:

#### 42 Advanced standing hygiene programs

43  
44 Another avenue researched was developing a licensure pathway for international dentists to obtain a hygiene  
45 license in a way that recognizes the past work completed in an international dental program. Due to the current  
46 framework of dental hygiene programs in California, a program must both be CODA accredited and approved  
47 by the Dental Hygiene Board of California to ensure standards are evaluated by appropriately trained  
48 individuals and that the curriculum reflects the expansive scope in the state, respectively.

49  
50  
51 To date, the New York University dental hygiene program is the first and only in the country to establish an  
52 advanced standing hygiene program specifically for international dentists to obtain a hygiene degree. The

53 program is one year in length (three semesters), costs \$75K total, and was established in 2020. To be  
54 admitted, students must validate their international dental degree using the nationally recognized Educational  
55 Credential Evaluators (ECE) to establish which courses can qualify and pass the Test of English as a Foreign  
56 Language (TOEFL) and national board examination. Through the ECE validation process, many biology and  
57 anatomy courses are usually identified as qualifying completed pre-requisite courses. As part of the admission  
58 process, the student must complete a dental hygiene treatment plan to demonstrate an understanding of the  
59 limitations of hygiene compared to dentistry, perform a lab exercise using a periodontal probe and pass a tooth  
60 identification exercise. The students must then complete a 5-week advanced standing clinical practicum where  
61 they must pass all competencies tested in the CODA-standardized "Dental Hygiene 1" course and two didactic  
62 exams on principals of dental hygiene and anatomy (see attached).  
63

64 The program is quite expensive to oversee given the number of students who apply and eventually matriculate.  
65 While there is no established limit on how many students the program will accept, there are high rates of  
66 attrition prior to the beginning of the program due to an inability to complete the prerequisites, cultural views on  
67 student loans and finances or decisions to go down different career paths. Due to these reasons, the program  
68 accepts approximately 10-12 students each cycle, but ultimately matriculates an average of 4-6 students each  
69 year.  
70

71 Currently, the University of the Pacific is researching the feasibility of starting a similar program and will be  
72 working with CDA as this project progresses. If this project progresses, multiple stakeholders will be involved,  
73 including CODA, the Dental Hygiene Board of California and the California Dental Hygienists' Association.  
74

#### 75 Creation of additional hygiene programs

76 For background on hygiene program output and its impact on the California workforce, in 2023 there are  
77 17,799 active California dental hygienists compared to 36,161 active dentists, a difference of 18,362. While  
78 not every dental practice hires a hygienist, there are, on average, two active dentists for every active dental  
79 hygienist in the state. In 2022, California dental schools graduated 780 dentists, with additional out-of-state  
80 applicants totaling 1,156 new dentists for the year. This number is expected to rise as California North State  
81 begins to graduate their first cohorts of dental students in 2025. Conversely, the state's 29 dental hygiene  
82 programs graduated 895 hygienists, a difference of 261 graduates. The dentist graduate number is expected  
83 to increase after 2025, as a seventh dental school will begin to graduate its inaugural class at that point.  
84 Assuming average capacities of 25 students, it will take a total of at least 11 dental hygiene programs to equal  
85 the output from the dental schools.  
86

87 The costs estimate for developing a new hygiene program was last calculated by CDA in 2004. Accounting for  
88 inflation, but not necessarily rises in wages or rent, a new 5-campus program with 24 student cohorts with a  
89 \$30K tuition would cost approximately \$5.3 million. Current hygiene program tuition ranges from \$10K to  
90 over \$80K depending on whether the program is at a community college, private university or proprietary  
91 program. A recently submitted financial analysis of an existing California hygiene program seeking approval  
92 for an additional night-time hygiene program serving 30 students estimated costs totaling over \$3 million. Much  
93 of this analysis is outdated, but it does give a general sense of how cost-prohibitive it is to establish new  
94 hygiene education programs.  
95

#### 96 Raising CODA ratios for hygiene programs

97 California is not alone in facing a dental hygiene workforce shortage. In January 2023, CDA signed onto a  
98 coalition letter with nineteen other state dental associations asking CODA to reevaluate or provide reasoning  
99 for establishing a 1:5 student/teacher ratio in hygiene programs when programs in dental assisting or dental  
100 therapy have 1:6 ratios and dental schools have no ratios. CODA is preparing a response and will be  
101 continuing to discuss this issue at future meetings this year.  
102

103 If hygiene education program ratios were increased from 1:5 to 1:6, California hygiene programs would be  
104 able to graduate approximately 1,074 hygienists per year, an increase of 179. That increase would meet

105 approximately 69% of the current yearly unmet hygienist needs, decreasing the need for additional hygiene  
106 programs from 11 schools down to 4.

107  
108 It is important to note that this analysis is predicated on assuming each program would opt to enroll additional  
109 students instead of continuing to operate at a 1:5 ratio. Anecdotal conversations with hygiene educators  
110 indicate that many hygiene programs will continue to operate at the current ratios in order to maintain their  
111 preferred supervision levels during clinics. The hygiene board and CDHA are in support of maintaining the  
112 current ratio requirements and believe raising the ratio to 1:6 will increase faculty burnout and ignore hygiene  
113 faculty shortages by creating a more difficult clinic environment to monitor student competencies. Additionally,  
114 many hygiene programs are not equipped for a ratio beyond 1:5, which would necessitate costly capital  
115 improvements.

116  
117 Recruitment and retention support  
118 With a shortage of hygienists to fill open positions, the current hiring market has become extremely competitive.  
119 The rising costs of paying all dental team members, especially dental assistants and RDAs, places additional  
120 pressure on hygiene salaries, a primary issue related to employee retention. Additionally, dentists are faced  
121 with stagnant or declining reimbursement from dental plans for dental hygiene services, which makes offering  
122 competitive salaries to hire and retain hygienists even more challenging. CDA analysts offer expert guidance  
123 through individual member interactions in addition to providing newsroom articles, presentations and webinars  
124 to help guide dental practice owners through the process of recruiting, hiring and retaining employees.  
125 Guidance has included information for practice owners to consider various retirement options to offer staff  
126 depending on the capacity of the dental practice (i.e., payroll deduction pension, IRAs, 401(k)s, CalSavers),  
127 various benefits (medical insurance, holidays, PTO) or additional perks to attract and retain staff (new hire  
128 bonuses, flexible working schedules, pet insurance, CE and license fee payment, etc.).

129  
130 CDA has a [Career Center](#) which offers practice owners and job seekers an easy way to connect through job  
131 alerts, customized profiles, a resume bank and much more.

132  
133 Outreach to Organized Hygiene  
134 CDA met with CDHA and the hygiene educators' association (CDHEA) to discuss how organized hygiene  
135 perceives workforce shortages impacting their members. While both associations have acknowledged that there  
136 are perceived shortages, leaders have only heard anecdotally from the bay area, central coast, and Los  
137 Angeles areas of dentists experiencing difficulties in hiring hygienists. Both organizations perceive the dental  
138 assisting shortage to be more chronic in California. Hygiene educators are not reporting any shortage of  
139 students enrolling in programs (and in fact, a small number of programs are adding more cohorts to take on  
140 more students) but hypothesize larger practices, such as DSOs, hiring most students immediately after  
141 graduation. While both associations have not collected any data on this issue, CDA will be working with both  
142 associations to develop survey questions for their annual meeting in October to understand employment and  
143 matriculation trends at a regional level.

144  
145 **Conclusion/Next Steps**  
146 The dental hygiene workforce shortage is being experienced by many dentists across the state and the country.  
147 Similarly, to how CDA is addressing the ongoing dental assisting workforce shortage, this issue must be solved  
148 through various strategies beginning with recruitment, through program availability and examinations, and  
149 ending with job placement and retention. More research must be conducted to understand whether: (1) there  
150 are pockets of the state where recruitment into hygiene programs is an issue, (2) the current annual amount of  
151 hygiene graduates is on track to keep up with the number of new dentists, and (3) if there are changes in the  
152 average tenure of a hygienist practice in a dental office. Ongoing research, collaboration with the hygiene  
153 community, and advocacy should continue for advance placement hygiene programs for international dentists,  
154 working with other state dental associations to help expand program capacity in hygiene programs through  
155 CODA standards and providing market trend analysis to help dental practices effectively recruit and retain  
156 dental hygienists.

157  
158 After review and thorough discussion, the council determined that CDA should continue monitoring and  
159 engaging in the activities described in this report. In August, the council and board of directors approved this  
160 report, to be forwarded to the house for review and filing.

161  
162 **Financial Impact:** None

163  
164 **Attachments:**

- 165 • NYU Dental Hygiene AAS Degree – Advanced Standing Track

166  
167 **Recommendation:** The house is asked to approve the following resolution:

168  
169 **Resolved, that the Hygiene Shortage Report be filed.**

# NYU Dental Hygiene AAS Degree — Advanced Standing Track —

## Specially designed for internationally trained dentists

Start practicing dental hygiene in just over a year with NYU's accelerated Advanced Standing track AAS degree.

- Build on previous knowledge and training and focus on the preventive aspects of dentistry.
- Enjoy professional opportunities that include clinical practice, public health careers, research, healthcare management, and more.



SCAN HERE TO LEARN MORE & APPLY »  
Or visit [dental.nyu.edu/dhas](http://dental.nyu.edu/dhas)



## AT A GLANCE™ "What do I need to apply to the Dental Hygiene AAS Advanced Standing program at NYU?"

1

### Admission Requirements

- International dental degree
- TOEFL score ≥ 100
- Passing score on Integrated National Board Dental Examination (INBDE)
- Established US residency
- 500-word personal statement
- Two letters of recommendation
- Interview with Admissions Officer
- Official course-by-course evaluation reviewed by Educational Credential Evaluators (ECE). Courses are then considered for transfer based upon policy of time, grades, conversion of transfer credit and similar content.

2

### Pre-Testing

- Pass initial testing with grade ≥ 75  
Test includes written case study, lab exercise (probe) and wax-up drawing

3

### Practicum

- Once steps 1 and 2 are completed, students will be enrolled in a 5-week practicum, which costs \$1,500. If successful, candidates will be admitted for Summer enrollment in the Dental Hygiene AAS program.



SCAN HERE TO LEARN MORE & APPLY »  
Or visit [dental.nyu.edu/dhas](http://dental.nyu.edu/dhas)

## 1 **Resolution 9: Medi-Cal Dental Providers Report**

---

2 CDA Board of Directors

3  
4 This report has been developed in response to Resolution 6RC-2022-H, Medi-Cal Dental Providers, which was  
5 referred by the 2022 CDA House of Delegates (house). The resolution asked for CDA to advocate for regular  
6 review of the sustainability of dental provider rates in the Medi-Cal Dental Program; explore funding  
7 opportunities to increase rates and promote access to care throughout the state; gather data and feedback from  
8 dentists, including enrolled and non-enrolled providers, to help inform the state regarding program adjustments  
9 that can be made to reduce administrative burdens and barriers to care; and work with dental societies and the  
10 state to educate dentists regarding the Medi-Cal Dental Program, including changes to benefit design, provider  
11 enrollment, billing and rates. This issue was referred to the CDA Government Affairs Council (council) for  
12 evaluation and report back to the 2023 house.

### 13 14 **Background**

15 Medi-Cal is California's state Medicaid program, which provides healthcare, including dental care, to low-  
16 income children and adults. The federal government sets minimum standards on covered services and eligibility  
17 while states have flexibility to expand on those, as well as set provider payment rates and determine how care  
18 is managed and delivered.

19  
20 There are over 15 million Californians enrolled in Medi-Cal, making it the largest payer source for healthcare  
21 and dental care in the state. It covers 1 in 3 Californians and 50% of children (ages 0-20). Enrollment is based  
22 on income level and set based on a percentage of the Federal Poverty Limit (FPL). The state has expanded  
23 eligibility for the program over the years in various ways. Children served under the Healthy Families program  
24 were rolled into Medi-Cal starting in 2013. Adult eligibility expanded significantly under the Affordable Care  
25 Act, as prior to 2014, Medi-Cal had limited adult coverage, mostly for those with disabilities, complex medical  
26 conditions or who were pregnant. California has also expanded coverage for undocumented individuals who  
27 are income eligible, starting in 2016 for children up to 19, then young adults (up to age 26) and older adults  
28 (those 50+), with a planned expansion for all adults (those 26-49) set to start in 2024.

29  
30 Children's dental benefits are a federally required Medicaid component with adult dental benefits as generally  
31 optional. Despite some gaps, California currently has a fairly substantial adult dental benefit, which was cut in  
32 2009 during the Great Recession and then restored partially in 2014 and fully in 2018, with CDA advocacy.  
33 Additionally, the state recently expanded coverage for lab processed adult posterior crowns.

34  
35 While nearly all medical services in Medi-Cal are provided through managed health care plans, dental remains  
36 mostly fee for service (FFS), with the state contracting directly with dentists. The exception to FFS are in  
37 Sacramento County where all beneficiaries are enrolled in a dental managed care (DMC), Los Angeles County,  
38 where DMC is optional and approximately 10% of beneficiaries are enrolled in a dental plan and San Mateo  
39 County, which is in the middle of a 5-year dental integration pilot project.

### 40 41 **Advocacy and Medi-Cal Improvements**

42 Kickstarted by a 2014 State Auditor's Report on the Medi-Cal Dental Program (then known as Denti-Cal),  
43 showing widespread deficiencies and a shocking number of problems for beneficiaries and providers, there has  
44 been significant efforts by policy makers to improve Medi-Cal, many of them lead by, or a result of, CDA  
45 advocacy.

46  
47 Over the past five to ten years, the Medi-Cal Dental Program has transformed, from lacking any meaningful  
48 adult benefit and having among the lowest provider rates in the nation, to significantly increased provider rates  
49 through the CDA co-sponsored tobacco tax (Proposition 56), restored and expanded adult dental benefits,  
50 streamlined and shortened provider enrollment processes and innovative funding for children's prevention  
51 through the Dental Transformation Initiative (DTI) pilot program.

52



53 Proposition 56 and DTI significant increases raised rates by 40 percent for hundreds of codes or even more for  
54 some key specialty care, and for some key preventive services have brought rates to 75 percent or higher of  
55 average dentists' fees.

56  
57 The CalHealthCares dental student loan repayment program (also funded by Proposition 56) has provided up to  
58 \$300,000 in student loan repayment to 148 dentists since 2018. These early career dentists receive loan  
59 repayment for a commitment to serve majority Medi-Cal patients for three years. The 2022 state budget  
60 included ongoing funding for this program.

61  
62 These rate increases and loan repayment have resulted in a 30% increase in Medi-Cal enrolled dentists since  
63 2017. However, with rising inflation and staff costs, these rate increases have eroded over time and providers  
64 continue to face administrative burdens.

65  
66 The recent increases to Medi-Cal dental provider rates have come from funding sources outside of the state's  
67 general fund budget. This includes Proposition 56, the CDA co-sponsored tobacco tax initiative passed in 2016  
68 and the federal money used to fund the DTI pilot from 2016-2021. Both initial investments were extended with  
69 continued support from the state general fund once they had been in place for several years and proven to be  
70 effective in increasing access to care.

71  
72 Number of CDA members who take Medi-Cal

73 As previously mentioned, there have been several improvements to the Medi-Cal dental program which has led  
74 to an overall increased number of dental providers. Since Medi-Cal dental rates began increasing in 2017  
75 there has been a 31% increase in the number of providers. When taking a closer look at the Medi-Cal dental  
76 providers in the state, approximately half are CDA members.

### 77 78 **CDA Resources**

79 CDA Presents has included education on Medi-Cal Dental at nearly all recent meetings. Leadership and staff  
80 from the Medi-Cal Dental Services Division of the Department of Health Care Services present these courses,  
81 including "The Medi-Cal Dental Program: Overview and Updates," which was most recently provided at the  
82 Anaheim 2023 meeting.

83  
84 To educate dentists regarding the improvements and changes in Medi-Cal, CDA has published the following  
85 articles since the 2022 house, which have been promoted on CDA social media and leadership communication  
86 channels, and have also been distributed to the component dental societies:

- 87 • [From free transportation to free language assistance: Connecting Medi-Cal Dental providers with](#)
- 88 [patients, June 2022](#)
- 89 • [Medi-Cal Dental gains are measurable for dentists and patients, November 2022](#)

90  
91 These build on prior Medi-Cal articles, including [Not your father's Medi-Cal](#), from October 2019.

### 92 93 **Exploration of Medi-Cal Funding Opportunities**

94 Since 2009, California has used a managed care organization (MCO) tax on health plans to maximize federal  
95 funding in support of various aspects of the Medi-Cal program. Medi-Cal is jointly funded by the state and  
96 federal government and the MCO tax is one way to raise the "state share" of funds. Previous MCO taxes have  
97 been approved by the federal government in three-year cycles and the latest MCO tax passed in 2019, expired  
98 at the end of 2022. The Governor has proposed a new MCO tax as part of the 2023 state budget.

99  
100 A coalition of healthcare providers is contemplating a 2024 ballot measure that would expand the current  
101 MCO tax and lock in substantial funding to support provider rate increases. This newly expanded MCO tax,  
102 with the federal match, would result in several billions coming to the state that could be spent in the Medi-Cal  
103 program. CDA has approached the coalition as to whether there will be an opportunity for significant funding  
104 for dental care through the MCO tax.

106 **Conclusion/Next Steps**

107 In June, the council approved this report. Along with the report, the council forwarded a recommendation to the  
108 board of directors (board) to establish a Medi-Cal workgroup for ongoing work related to the Medi-Cal  
109 program. Both the report and workgroup recommendations were approved by the board in August, with the  
110 report to be forwarded to the house for review and filing. The workgroup will begin its work this fall, providing  
111 guidance on CDA's engagement and advocacy regarding policy changes to improve provider experience and  
112 increase access to dental care for Medi-Cal beneficiaries.

113  
114 Additionally, the council will continue to monitor the legislative landscape for public policy and state budget  
115 opportunities to increase provider rates, reduce administrative burdens and promote access to dental care  
116 through the Medi-Cal dental program.

117  
118 Lastly, CDA will have opportunities to work jointly with the CDA Foundation to help recruit additional Medi-Cal  
119 Dental providers through the newly adopted strategic plan and CDA Cares clinic model, which prioritizes the  
120 placement of treated patients into permanent dental homes. This new clinic model will require collaboration with  
121 CDA, DHCS and components to host local Medi-Cal meetings to encourage participation in the program as a  
122 means of "adopting" CDA Cares patients in a more sustainable way that allows for continual treatment. These  
123 meetings will serve as informational sessions regarding the program, training to help navigate provider  
124 enrollment and billing workflows, and listening sessions to continue to gather feedback from past, current and  
125 potential Medi-Cal providers so that participation in the program is both administratively and financially  
126 feasible to the average dental practice.

127  
128 **Financial Impact:** None

129  
130 **Attachments:**

- 131 • Improvements to the Oral Health of Californians

132  
133 **Recommendation:** The house is asked to approve the following resolution:

134  
135 **Resolved, that the Medi-Cal Dental Providers Report be filed.**

The California Dental Association's strategic public policy actions and advocacy for significant investments have led to improved oral health and access to care for the public for over two decades. CDA's advocacy efforts have supported early dental disease prevention efforts and advanced innovation in the dental delivery system for all Californians, especially vulnerable populations.

## Dental Public Health Successes

Proposition 56 transformed dental public health in California through tobacco tax funding



### Proposition 56 (2016) – California Healthcare Research and Prevention Tobacco Tax Act:

The passage of Proposition 56, a measure co-sponsored by CDA, resulted in:

1. Historic improvements in Medi-Cal provider reimbursement rates (40% increases), which had been among the lowest in the nation for decades.
2. A commitment of \$30 million a year to fund local oral health initiatives throughout the state. Prior to Proposition 56, the state budget allocated approximately \$3 million annually to dental disease prevention programs for children.
3. Funding for CalHealthCares which provides eligible dentists with student loan repayment in exchange for a five-year service obligation. CalHealthCares has awarded approximately \$38 million in student loan repayment and practice support grants to 148 California dentists.

### Office of Oral Health Established:

In 2014 California recommitted to a strong dental public health infrastructure with a dentist-led State Office of Oral Health (OOH). After decades without a state dental director, the OOH now has a state oral health plan, a ten-year roadmap to build local infrastructure, collect statewide data and promote effective oral health messaging to vulnerable communities. In 2021, the OOH published the **nation's most comprehensive oral health literacy toolkit** to improve equitable access to care and train dental staff in health literacy practices.



17%

1995

60%

2008

### Community Water Fluoridation:

Water fluoridation is a public health program that reduces cavities by about 25% in children and adults. CDA's leadership was instrumental in the expansion of access to community water fluoridation in California, including sponsoring AB 733 and SB 96, **increasing fluoridation in California from 17% in 1995 to over 60% since 2008**. CDA continues to work with the California Department of Public Health and state water boards to support and educate the public on sustaining and expanding community water fluoridation.

### Pediatric Oral Health:

A requirement for kindergarteners to receive an oral health assessment was created with AB 1433 in 2006. The bill helps schools identify children suffering from untreated dental disease and helps parents establish a dental home for their children. In 2018, the law was strengthened to provide the state dental director with more oversight, improving data collection and linking vulnerable students to dental care in their community.

Tooth decay is the most common chronic condition experienced by children



# 2022-23 State Budget Investments in Oral Health

## DENTAL ACCESS FOR PATIENTS WITH SPECIAL NEEDS

CDA and a coalition of dental providers, along with consumer and disability rights advocates brought forward a budget proposal to build new and expand existing special needs dental clinics and outpatient surgery centers. This investment will significantly expand the network of settings able to provide care for patients whose physical, medical or cognitive disabilities makes it challenging for them to receive dental care. This new program was funded with \$50 million over two years.

## COMMUNITY-BASED CLINICAL EDUCATION FOR DENTAL STUDENTS

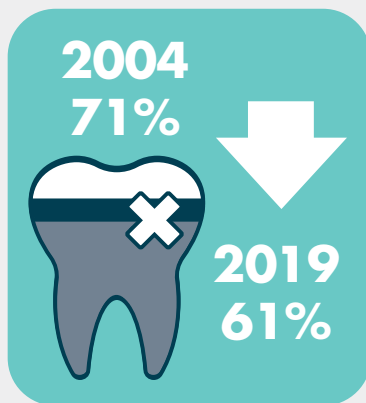
A \$10 million budget ask brought forward by CDA was approved to develop new and enhanced community dental student rotations to improve access to care for California's most at-need populations and individuals in underserved and rural areas, as well as to increase the cultural competency of graduating dentists.

## DENTAL WORKFORCE DEVELOPMENT

CDA is working to expand the dental assistant pipeline through newly funded state programs, such as the High Road Training Partnership and Apprenticeship Innovation Fund. CDA's Smile Crew CA has expanded dental assisting training opportunities throughout the state with the creation of boot camp and job placement programs.

## Producing Results

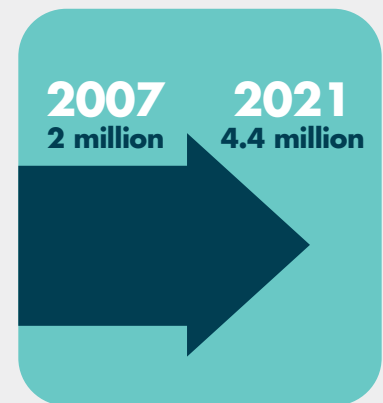
**10%<sub>pt</sub> DECREASE**  
in childhood  
dental cavities



**31% INCREASE**  
in Medi-Cal Dental  
providers



**MORE THAN DOUBLED**  
Medi-Cal Dental visits



## Next Steps

- **Meaningful Coverage:** Build on investments made in Medi-Cal Dental to improve access, including sustainable provider rates over the long term.
- **Equitable Disease Prevention:** Create and expand capacity in California to increase education, prevention, and connect vulnerable populations to dental care through innovative delivery programs.
- **Diversity in Dentistry:** Develop dental workforce pathways to increase the supply and diversity of dental care team members.

# A Decade of Medi-Cal Dental Improvements and Investments

## Rebuilding the Medi-Cal Dental Program has been a core priority for CDA

Medi-Cal's fee-for-service (FFS) dental program is the largest dental program in the country, **covering dental care for more than 14 million low-income Californians**. The FFS program covers 93% of the Medi-Cal population, with exceptions in Los Angeles, Sacramento and San Mateo counties.

The program has made historic progress over the past decade, dramatically **expanding provider participation and increasing access to care** through Proposition 56, improved reimbursement rates, enhanced federal funding, restored benefits and other programmatic changes.

### 2009

Most of the Medi-Cal adult dental benefits were eliminated due to the state's budget deficit. Children's services, as required by federal law, continued.

### 2014

State budget restores many adult dental services eliminated in 2009, including basic prevention, diagnostic, restorative procedures like fillings, stainless steel crowns, and full dentures.

### 2016

Passage of Proposition 56, increased access to health care for Medi-Cal beneficiaries through 40% reimbursement rate increases as well as new dental/physician student loan repayment funding.

### 2016-2021

The Dental Transformation Initiative was a pilot program using federal funding for innovative payment models and value-based care, to increase preventive dental services for children, prevent and treat more early childhood caries (cavities), and increase continuity of care for children.

This initiative included coverage for:



Silver diamine fluoride – a topical application that can treat and prevent cavities in vulnerable populations including young children, the elderly and persons with intellectual or developmental disabilities.



Caries (cavity) risk assessment, which allows a dentist to assess and manage caries risk and emphasizes preventive services in lieu of more invasive and costly procedures for very young children.



Extended time to render dental services to patients with special health needs.

### 2017

State budget restored coverage starting in 2018 for the remaining adult services that were previously eliminated, including laboratory crowns for front teeth, root canals on back teeth, periodontal care (gum disease) and partial dentures.

### 2022

The CA Advancing and Innovating Medi-Cal (CalAIM) program expanded and made permanent in statute the most successful elements of the Dental Transformation Initiative. The CA state budget also expanded dental coverage again, adding laboratory processed crowns for adults.

## **Resolution 10: Addressing Barriers for Patients with Special Health Care Needs Report**

CDA Board of Directors

This report has been developed in response to Resolution 7RC-2022-H, Addressing Barriers to Oral Health Care for Special Health Care Needs Patients, which was referred by the 2022 CDA House of Delegates (house). The resolution asked for CDA to develop a Special Health Care Needs Policy. Additionally, it asked for the appropriate CDA entity to evaluate the current public policy landscape for the most significant options to address the policy, including legislative, regulatory action and state or federal funding to improve access to oral health for the special health care needs population, and provide a report back regarding this activity including the \$50 million Specialty Dental Clinic grant program and \$10 million Community Based Dental Student Rotation grant passed as part of the 2022 state budget. This issue was referred to the CDA Government Affairs Council (council) for evaluation and report back to the 2023 house.

### **Background**

Even though California has made significant progress increasing access and reducing barriers to dental care since the passing of CDA's Access to Care Plan in 2012, including improvements in the Medi-Cal Dental Program, lack of access to care for patients with special health care needs (SHCN) continues. There are a limited number of dental settings adapted to the needs of patients with physical or behavioral challenges. Most, including dental schools, have exceptionally long wait times, even a year or more, which has been exacerbated by the pandemic. Families often need to travel for hours just to receive routine care. Moreover, only a small number of dentists report confidence in their competency and willingness to provide care for this population as dental school curriculums are not structured to adequately prepare dentists to address the needs of this population.

In 2022, CDA secured substantial state budget funding to support access to care for vulnerable populations, including \$50 million over two years to build and expand facilities and infrastructure to provide care for dental patients with special health care needs and \$10 million for grants to develop dental student clinical rotations.

### **Specialty Dental Clinic Grant Update**

The Specialty Dental Clinic Grant program is a competitive grant program to disburse funds for the purpose of supporting the construction, expansion, modification or adaptation of specialty dental clinics in California. The program aims to support special health care needs populations by increasing timely access, reducing geographic shortages, increasing equity and supporting quality of care, while also encouraging prevention services, early intervention, behavior support service and intervention, provider education and community outreach activities that bring care to community sites.

The California Health Facilities Financing Authority (CHFFA) is the state agency responsible for administering the \$50M secured by CDA to help expand dental settings to better serve populations with SHCN. The funds will be provided to CHFFA in equal parts over the course of two years (\$25M each year), with the second half being allocated as part of the 2023-2024 budget. While the initial investment was made in 2022 when there was a historical surplus, heading into 2023 the California state budget is now experiencing a shortfall. Given this, CDA made it a priority to ensure the second \$25 million was allocated in the 2023 budget. CDA has successfully advocated for the governor and legislature to continue this planned investment in 2024.

Since the initial \$25M investment, CHFFA has contracted with CDA and CDA Foundation (foundation) to provide technical assistance in administering the grant. Support provided includes:

- A presentation to the CHFFA board regarding the history of the access issues, the challenges in providing dental care to this population, the needs of providers and intent behind the statutory language.
- Data sets on providers and patients with SHCN and analysis of different regional needs.
- Arranging tours of existing dental facilities with focus on and infrastructure adapted for patients with SHCN.
- Review of materials for stakeholder meetings, surveys and grant applications.

54 CHFFA held a virtual stakeholder kickoff meeting on November 3, 2022, attended by CDA as well as over a  
55 hundred other interested stakeholders. With consultation from CDA, on May 26, 2023, CHFFA issued a survey  
56 to interested parties including potential applicants. The goal of the survey was to gain an understanding of  
57 prospective projects and needs to guide the development of the grant application and program parameters.  
58 There were 74 respondents to the survey who cumulatively said that they expected to apply for approximately  
59 \$158 million, over three times the available funding.

60  
61 Those interested in the grant can find details on CHFFA's website at <https://www.treasurer.ca.gov/chffa/> and  
62 can sign up for updates regarding the grant [online](#). The application for the grant is planned to go live in  
63 summer of 2023, with the first round of applications due early 2024.

#### 64 65 Community-Based Clinical Education Grant

66 Community-based clinical education (CBCE) rotation site experiences in dental school prepare students to serve  
67 underserved populations by shifting a substantial portion of clinical education from dental school clinics to  
68 community sites. The foundation was selected as the grant administrator of the CBCE expansion funds  
69 advocated for in 2022. The seven California dental schools will be awarded \$7 million to expand their CBCE  
70 rotation sites in underserved communities throughout the state. The foundation developed an advisory committee  
71 comprised of representatives from the dental schools, Office of Oral Health, and several community-based  
72 organizations (e.g., community clinic association) to develop an application and evaluation criteria for site  
73 awards. The grant application went live in spring 2023 and the foundation is currently waiting for dental  
74 schools to submit completed applications. As part of the grant, the foundation plans to host CDA Cares clinics  
75 at awarded sites under the new clinic model that focuses on providing permanent dental homes to all patients  
76 served.

77

#### 78 **Conclusion/Next Steps**

79 CDA must continue to build on these recent wins in the state budget, continuing to implement these programs  
80 and pursue additional policy and advocacy solutions that benefit vulnerable populations and the dental teams  
81 that seek to care for them. Areas of focus include:

- 82 • Appropriate reimbursement mechanisms that are reflective of the additional support or time needed to  
83 treat SHCN, through Medi-Cal or commercial insurance.
- 84 • Additional funding to help providers obtain the capital improvements necessary to treat additional  
85 patients with SHCN.
- 86 • Development and implementation of training for dental team members, including desensitization  
87 techniques to reduce the need of sedation/anesthesia.
- 88 • Reducing barriers for dentists to obtain hospital time to treat patients needing deep sedation/general  
89 anesthesia.
- 90 • Collaborating with state agencies to implement a robust electronic statewide referral system to help  
91 match patients with SHCN to permanent dental homes and specialty care.
- 92 • Continued partnership with dental providers, regional centers and SHCN advocates to ensure  
93 proposed solutions do not have unintended consequences.

94  
95 By establishing a policy focused on expanding access to care for patients with special health care needs, it will  
96 empower CDA to advocate creatively and with flexibility depending on the resources available at the federal,  
97 state and local levels.

98

99

100

### 100 **Special Health Care Needs Policy**

101 Every Californian deserves timely and affordable access to dental care, regardless of their special health care  
102 needs, including developmental, medical, or physical disabilities. Expanding access to dental care for patients  
103 with special health care needs is an important part of CDA's commitment to creating equity in timely and  
104 affordable dental care for all Californians, especially those in vulnerable populations. This includes reducing  
105 barriers to sedation and anesthesia, as well as expanding capacity and removing barriers to models of care  
106 that prioritizes behavior modification and adapting the treatment space to meet the patient's needs and reduce  
107 medical risk.

108  
109 CDA shall work to achieve equity for patients with special health care needs through a variety of means  
110 including advocacy in the state budget, collaboration with other health care providers (medical-dental  
111 integration), provider education and partnerships with state agencies and patient and provider-based  
112 organizations with expertise in providing care for patients with special health care needs.

113  
114 In August, the council and board of directors approved this report along with the policy, to be forwarded to the  
115 house for approval of the policy and review and filing of the report.

116  
117 **Financial Impact:** None

118  
119 **Attachments:** None

120  
121 **Recommendation:** The house is asked to approve the following resolution:

122  
123 **Resolved, that the Special Health Care Needs Policy be adopted, and be it further**

124  
125 **Resolved, that the Addressing Barriers for Patients with Special Health Care Needs**  
126 **Report be filed.**



# Resolution 11: Dental Benefits Report

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CDA Board of Directors

This report has been developed in response to Resolution 8-2022-H, Dental Benefits, which was referred by the 2022 CDA House of Delegates (house). The resolution asked for CDA to gather data related to dental benefits plans, including annual benefit maximums, percentage of premiums spent on patient care and dental plan reimbursement, and to use that data to explore legislative, regulatory and/ or legal actions focused on reimbursement rates, including specialist rates along with dental plan payment and policies to improve and benefit patient care. The resolution also asked that should a new taskforce be convened, that specialists as well as general dentists be included and that updates regarding activity on these issues be provided to the membership periodically, with the first update no later than 180 days following the 2022 house. This issue was referred to the CDA Government Affairs Council (council) for evaluation and report back to the 2023 house.

This report provides background on the relevant dental benefit plan data available, updates on the legislative, legal and educational work CDA has undertaken related to dental benefit plan issues, including reimbursement rates.

## Dental Benefit Plan Data

### Annual Benefit Maximums

PPO dental plans typically have an annual maximum benefit at \$1,000-\$2,499 per year.<sup>1</sup> This average dental plan benefit has not changed substantially in 50 years. When adjusted for inflation, a \$2,000 benefit in 1970 would be worth \$16,143 in 2023 dollars.<sup>2</sup> Typically, DHMO dental plans do not have an annual maximum.

### Medical Loss Ratio

Multiple factors contribute to meaningful coverage including the value of premiums paid. In 2014, CDA sponsored and helped pass the first bill in the country to require dental plans to file standardized annual medical loss ratio (MLR) reports. The intention was to help patients understand the value of their dental plan premiums. MLR is the ratio of how much of premium revenues are spent on patient care as opposed to administrative overhead costs and plan profits. California now has eight years of reported MLR data available, from 2014 to 2021. CDA annually compiles and reviews the reported dental plan MLR data. This information is available on the CDA website [here](#).

Under the ACA, medical plans must comply with either an 80 percent (individual and small group plans) or 85 percent (large group plans) MLR requirement, meaning they must spend at least 80 or 85 percent of the total premium dollars they collect in a year to pay for the patient care for all enrollees, and no more than 15 percent or 20 percent on administrative costs or profit. By comparison, California dental plans spend on average 65 percent of their plan premiums on patient care. Outside of the average, there is a wide range of dental plan MLRs, with some over 90 percent and others as low as single digits. Trends show that plans with higher numbers of enrollees tend to have higher MLRs than plans with fewer enrollees, and large group plans (employer plans with over 100 enrollees) tend to have higher MLRs than small group plans (employers with under 100 enrollees), which are generally higher than individual plans. However, there are similarly situated plans that have varied MLRs, along with smaller plans and those offering individual products that successfully operate with a high MLR. MLR is not the only factor that affects plan value.

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<sup>1</sup> 2022 NADP Dental Benefit Plan Design

<sup>2</sup> Bureau of Labor Statistics, CPI Inflation Calculation, Accessed July 2023

46 **2021 MLR data from the five largest dental plans in California<sup>3&4</sup>**

Dental Plans	MLR	PPO Large Group Enrollees
Delta Dental of CA	88.2%	2,670,693
MetLife	76.6%	757,168
Cigna	80.9%	473,357
Guardian	74.0%	359,006
Anthem Blue Cross	75.5%	347,999

47  
48 The MLR information collected under CDA’s sponsored bill has provided strong validation regarding the lack of  
49 value in dental plans regardless of MLR. Many of the plans that CDA members and their patients have the most  
50 problems with have high MLRs. Continued analysis of the annual data is a key part of developing CDA’s  
51 legislative advocacy strategy and the focus on creating meaningful coverage in dental plans, which likely  
52 includes MLR as one factor but would not be successful with MLR as a standalone issue.

53  
54 Billed Fees and Contracted Plan Reimbursement Rates

55 CDA accesses and relies on multiple data sources to better understand plan billing and reimbursement trends  
56 and challenges. Dental plan fees generally vary and range by plan and within plans, based on the practice,  
57 geographic region and dental specialty.

58  
59 While dentists cannot share their personal contracted rates for antitrust reasons, ADA releases their annual  
60 [Survey of Dental Fees](#), which provides an analysis of self-reported fees from a national random sample of  
61 dentists. The survey provides:

- 62 • National average fees broken down for both general practitioners and each of the six specialties
- 63 • National level statistics for fees for more than 200 commonly performed dental procedures
- 64 • Average fees charged by general practitioners broken down into nine regional areas, based on U.S.  
65 Census divisions, California is part of the Pacific Region (which also includes Alaska, Hawaii,  
66 Washington, Oregon)
- 67 • Standard deviation and percentiles for each fee
- 68 • Dental procedures identified by procedure code and nomenclature from the Code on Dental Procedures  
69 and Nomenclature as published in the ADA’s CDT 2022

70  
71 FAIR Health is a national database for claims data, both medical and dental, with claims data going back to  
72 2002. Their claims data include both billed and contracted rates and they receive data from private insurance  
73 plans representing billions of claims each year for services, representing a large portion of the population  
74 across the entire United States. While FAIR Health uses this data to provide health care costing tools for  
75 consumers, they also make this information available to providers, hospitals, health plans, employers and  
76 researchers. In fall 2022, CDA purchased a data set of California specific dental fees and plan contracted  
77 rates. The data provided procedure specific numbers for both billed charges and plan allowances for common  
78 and specialty services. This analysis included averages, median, and 60<sup>th</sup>, 70<sup>th</sup>, 80<sup>th</sup> and 90<sup>th</sup> percentiles. This  
79 information has been a reference point for CDA engagement on a range of dental plan policy issues, including  
80 commercial plans, Medicare and Medi-Cal.

81  
82 In October and November of 2022, CDA undertook a member survey of Delta Dental providers related to the  
83 contract changes that Delta Dental announced in September 2022 to take effect on January 1, 2023. The  
84 survey resulted in 2,343 individual responses, with 2,182 from current or recent Delta Providers. Analysis of the  
85 survey looked at regional variation, specialty, Premier vs PPO, practice cost changes, dental practice revenue  
86 changes, whether the dentist was identified by Delta Dental as a Loyalty Program participant, comparison of  
87 Delta fees with other plans and anticipated revenue impact. This member survey data was key in CDA’s  
88 decision to file the Delta Dental litigation as well as the creation of member focused educational offerings.

89

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<sup>3</sup> Department of Managed Health Care, [2021 Annual Dental Medical Loss Ratio](#)

<sup>4</sup> California Department of Insurance, [2021 Annual Dental Medical Loss Ratio](#)

90 **CDA's 2023 Legislative Activity**

91 CDA's 2023 legislative package aims to address certain patient protections and transparency requirements for  
92 dental insurance plans. These bills were developed based on input and feedback received by CDA's practice  
93 support analysts regarding loopholes that interfere with patient care and reimbursement. Building on successes  
94 of CDA's previous advocacy on dental plan transparency, these two bills are the first steps in a multi-year  
95 planned effort to raise the "floor" of dental insurance and create a meaningful and functional dental plan  
96 benefit. Additionally, supporting this legislation has given CDA the ability to highlight the shortcomings of  
97 dental plans with legislators and their staff, who are increasingly sharing their personal concerns with dental  
98 plans and coverage.  
99

100 AB 1048 – Patient Protections and Rate Review

101 This legislation authored by Asm. Buffy Wicks (D-Oakland) will establish stronger patient protections and  
102 transparency in dental insurance plans by:

- 103 • Prohibiting dental plans from imposing waiting periods on enrollees in the large group market
- 104 • Prohibiting dental plans from denying claims due to preexisting dental conditions – often known as the  
105 'missing tooth clause'
- 106 • Requiring dental insurance premium rates to be reviewed by state regulators to ensure value for patients  
107 and employers  
108

109 AB 952 – ERISA Notification

110 This legislation authored by Assemblymember Jim Wood, DDS (D-Santa Rosa) will increase transparency of  
111 dental insurance by requiring appropriate notification to patients and dentists of whether a dental plan is state  
112 or federally regulated. With over 40% of Californians enrolled in dental plans that are regulated under federal  
113 law instead of state law, it is vital for patients and providers to be aware of which regulations and laws apply.  
114 While states do not have the authority to regulate these federal ERISA plans, additional transparency for  
115 patients and providers can be put into place at the state level.  
116

117 Both bills have received broad bipartisan legislative support and the support of a broad coalition of  
118 organizations in support including providers, labor groups and consumer advocates. More detailed information  
119 on CDA's sponsored legislation will be available in the Government Affairs Council report.  
120

121 **Delta Dental Litigation**

122 In September 2023, Delta Dental of California (DDC) announced changes to reimbursement rate structure and  
123 provider agreements, effective January 1, 2023. After thorough legal analysis, CDA filed litigation against DDC  
124 and individual members of the DDC board of directors and executive management. The litigation seeks to  
125 require DDC to honor its contractual obligations inherent in the Participating Dentist Agreement between DDC  
126 and its participating providers. CDA is also challenging whether the DDC board of directors has violated its  
127 legal responsibilities, referred to as fiduciary duties.  
128

129 In April 2023, CDA filed a First Amended Complaint to add several individual dentists as plaintiffs in the case,  
130 as well as an additional claim alleging a violation of the unfair competition law, California Business &  
131 Professions Code section 17200. DDC has filed a motion to dismiss the lawsuit. A hearing on that motion will  
132 be held on September 15, 2023, in San Francisco Superior Court. More information regarding the litigation is  
133 available on the [Dental Plan Action Center](#) on cda.org, including a copy of the First Amended Complaint.  
134

135 **Practice Support**

136 CDA Practice Support analysts provide individual member guidance on dental benefit plan issues to  
137 approximately 1,000 dentists annually. More specific information on the issues captured by Practice Support  
138 can be found in the annual Dental Benefit Activity and Resources report provided to the house. In addition to  
139 offering one-to-one guidance as a CDA member benefit, the team offers educational opportunities, including  
140 tools and resources, presentations at the component and state level as well as participation on podcasts as  
141 subject matter experts. In 2022, the Benefit Plan Consulting (BPC) service was made available to all CDA

142 members as a paid service offering. The BPC provided custom analysis to help practices navigate their dental  
143 benefit plan contracts, understand these in relation to their patient base, procedure mix and fees.

144

### 145 **Membership Updates**

146 In April 2023, CDA launched the [Dental Plan Action Center](#), to serve as a one-stop shop for member resources  
147 and information regarding CDA's pursuit of dental plan reform, including updates on CDA's Delta Dental legal  
148 action, legislation and advocacy opportunities, as well as news on emerging issues and expert-led education.

149

150 On May 10, 2023, CDA staff experts and President Dr. John Blake, hosted a Dental Benefit Plans virtual  
151 membership meeting to share how CDA is working to address member concerns regarding dental plans through  
152 legal action, legislative advocacy and benefit plan resources and counseling. More than 700 members  
153 registered to attend. CDA members can log in to [access a recording](#) of the virtual member meeting.

154

155 CDA regularly publishes articles regarding advocacy, legal and member support actions via the weekly email  
156 newsletter, as well as social media posts and communication channels like the Executive Bulletin received by all  
157 volunteer leaders and the Component Exchange. Articles relevant to all dental benefit plan activity can be  
158 found on the Dental Plan Action Center website.

159

### 160 **Conclusion/Next Steps**

161 Member survey research continues to validate that dental plan challenges are of top concern to members and  
162 therefore are a top priority for CDA, including the focus for our legislative and regulatory advocacy, litigation,  
163 practice support services and educational offerings. The council oversees and directs CDA's ongoing legislative  
164 and regulatory advocacy efforts while the board of directors (board) is overseeing the DDC litigation. CDA's  
165 investment in the comprehensive work to address members' concerns in this area is expected to remain of top  
166 importance in the coming years.

167

168 In August, the council and board approved this report, to be forwarded to the house for review and filing.

169

170 **Financial Impact:** None

171

### 172 **Attachments:**

- 173 • 2014-2021 Medical Loss Ratios Among All Dental Plans
- 174 • 2021 Medical Loss Ratios Among All Dental Plans

175

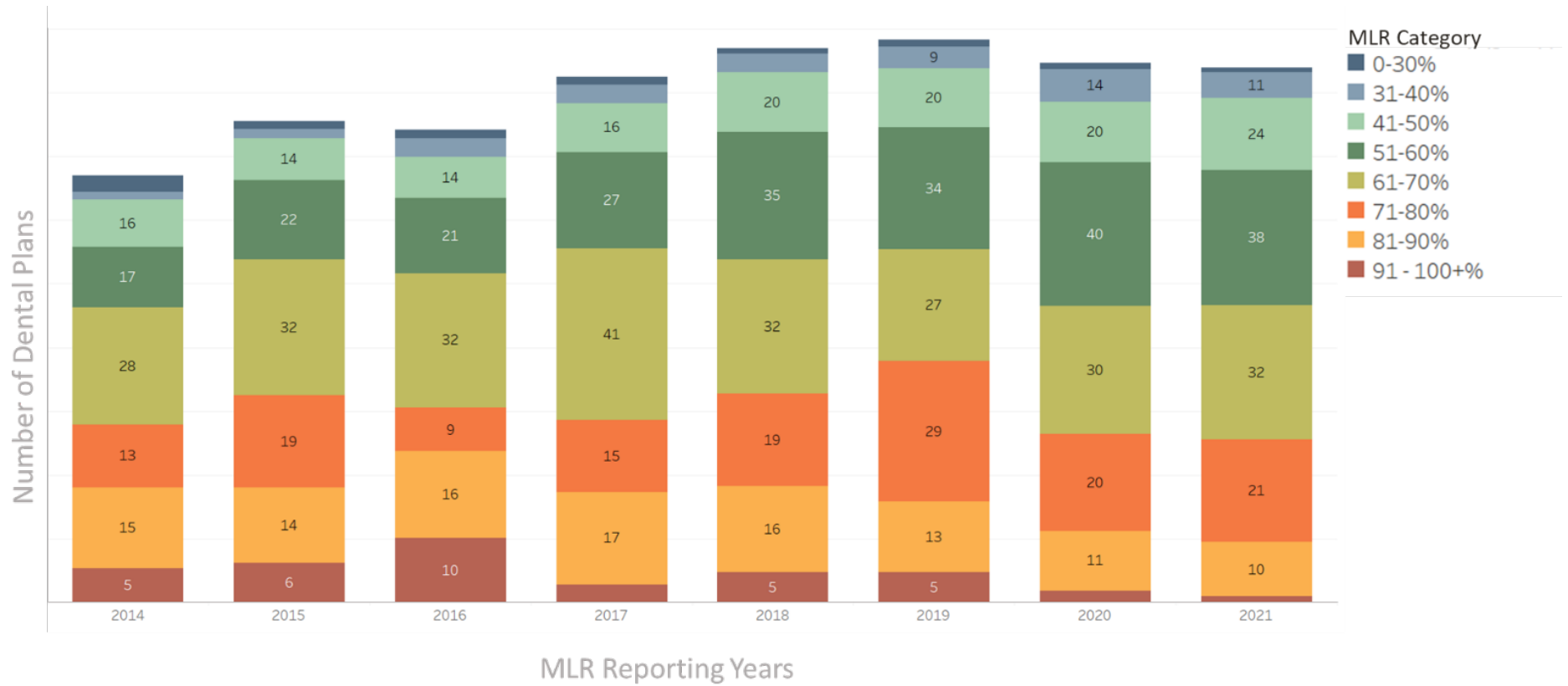
176 **Recommendation:** The house is asked to approve the following resolution:

177

178 **Resolved, that the Dental Benefits Report be filed.**

179  
180

### 2014-2021 Medical Loss Ratios Among All Dental Plans



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182

Figure 1. Reported MLRs for all fully funded HMO and PPO dental plan products from 2014-2021.

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### 2021 Medical Loss Ratios Among All Dental Plans

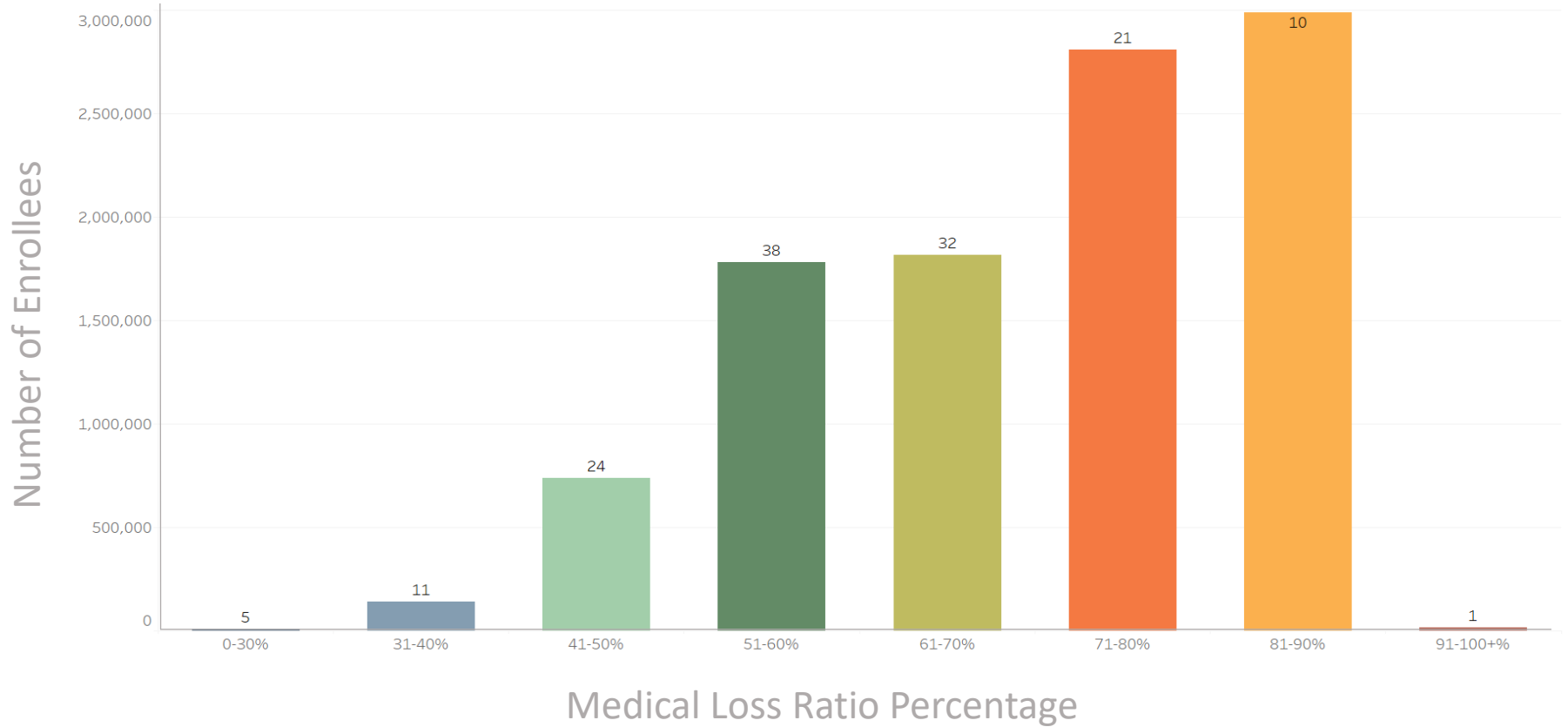


Figure 2. All fully funded HMO and PPO dental plan products in 2021 categorized by MLR percentage with the number of enrollees per product. The number of dental plan products per MLR category are noted atop of each column.

## Resolution 12: Sleep Apnea Report

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CDA Board of Directors

This report has been developed in response to Resolution 9-2022-H, California Dentists Providing Home Sleep Apnea Testing to Patients, which was referred by the 2022 CDA House of Delegates (house). The resolution asked for CDA to support dentists in ordering or administering sleep tests, including home sleep apnea tests, to enable proper diagnosis of obstructive sleep apnea and/or as part of testing obstructive sleep apnea treatment efficacy. The resolution and related information were evaluated and discussed by the CDA Government Affairs Council (council) to determine if further action is necessary at the present time.

This report provides a chronology of past related resolutions, the current understanding of the dentists' scope of practice in California and an overview of CDA resources on sleep disordered breathing (SDB).

### Resolution History

Over the past fifteen years, ten resolutions have been brought to the house related to the treatment of SDB and what falls within the dentist's scope of practice. The resolutions began with identifying the dentist's role in treating SDB, where it was determined that the diagnosis was considered a medical condition and therefore outside of the scope of dentistry. This finding was reaffirmed by CDA multiple times in recent years and independently by the Dental Board of California (DBC). Resolutions seeking to recognize the dentist's scope of practice to include diagnosis of SDB in 2010 (original submission), 2014 and 2022 have not been adopted by the house. Successful resolutions related to SDB have either reaffirmed the existing understanding of scope or directed CDA to develop resources for members to become more knowledgeable regarding this issue.

Resolution	Title	Status	Summary
50RC-2008-H	Dental sleep medicine	Referred	Calls for CDA to investigate the dentist's role in diagnosing and treating sleep-related breathing disorders, specifically the conditions of snoring and obstructive sleep apnea and, if appropriate, develop proposal to address this issue.
30-2009-H	Report on dental sleep medicine	Adopted	Recognizes that SDB is a medical condition, and its diagnosis is outside the scope of the practice of dentistry. Directs CDA to assist dentistry in filling the gap that exists in the recognition, diagnosis and effective treatment of SDB through CDA Presents and the CDA Journal.
43-2010-H	Sleep related breathing disorders diagnosis and treatment enabled through dentists via their prescription for sleep studies	Referred	Originally submitted to affirm that dentists may co-diagnose and co-treat SDB; amended to include language urging legislative efforts and urge action by ADA.
25RC-2011-H	Sleep disordered breathing	Adopted	Reaffirms that SDB is a medical condition, and its diagnosis is outside the scope of the practice of dentistry. Proper SDB diagnosis requires monitoring of the patient during sleep and evaluation of the events during the sleep cycle by a qualified physician. Collaboration between the physician and the dentist in identifying and diagnosing patients who are suffering SDB and determining the best mode of treatment ensures patients receive comprehensive, ongoing and appropriate care.

<b>Resolution</b>	<b>Title</b>	<b>Status</b>	<b>Summary</b>
15-2014-H	Clarification of California's Dental Practice Act to permit qualified/credentialed dentists to diagnose airway patency dysfunction during sleep, otherwise known as sleep disordered breathing, and render scientifically validated care for these conditions without required physician prescription and oversight	Referred	Calls for CDA to support the ability for appropriately trained dentists to diagnose and treat SDB conditions and CDA pursue legislation or DBC support for the same.
16-2014-H	Enabling dentists to be reimbursed for their provision of care for sleep disordered breathing	Referred	Calls for CDA to support dentist reimbursement for SDB services including home sleep testing and oral appliance therapy.
28-2015-H	Sleep disordered breathing final report	Adopted	Recommends development of additional CDA member resources educating members regarding the issue, their scope of practice related to SDB, and their role in supporting patient diagnosis and treatment.
12RC-2017-H	Role of dentistry in treatment of sleep-related breathing disorders	Defeated	Recommends CDA adopt policy on the role of dentistry in treatment of sleep-related breathing disorders.
9-2019-H	Sleep disorders	Defeated	Recommends that past reports and policies be rescinded to create a single updated policy on SDB.
9-2022-H	California dentists providing home sleep apnea testing to patients	Referred	Calls for CDA to support the ability for dentists to order or administer home sleep apnea tests for diagnosis.

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**Scope Analysis**

California law defines the practice of dentistry as “the diagnosis or treatment, by surgery or other method, of diseases and lesions and the correction of malposition’s of the human teeth, alveolar process, gums, jaws or associated structures; and such diagnosis or treatment may include all necessary related procedures as well as the use of drugs, anesthetic agents and physical evaluation.”

Furthermore, the DBC states<sup>1</sup>, “the scope of practice for dentists in California is defined in Business & Professions Code Section 1625. It has been understood that the Medical Board of California views the diagnosis and treatment of sleep apnea to be the practice of medicine; but that a physician may refer a patient with sleep apnea to a dentist for treatment if the physician determined that the sleep apnea was the result of a problem with the teeth, gums, jaws and associated structures.”

Additionally, the American Academy of Sleep Medicine’s evidence-based clinical practice guideline indicates that the decision to order an at-home sleep apnea test should be made by a medical provider only after, among other things, conducting a physical examination of the respiratory, cardiovascular and neurologic systems. While dentists can use questionnaires and examine the oral structures to screen patients for symptoms of SDB, they are untrained in conducting the comprehensive medical evaluation needed to assess SDB risk. The selection of the appropriate diagnostic test, either in-lab polysomnography or a home sleep apnea test, is

<sup>1</sup> American Academy of Dental Sleep Medicine. [https://www.aadsm.org/docs/State\\_Dental\\_Board\\_HSAT\\_Table.pdf](https://www.aadsm.org/docs/State_Dental_Board_HSAT_Table.pdf)



43 critical because a home sleep apnea test is less sensitive than polysomnography and more likely to produce  
44 false negative results when ordered inappropriately. The resulting misdiagnosis can lead to significant harm for  
45 the patient. Therefore, it is appropriate for dentists to screen patients for signs and symptoms of SDB and to  
46 refer to appropriate physicians for SDB diagnosis prior to treatment.  
47

#### 48 **CDA Resources**

49 As directed by the house, CDA Presents has included education in sleep disorders and dentistry at each  
50 meeting since 2011. Coursework examples include:

- 51 • "Obstructive Sleep Apnea in Children," a lecture course focused on understanding the fundamentals of  
52 sleep apnea diagnosis and the dentist's role in identification and treatment of children with sleep  
53 apnea.
- 54 • "Obstructive Sleep Apnea: Looking Beyond the Teeth and Saving Lives," a lecture course focused on  
55 understanding how sleep apnea affects adults and children and the dental aspects of screening for  
56 obstructive sleep apnea.
- 57 • "Dental Sleep Medicine," a hands-on course focused on how to take a patient from initial screening to  
58 final follow up, including appliance selection, bite registrations and chairside appliance fabrication.  
59

60 The CDA Journal has also published several articles on SDB in 2012, 2018, 2020 and 2021. The February  
61 2012 and April 2020 issues were devoted to SDB, and the former won the Golden Pen Award for its series of  
62 articles.  
63

#### 64 **Conclusion**

65 CDA recognized in 2009 and reaffirmed in 2011 the dentist's role in screening, diagnosis and treatment of  
66 patients with SDB. The DBC has also issued a statement recognizing that the diagnosis of SDB falls within the  
67 practice of medicine. These repeated efforts reinforce the importance of dentist and physician interprofessional  
68 collaboration, and how dentists play an important role in the diagnosis and treatment of patients with SDB.  
69 Furthermore, the house has considered and referred or defeated multiple resolutions aimed at pursuing a  
70 broader scope through legislation.  
71

72 At the direction of the house, CDA has continued to provide members with ongoing support to educate the  
73 profession on SDB since 2011. These resources have provided the profession with valuable tools to address  
74 their patients' needs.  
75

76 After review and discussion, the council determined that it is not appropriate for CDA to pursue a change to the  
77 scope of practice for dentists regarding SDB at this time. As such, in August, the council and board of directors  
78 approved this report, to be forwarded to the house for review and filing.  
79

80 **Financial Impact:** None

81 **Attachments:** None

82 **Recommendation:** The house is asked to approve the following resolution:  
83

84 **Resolved, that the Sleep Apnea Report be filed.**  
85  
86

1 **Resolution 13: CDA Bylaws and General Operating Principles Cleanup**

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2 CDA Board of Directors

3  
4 The house of delegates (house) is the entity with the authority to amend the bylaws of this association.

5  
6 Over the past several years, there have been a number of amendments to the bylaws and general operating  
7 principles (GOP) as a result of house resolutions. While most language within these governing documents is  
8 clear, some potential inconsistencies have been identified. As such, the governance and legal teams conducted  
9 a thorough review of these documents and recommended amendments to address these inconsistencies, which  
10 were approved by the board of directors in September. The amendments are reflected in tracked changes  
11 (attached), and comments have been included providing rationale as to each amendment.

12  
13 **Financial Impact:** None

14  
15 **Attachments:**

- 16 • CDA Bylaws Amendments
- 17 • CDA General Operating Principles Amendments

18  
19 **Recommendation:** The house is asked to approve the following resolution:

20  
21 **Resolved, that the CDA Bylaws and General Operating Principles be amended.**

22 **CDA Bylaws Amendments**

23 Additions in blue underline, deletions in ~~red-strikethrough~~

24

25 **CHAPTER I – ORGANIZATION**

26

27 Section 10. NAME: The name of this organization shall be the California Dental Association,  
28 hereinafter referred to as “CDA” or “association.”

29

30 Section 20. PURPOSE: The primary purposes of this association are to promote high professional  
31 standards in the practice of dentistry, to encourage and promote the improvement of the health of  
32 the public and to promote the art and science of dentistry as a profession in California.

33

34 Section 30. CONSTITUENT SOCIETY OF AMERICAN DENTAL ASSOCIATION: This  
35 association is a constituent society of and chartered by the American Dental Association (“ADA”).  
36 Policies of the association shall not be in conflict with the Constitution and Bylaws of the American  
37 Dental Association.

38

39 Section 40. GOVERNANCE: The House of Delegates (house) and Board of Directors (board) are  
40 the governing bodies of this association. The house is vested with the responsibility for strategic  
41 direction on matters of dental policy and practice and the board is vested with the fiduciary duties  
42 for the organization, including responsibility for strategic plan implementation, fiscal management  
43 and governance oversight.

44

45 Section 50. RULES OF ORDER: The *American Institute of Parliamentarians Standard Code of*  
46 *Parliamentary Procedure (AIP Standard Code)* current edition shall govern in all matters not  
47 provided for by these bylaws or the General Operating Principles and not in conflict with  
48 California law.

49

50 Section 60. CONFLICTS OF INTEREST: It is the policy of this association that individuals who  
51 serve in elective, appointive or employed offices or positions for the association or any component  
52 society do so in a representative or fiduciary capacity that requires loyalty to the association and its  
53 component societies. At all times while serving in such offices or positions, these individuals shall  
54 further the interests of the association and its component societies as a whole. In addition, they  
55 shall avoid, without limitation, the following:

56

57 A. Placing themselves in a position where personal or professional interests may conflict with their  
58 duty to this association and its component societies.

59

60 B. Using information learned through such office or position for personal gain or advantage.

61

62 C. Obtaining by a third party an improper gain or advantage.

63

64 As a condition for selection, each nominee, candidate and applicant shall disclose any situation  
65 which might be construed as placing the individual in a position of having an interest that may  
66 conflict with their duty to the association or any component society.

67

68 While serving, the individual shall comply with the conflict-of-interest policy applicable to their  
69 office or position and shall report any situation in which a potential conflict of interest may arise.  
70 The board shall approve the compliance activities that will implement the requirements of this  
71 chapter.

72

73 **CHAPTER II – MEMBERSHIP**

74 The board shall establish rules governing membership not covered by these bylaws. An individual  
75 may only be a member of this association in one of the following categories: dentist, student or  
76 general member. As used in these bylaws: (i) the term "equivalent degree" shall mean a degree  
77 that meets the educational requirements for licensure as a dentist in a state or other jurisdiction of  
78 the United States; and (ii) the term "other jurisdiction of the United States" shall mean the District of  
79 Columbia, the Commonwealth of Puerto Rico, the Commonwealth of the Northern Mariana Islands  
80 and the territories of the United States Virgin Islands, Guam and American Samoa.

81  
82 Section 10. MEMBERS IN GOOD STANDING: Members who are in good standing with their  
83 component and whose dues for the current year, when applicable, have been paid, shall be in  
84 good standing with this association.

85  
86 Section 20. DENTIST MEMBER:

87  
88 A. Classification: An individual shall be classified as a dentist member of this association who  
89 subscribes to, adheres to and is bound by the code of ethics, Constitution and Bylaws of the  
90 ADA and this association, and who:

- 91  
92 1. Has been accepted for membership in a component of this association; and  
93  
94 2. Holds a DDS, DMD or equivalent degree.

95  
96 B. Privileges:

- 97  
98 1. A dentist member shall receive the following benefits of membership: a membership card;  
99 access to a subscription for the *Journal of the California Dental Association*; attendance at  
100 any scientific session of this association; access to CDA-endorsed insurance plans; and  
101 such other services as are provided by the association.  
102  
103 2. A dentist member shall be eligible for election as a delegate or alternate delegate to the  
104 house of this association and the ADA and for election or appointment to any office or  
105 agency of this association, except as otherwise provided in these bylaws.  
106  
107 3. A dentist member under a disciplinary sentence of suspension shall not be privileged to  
108 hold office, either elective or appointive, including delegate and alternate delegate, in such  
109 member's component society and this association, or to vote or otherwise participate in the  
110 selection of officials of such member's component and this association.  
111  
112 4. A dentist member shall receive benefits of membership from the ADA, CDA and their  
113 component.

114  
115 Section 30. STUDENT MEMBER:

116  
117 A. Classification: A dental student shall be classified as a student member of this association who:

- 118  
119 1. Predoctoral: Is enrolled in a program approved by the Dental Board of California; or  
120  
121 2. Postdoctoral: Is engaged full-time in:  
122 a) an advanced training course of not less than one academic year's duration in an  
123 accredited school or  
124 b) an internship or residency program accredited by the Commission on Dental  
125 Accreditation.

126 B. Privileges:

- 127
- 128 1. A student member shall receive the following benefits of membership: a membership card;  
129 the *Journal of the California Dental Association*, the subscription price of which shall be  
130 included in the annual dues; attendance at any scientific session of this association; access  
131 to CDA-endorsed insurance plans; and such other services as provided by the association.  
132
- 133 2. Unless otherwise specifically provided, a reference in these bylaws to "dentist members"  
134 shall not include student members.  
135
- 136 3. A student member shall be considered a member of this association for the purpose of  
137 determining eligibility for appointment to committees, election to councils, and election to  
138 the CDA house as provided in these bylaws.  
139
- 140 4. A student member shall receive benefits of membership from the ADA, CDA and their  
141 dental school component.  
142

143 Section 40. GENERAL MEMBER:

- 144
- 145 A. Classification: An individual shall be classified as a general member of this association who  
146 subscribes to, adheres to and is bound by the code of ethics, Constitution and Bylaws of the  
147 ADA and this association, and who:  
148
- 149 1. Is ineligible for any other classification of membership and is practicing dentistry or is  
150 employed in a dental related field in a country other than the United States; or  
151
- 152 2. Is a dental hygienist, dental assistant, dental laboratory technician, or dental  
153 administrative staff person, who has not met the educational requirements for licensure as  
154 a dentist in any state or other jurisdiction of the United States; or  
155
- 156 3. Has made outstanding contributions to the advancement of the art and science of  
157 dentistry, upon nomination by the board and election of the house, shall be classified as a  
158 general member.  
159
- 160 B. Privileges: General members shall receive the following benefits of membership: a membership  
161 card; access to a subscription for the *Journal of the California Dental Association*; attendance  
162 at any scientific session of this association; access to CDA-endorsed insurance plans; and other  
163 services as are authorized by the board. General members are not eligible for election by this  
164 association as a delegate or alternate delegate to the house of the ADA or to the house of this  
165 association, nor shall they be eligible for election or appointment to any office of this  
166 association. General members are eligible to serve in appointive positions.  
167

168 Section 50. WAIVER: Members waive the right to hold the association, or any member,  
169 responsible for any damages arising out of disciplinary proceedings pursuant to these bylaws.  
170

171 Section 60. DUES AND ASSESSMENTS:

- 172
- 173 A. Dues and Assessments: Unless otherwise provided in these bylaws, the due date and  
174 delinquency date of the dues and assessments of members shall be established by the board.  
175 The amount of member dues shall be established by the house upon approval of a simple  
176 majority. A proposal to change the amount of dues or consider an assessment shall be sent to  
177 the delegates and alternate delegates of the house at least 30 days in advance of the session  
178 at which such proposal is to be considered. The board may adopt rules regarding the payment

179 of dues and assessments. The board may exercise its interim authority to authorize promotional  
180 dues rates for a limited duration affiliated with membership campaigns. It shall be the  
181 responsibility of this association to bill for and process dues and assessments established by the  
182 ADA, this association, and the components.

183  
184 B. Nonpayment of Dues or Assessments:

- 185  
186 1. A member whose dues or assessments have not been paid by the delinquency date shall  
187 cease to be a member.  
188  
189 2. Reinstatement of membership for nonpayment of dues or assessments may be secured on  
190 the payment of the required dues and/or assessments and on compliance with other  
191 applicable provisions of the bylaws of this association, of the component society and of the  
192 ADA.

193  
194 C. Exemption from Dues for Members: In order to be considered for a dues exemption, a member  
195 must submit, through the member's component, documentation attesting to financial hardship,  
196 taking a leave of absence from dentistry, or serving dentistry full-time with a charitable  
197 organization. During the period of exemption from dues, further documentation may be  
198 requested. For financial hardship waivers, CDA will follow the decision of the component for a  
199 maximum of ~~two~~five consecutive years.

200  
201 D. Assessments: Assessments may be levied upon the membership at any session of the house by  
202 two-thirds of the votes cast.  
203

204 **CHAPTER III – COMPONENT SOCIETIES**

205  
206 Section 10. ORGANIZATION: The component societies of this association shall be the 32  
207 components currently chartered by the association. New component societies may be organized  
208 and chartered by the house, upon the application of at least 100 members of this association,  
209 subject to such rules and procedures as the house may establish. Such application must first be  
210 considered by the board.

211  
212 Section 20. POWERS AND DUTIES:

213  
214 A. A component society shall have the power to approve its own members who shall become  
215 members of this association, except in cases where a referral to the Judicial Council  
216 Membership Application Review Subcommittee (MARS) is mandatory. In such cases, the  
217 decision of MARS or a hearing panel shall be final. Components shall utilize the CDA  
218 Universal Application Form for all prospective members and shall adhere to the application  
219 procedures described in the CDA Membership Policies and Procedures Manual.  
220

221 B. The component shall advise and counsel members relative to disciplining its members and,  
222 where appropriate, refer such matters to the Judicial Council of this association.  
223

224 Section 30. MEMBERSHIP: The membership of each component society, except as otherwise  
225 provided in these bylaws, shall be limited to individuals who are also eligible for membership in  
226 CDA. Membership within a component is assigned based on where the member either resides or is  
227 employed or practices.  
228

229 Section 40. BYLAWS: Each component society shall adopt and maintain bylaws, which shall not  
230 be in conflict with the bylaws of this association and shall not be in conflict with, or limit, the  
231 Constitution and Bylaws of the American Dental Association, and shall file a copy thereof and any

Increased to five  
years per Resolution  
9-2021-H.

232 changes which may be made thereafter with the secretary of this association.

233

234 Section 50. PRIVILEGE OF REPRESENTATION: Each component society shall elect its delegates  
235 to the house.

236

237 Section 60. CHARTERED COMPONENT SOCIETIES: The secretary of the association shall issue  
238 a charter to each component society denoting its name and territorial jurisdiction.

239

#### 240 **CHAPTER IV – HOUSE OF DELEGATES**

241

242 Section 10. DELEGATES: The house shall consist of the following voting members:

243

244 A. Two hundred to 210 delegates from the 32 component dental societies in California. These  
245 delegates shall be members of the component societies as specified in **Chapter III, Section 30**.  
246 These delegates shall be allotted to component societies according to the methods of full  
247 allocation and absolute error adjustment. This association's membership report for dentist  
248 members dated December 31 of the year immediately preceding the annual session shall be  
249 the basis for the allotment of delegates. If any component society is allocated fewer than two  
250 delegates, additional delegates will be added to the total and allocated until each component  
251 society has at least two delegates. No more than 10 additional delegates may be added in  
252 this manner. Each component society shall have at least two delegates.

253

254 B. One delegate shall be allotted to each accredited dental school in California; such delegates  
255 must be student members of this association.

256

257 Section 20. EX OFFICIO NON-VOTING PARTICIPANTS: Members of the board of this  
258 association may not serve as delegates or alternate delegates, but shall be expected to participate  
259 with access to the floor, without the right to vote or propose motions. Past presidents of this  
260 association and chairs of councils, committees, the board of managers, ~~the board of component~~  
261 ~~representatives~~, thirteenth district delegation, subsidiaries and affiliates shall be participants of the  
262 house, without the right to vote or propose motions, unless elected as delegates. All such  
263 participants may participate in debate.

264

265 Section 30. DESIGNATION OF DELEGATES AND ALTERNATE DELEGATES: The secretary of  
266 each component society and dean of each dental school shall file with the secretary of this  
267 association, at least 120 days prior to the first day of the annual session, the names of delegates  
268 and alternate delegates designated by the component society or dental school. The secretary of this  
269 association shall provide each delegate with credentials for entrance to the house. In the event of a  
270 contest over the credentials of any delegate, the secretary shall hold a hearing and present  
271 recommendations to the house for final action.

272

273 Section 40. PROXY: Only delegates or their alternate delegates, upon substitution, can attend and  
274 vote. A proxy is not allowed.

275

276 Section 50. POWERS: The house shall have the following powers without limitation:

277

278 A. To amend the Articles of Incorporation and bylaws of this association by two-thirds of the votes  
279 cast.

280

281 B. To adopt and amend the Code of Ethics.

282

283 C. To grant, amend, withhold, suspend or revoke charters of component societies.

BCR chair attends as  
a member of the  
board and is  
ineligible to serve as  
a delegate/alternate.

- 284 D. To determine the strategic direction on matters of dental policy and practice when not in  
285 conflict with the Constitution and Bylaws of the American Dental Association.
- 286
- 287 E. To adopt the goals of the strategic plan.
- 288
- 289 F. To elect general members pursuant to [Chapter II, Section 40A](#).
- 290
- 291 G. To recommend that the president or board create special committees, [task forces or](#)  
292 [workgroups](#).
- 293
- 294 H. To recommend to the board an appropriation not within the annual budget.
- 295
- 296 I. To recommend to the board action to levy assessments upon the membership.
- 297
- 298 J. To create, modify or establish councils and committees of this association.
- 299

Added for clarity.

300 Section 60. DUTIES: It shall be the duty of the house:

- 301
- 302 A. To elect the elected officers of this association.
- 303
- 304 B. To select the nominee to fill the office of thirteenth district trustee to the ADA.
- 305
- 306 C. To establish membership dues.
- 307
- 308 D. To receive and act upon all matters brought before the house.
- 309

310 Section 70. ANNUAL SESSION: The house shall meet annually on a day or days specified by  
311 the board.

- 312
- 313 A. Notice: The notice of the annual session shall be sent to all delegates and alternates at least 60  
314 days in advance.
- 315
- 316 B. Official Call: Each member of the house shall receive notice of the time and place of the  
317 annual session at least 60 days before the opening of such session.
- 318
- 319 C. Quorum: A quorum shall consist of at least 50 percent of the voting members of the house for  
320 the transaction of business at any official meeting.
- 321
- 322 D. Information: The house shall receive, for each annual meeting, information regarding the  
323 strategic plan, operating and capital budget, status of prior year's house actions, and reports  
324 of councils, committees and boards as otherwise required. The house shall additionally receive,  
325 in accordance with election procedures ([Chapter IV, Section 120](#)), proposed nominations to all  
326 house-elected and house-nominated positions.
- 327

328 Section 80. SPECIAL SESSION: A special session of the house shall be called by the president on  
329 two-thirds vote of the members of the board or on written request of at least 50 officially certified  
330 delegates of the last house. The time and place of a special session shall be determined by the  
331 president. Each member of the house shall receive notice of the time and place of the special  
332 session at least 10 days before the opening of such session. The business of a special session shall  
333 be limited to that stated in the official call. Delegates at a special session shall be the officially  
334 certified delegates of the last house (or duly elected alternate delegates of the last house).

335

336 Section 90. OFFICERS: The officers of the house shall be the speaker and the secretary. The



337 secretary of this association shall serve as secretary of the house. In the absence of the speaker, the  
338 president shall select a speaker pro tem. In the absence of the secretary of the house, the speaker  
339 shall appoint secretary pro tem.

340  
341 A. Duties:

342  
343 1. Speaker: The speaker shall preside at all meetings of the house and perform such duties as  
344 these bylaws, custom and parliamentary procedures require. The speaker shall, in  
345 conjunction with the secretary, approve the minutes of the house at which he or she  
346 presided.

347  
348 2. Secretary: The secretary of the house shall oversee the recording of and certify the report  
349 of the transactions of the house. The secretary shall, in conjunction with the speaker,  
350 approve the minutes of the house at which he or she served.

351  
352 Section 100. RULES OF ORDER:

353  
354 A. Reports: All annual reports to the house shall be distributed to each delegate before the annual  
355 meeting of the house.

356  
357 B. Introduction of New Business Not Requiring a Resolution: New business shall be accepted until  
358 a time designated and noticed by the speaker. The speaker will notify the House of Delegates  
359 of any new business prior to the house adopting a revised agenda.

360  
361 C. Introduction of New Resolutions: Resolutions for the annual House of Delegates shall be  
362 accepted until 10 days prior to the first session. Any resolution submitted following the 10-day  
363 deadline will be noticed by the speaker and will require a majority affirmative vote of the  
364 house to be considered.

365  
366 D. Parliamentarian: A parliamentarian may be appointed by the speaker.

367  
368 Section 110. COMMITTEES: The committees of the house shall be:

369  
370 A. Reference Committees:

371  
372 1. Composition: Reference committees shall be appointed by the president, [in consultation](#)  
373 [with the speaker](#), at least 45 days in advance of each annual session. The president shall  
374 designate the chair of each committee.

375  
376 2. Duties: It shall be the duty of a reference committee to consider resolutions and reports  
377 referred to it, to conduct open hearings and to report its recommendations to the house.

378  
379 B. Special Committees: The speaker, with the consent of the house, may appoint special  
380 committees to perform duties not otherwise assigned by these bylaws, to serve until  
381 adjournment sine die of the session at which they were appointed.

382  
383 Section 120. ELECTION PROCEDURES: The following positions shall be nominated by the board  
384 and submitted to the house for election or selection as noted below, in accordance with these  
385 bylaws and the General Operating Principles:

386  
387 A. Election: The house shall elect the president, secretary, treasurer and speaker.

388  
389 B. Selection: The house shall select ~~nominees for the following positions for election by entities as~~

Added for clarity;  
consistent with the  
GOPs.

390 noted:  
391  
392 1. ~~The nominee for~~the thirteenth district trustee to the ADA ~~shall be selected by the house~~ the  
393 year prior to the expiration of the incumbent term, to be submitted by the Thirteenth District  
394 Delegation to the ADA for election.

Sub-bullet not needed  
as there is only one  
position that is selected  
by the house.

395  
396 C. Notice: The house shall receive notice of nominations for positions which will be elected or  
397 nominated by the house, at least 30 days prior to the first day of the annual session.  
398 Subsequent to the 30-day notice, should a nominee withdraw for any reason, the board shall  
399 amend its report in a timely manner.

400  
401 D. Additional Nominations: The house may consider additional nominations for elected or  
402 nominated positions, provided that notification of such nominations are made by a delegate  
403 and noticed to the secretary at least 20 days prior to the session in which the election is to be  
404 conducted and is supported by the endorsing signatures of 25 delegates in accordance with  
405 the General Operating Principles. Nominees for president, secretary and treasurer must be  
406 members of the board.

Added for clarity.

407  
408 E. Term and Recognition: Unless otherwise stated in these bylaws, terms of elected and appointed  
409 positions shall begin on January 1 and conclude on December 31. The house shall recognize  
410 all newly elected officers, ~~board members, council/committee chairs,~~ and ~~outgoing board~~  
411 ~~members~~ CDA leaders.

Updated to reflect  
current recognition  
process (officer  
elections and  
leadership recognition  
brochure).

## 412 413 **CHAPTER V – BOARD OF DIRECTORS**

414  
415 The board shall be vested with the fiduciary duties for the organization, including responsibility for  
416 oversight of strategic plan implementation, fiscal management, governance oversight and  
417 implementation of policies established by the house.

418  
419 Section 10. COMPOSITION: The board shall be composed of 17 members and two participants:  
420 15 at-large directors elected by the board, the chair of the board of component representatives, the  
421 executive director, speaker and editor. The speaker and editor shall be ex officio participants  
422 without the right to vote.

423  
424 For the purpose of transition, between 2022 and 2027, the board shall include the six officers  
425 elected by the house in 2021, to be elected as directors by the board. Following the transition, this  
426 language will be removed from the bylaws.

427  
428 Section 20. QUALIFICATIONS: A director of the board, who is not the executive director, must  
429 be a dentist member in good standing of this association. Additional qualifications may be  
430 established by majority vote of the board, but such qualifications may not cause the disqualification  
431 of any serving member for the completion of his or her current term or conflict with those  
432 established by these bylaws.

433  
434 Section 30. TERM OF OFFICE: The term of office for at-large directors shall be three years. The  
435 consecutive tenure ~~of an at-large director~~ shall be three terms ~~and one partial term (no more than~~  
436 ~~one and one-half years)~~. An at-large director may serve a partial term which does not apply toward  
437 tenure. A partial term is less than one-half of a full term. At-large directors who have served a  
438 tenure will be eligible after a break in service of one term.

Language revised for  
clarity/consistency.

439  
440 Section 40. ELECTION: Candidates for at-large director positions shall be nominated by the  
441 Committee on Volunteer Placement for consideration by the Board of Component Representatives  
442 and election by the board. The board shall elect directors for the following year no later than

443 October 1.

444

445 Section 50. **REMOVAL:** Any director may be removed for any reason permitted under California  
446 law by majority vote of the directors in office. In all such actions, the director involved, and all  
447 members of the board shall be furnished a copy of the statement of reasons for removal not less  
448 than 30 days in advance of the session. Consideration of removal shall be conducted during a  
449 closed session meeting of the board.

450

451 Section 60. **VACANCY:** In the event of a vacancy in the office of an at-large director, the  
452 Committee on Volunteer Placement shall make a recommendation to fill the remainder of the  
453 unexpired term, for consideration by the Board of Component Representatives and election by the  
454 board. In the event of a vacancy in the ex officio chair position, the position shall remain vacant  
455 until such time the Board of Component Representatives selects a new chair and he or she is  
456 elected by the board.

457

458 Section 70. **POWERS:** The board shall have the power:

459

460 A. To establish rules and regulations consistent with these bylaws to govern its organization and  
461 procedures.

462

463 B. To direct the president to call a special session of the house as provided in [Chapter IV, Section](#)  
464 [80](#) of the bylaws.

465

466 C. To establish policies which are essential to the management of the association. On matters of  
467 dental practice and policy, the board may establish interim policies when the house is not in  
468 session; provided, however, that all such policies must be presented for approval at the next  
469 session of the house.

470

471 D. To levy assessments upon the membership.

472

473 E. To establish rules modifying the obligation of members to pay dues or assessments and to  
474 establish promotional dues rates for a limited duration affiliated with membership campaigns.

475

476 F. To call a special meeting of the shareholders of CDA Holding Company, Inc. (CDAHCI) for any  
477 purpose, including a special meeting to remove and replace directors of that corporation.

478

479 G. To remove directors, council members, committee members, members of the board of managers  
480 and ADA delegates in accordance with these bylaws.

481

482 H. To create special committees in accordance with [Chapter XII](#) of these bylaws.

483

484 Section 80. **DUTIES:** It shall be the duty of the board:

485

486 A. To serve as the fiduciary of this association.

487

488 B. To appoint, remove, conduct an annual review based on established priorities, and set the  
489 compensation of the executive director.

490

491 C. To appoint, remove, conduct an annual review and set the honorarium of the editor.

492

493 D. To identify and recruit leaders for CDA leadership positions.

494

495 E. To nominate candidates for each officer position to be elected by the house.

- 496 F. To select candidates for the boards of directors of the subsidiary companies for election by the  
497 shareholder.  
498
- 499 G. To nominate the directors of the CDA Holding Company, Inc. for election by the shareholder.  
500
- 501 H. To elect candidates for the board of directors, board of component representatives, boards of  
502 directors of affiliate companies, councils, committees, and delegates and alternate delegates to  
503 the ADA house.  
504
- 505 I. To nominate candidates for general membership pursuant to [Chapter II, Section 40A](#) for  
506 election by the house.  
507
- 508 J. To nominate one or more candidates for the thirteenth district trustee.  
509
- 510 K. To determine the date and place for convening each annual session of the house.  
511
- 512 L. To obtain insurance covering the acts and omissions of the board, the officers and the  
513 employees of the association, in such amount and for such coverage as the board determines.  
514
- 515 M. To oversee the fiscal affairs and adopt the annual budget of the association. The annual budget  
516 shall be sent to the board at least 14 days in advance of the meeting at which it will be  
517 considered.  
518
- 519 N. To engage an outside certified public accountant to audit the finances of the association at  
520 least annually.  
521
- 522 O. To review all proposed amendments to the governance documents for CDAHCI, CDA, its  
523 affiliates and subsidiaries to ensure the proposed amendments are necessary and consistent  
524 with other related provisions in the governance documents.  
525
- 526 P. To submit an annual report to the house, including presentations of the annual budget and  
527 implementation of strategic plan.  
528
- 529 Q. To develop the strategic plan and oversee its implementation based on the goals adopted by  
530 the house.  
531
- 532 R. To conduct an annual review of the compensation of officers [and directors](#).  
533
- 534 S. To oversee CDA leadership development programs.  
535
- 536 T. To ratify presidential appointments  
537
- 538 U. Establish task forces [or workgroups](#), as needed.  
539
- 540 V. To receive information from the subsidiaries and affiliates regarding newly established goals,  
541 major initiatives, and annual budget.  
542
- 543 W. To have final consideration of council, committee and organizational board recommendations  
544 on programmatic oversight and business issues.  
545
- 546 X. To forward to the house, for final consideration, recommendations received by councils,  
547 committees and organizational boards on policy issues.

Updated based on  
new board structure.

Added for clarity.

548 Section 90. MEETINGS: All meetings shall be held in a single location or by other means whereby  
549 all members can concurrently communicate with one another, in accordance with applicable law.

550

551 A. Regular Meetings: There shall be four or more regular meetings of the board each year as  
552 called by the president upon 20 days' notice.

553

554 B. Special Meetings: A special meeting of the board may be called at any time by the president,  
555 or upon the request of four members of the board provided at least 48 hours' notice. Only  
556 items that have been noticed shall be considered at a special meeting.

557

558 Section 100. QUORUM AND VOTING: A majority of voting members of the board shall  
559 constitute a quorum. A quorum must be present to transact business. A majority of the votes cast is  
560 the act of the board unless otherwise noted in these bylaws or prescribed by law.

561

562 Section 110. OFFICERS OF THE BOARD: The officers of the board shall be the president,  
563 secretary and treasurer.

564

565 A. Election: The officers shall be nominated by the board from among its members and elected by  
566 the house as identified in [Chapter VI](#) of the bylaws. Ex officio directors may not serve  
567 concurrently as an elected CDA officer, and no director may serve concurrently in multiple  
568 officer positions.

569

570 Section 120. ELECTION TO BOARD-DESIGNATED POSITIONS

571

572 A. Board-Designated Positions: Applicants for board-elected-positions on councils, committees,  
573 and subsidiary and affiliate boards (which are not prescribed to a specific director or officer in  
574 these bylaws) shall be subject to the application and election process as set forth in the  
575 General Operating Principles. To be eligible, the director's tenure on the board may not expire  
576 prior to the term of the elected position.

577

578 Section 130. REPORTS: The board shall identify those matters which are policies for consideration  
579 by the House of Delegates. In making such determination, the board shall refer to the powers and  
580 duties of the house and board as prescribed in [Chapter IV](#) and [Chapter V](#).

581

## 582 **CHAPTER VI – ELECTED OFFICERS OF THE ASSOCIATION**

583

584 Section 10. DESIGNATION OF ELECTED OFFICERS: The elected officers shall be the president,  
585 secretary, treasurer and speaker of the house.

586

587 Section 20. ELIGIBILITY: Only a dentist member in good standing shall be eligible to serve as an  
588 elected officer. [The president, secretary and treasurer must be members of the board.](#)

589

590 Section 30. ELECTION: The elected officers of this association shall be elected by majority of the  
591 votes cast by the house in accordance with officer terms and qualifications as otherwise noted in  
592 these bylaws.

593

594 Section 40. INSTALLATION: The elected officers shall be installed at the annual session of the  
595 house to begin their official term on January 1.

596

597 Section 50. TERM OF OFFICE: The president and secretary shall be elected to a one-year term,  
598 eligible to serve a maximum of three consecutive terms in each office. The treasurer and speaker  
599 shall be elected to a two-year term. The treasurer shall be eligible for multiple terms, limited by  
600 tenure in an at-large director position on the board. The speaker shall be eligible to serve a

Added underlined  
title for consistency.

Added for clarity.

601 maximum of three terms.

602

603 Section 60. VACANCIES: Any vacancy in an elected office shall be filled by the board with a pro  
604 tem until a new officer is elected by the house at the next annual session.

605

606 Section 70. REMOVAL: Any elected officer may be removed by the house whenever, in its  
607 judgment, the best interests of the association would be served. Two-thirds of the votes cast are  
608 necessary for removal from office. In all such actions, the officer involved, and all members of the  
609 house shall be furnished a copy of the statement of reasons for removal not less than 30 days in  
610 advance of the session. These activities shall be conducted during a closed session.

611

612 Section 80. DUTIES:

613

614 A. President: It shall be the duty of the president:

615

616 1. To serve as an official representative of this association to governmental, civic, business  
617 and professional organizations for the purpose of advancing the objectives and policies of  
618 this association.

619

620 2. To serve as chair of the board and CDAHCI; as a delegate to the ADA house serving on  
621 the delegation steering committee; as a participant of the CDA house; as a member of the  
622 Finance Committee and Government Affairs Council; and as a participant in forums of the  
623 association.

624

625 3. To call special meetings of the house, the board, and annual forums of specialty  
626 organization representatives.

627

628 4. To appoint members of all committees of the house, and guests to councils, committees and  
629 boards.

630

631 5. To nominate members to fill vacancies on standing councils, committees and boards;  
632 nominate chairs of councils, committees, the board of managers and thirteenth district  
633 delegation to the ADA house; and make appointments to special committees [and](#)  
634 [workgroups](#) for ratification by the board.

635

636 6. To attend and submit annual reports to the house on behalf of the board as required in  
637 these bylaws.

638

639 B. Secretary: It shall be the duty of the secretary:

640

641 1. To assist the president as requested.

642

643 2. To serve as a member of the board; as a delegate to the ADA house serving on the  
644 delegation steering committee; as an officer of the CDA house; as a member of the  
645 Finance Committee and Government Affairs Council; and as a participant in forums of the  
646 association.

647

648 3. To oversee the recording of and certify the report of the transactions of the house,  
649 including:

650 a) To record and report the roll call of the house at each session;

651 b) To conduct a hearing on any contest regarding the certification of a delegate or  
652 alternate delegate and report its recommendations to the house;

653 c) To supervise the election process; and

Added for clarity.

- 654 d) To call a special committee if necessary, to oversee contested elections at the house.  
655  
656 4. To oversee the recording of and certify the report of the transactions of the board and  
657 preside over meetings of the board in the president's absence.  
658  
659 5. To receive and review attendance records of meetings of the board, councils, committees,  
660 board of managers, board of component representatives and ADA thirteenth district  
661 delegation; and to initiate any necessary procedures for the removal of a member from  
662 office pursuant to the bylaws.  
663

664 C. Treasurer: It shall be the duty of the treasurer:

- 665  
666 1. To oversee the finances of the association, as chair of the Finance Committee, subject to  
667 the direction of the board.  
668  
669 2. To cause the preparation of a proposed annual budget for submission to the board.  
670  
671 3. To attend and submit a comprehensive annual report to the house including all fund  
672 balances.  
673  
674 4. To serve as a member of the board, Finance Committee and subsidiary boards; and as a  
675 delegate to the ADA house serving on the delegation steering committee.  
676

677 D. Speaker of the House: The speaker shall preside at the meetings of the house and shall perform  
678 such duties as custom and parliamentary procedure require. It shall be the duty of the speaker  
679 to prepare the agenda for the House of Delegates for approval by the house. The speaker shall  
680 also serve as a delegate to the ADA house serving on the delegation steering committee. The  
681 speaker shall be a non-voting participant of the board.  
682

683 **CHAPTER VII – APPOINTED OFFICERS**  
684

685 Section 10. TITLE: The appointed officers of this association shall be the executive director and  
686 editor. The association may have at the discretion of the board, one or more assistant secretaries,  
687 one or more assistant treasurers and such other appointed officers as may be designated by the  
688 board.  
689

690 Section 20. APPOINTMENTS: The executive director and editor shall be appointed or removed  
691 by the board. Membership is not a requirement for appointment as executive director. In the event  
692 of a vacancy in either position, the president shall appoint a task force to recruit, evaluate, and  
693 recommend to the board a candidate to fill the vacancy. In the event of a vacancy in the executive  
694 director position, the president may appoint, with ratification by the board, an interim executive  
695 director who shall be a member of the executive or senior management teams or an individual who  
696 is not currently serving as a volunteer leader of the association, its affiliate, or its subsidiaries.  
697

698 Section 30. TERM OF OFFICE AND SALARY: The board shall determine the salary or  
699 honorarium and tenure of each appointed officer.  
700

701 Section 40. DUTIES: The duties of the appointed officers shall be as follows:  
702

- 703 A. Executive Director: The executive director shall be the chief executive of the association, and  
704 shall have the authority to employ, define terms of employment for, and terminate employment  
705 of association personnel. The executive director shall coordinate the activities of all councils  
706 and committees, including the preparation of their reports. The executive director shall

707 communicate regularly with leadership and submit an annual report to the house. The executive  
708 director shall serve as an ex officio participant of the house without the right to vote. The  
709 executive director shall serve as an ex officio member of the board but shall not be present  
710 during deliberation or voting on his or her evaluation and compensation. The executive director  
711 shall perform such other duties as may be assigned by the board

712  
713 B. **Editor:** The editor shall be editor-in-chief of the official publication of the association, the  
714 *Journal of the California Dental Association*, and shall exercise full editorial control over such  
715 publication. The editor may appoint an editorial board and associate editors, subject to  
716 approval of the board, to advise and assist the editor. The editor ~~shall also oversee publication~~  
717 ~~of the Update and~~ shall serve as an ex officio participant of the house and board. The editor  
718 shall submit an annual report to the house. The editor shall also serve as a delegate to the  
719 annual session of the ADA house.

CDA Update has  
changed to an  
e-bulletin format.

720

## 721 **CHAPTER VIII - BOARD OF COMPONENT REPRESENTATIVES**

722

723 Section 10. COMPOSITION AND ELECTION: The Board of Component Representatives (board  
724 of representatives) shall include one representative member from each component dental society,  
725 designated by the component dental society and ratified by the CDA board. Component dental  
726 societies shall provide nominees for vacant positions to the secretary no later than September 30.  
727 Should a component dental society not provide a nominee for election, the position shall remain  
728 vacant for that term. The board of representatives shall include at least three component executive  
729 director participants, nominated by the component executive directors and ratified by the CDA  
730 board.

731

732 For the purpose of transition, the board of representatives shall include up to 43 members upon its  
733 inception, who were serving as trustees upon dissolution of the board of trustees (excluding any  
734 trustee elected to serve as a director). For component dental societies with two initial members, a  
735 designee may be nominated only when both members complete their terms or otherwise vacate  
736 their positions. Following the transition, this language will be removed from the bylaws.

737

738 Section 20. QUALIFICATIONS: Members of the board of representatives shall be members in  
739 good standing of their component dental society and the association. Members must have the  
740 privilege of attending leadership meetings of their component dental society and are encouraged to  
741 have or be concurrently serving on his or her component dental society board.

742

743 Section 30. TERM OF OFFICE: The term of office for a member of the board of representatives  
744 shall be two years. The consecutive tenure shall be three terms. A member may serve a partial term  
745 which does not apply toward tenure. A partial term is less than one-half of a full term. Members  
746 who have served a tenure will be eligible after a break in service of one year.

747

748 Section 40. CHAIR: The chair of the board of representatives shall be selected by the board of  
749 representatives from among its members and elected by the CDA board. The term of the chair shall  
750 be one year, with the tenure limited by his or her term on the board of representatives. The chair  
751 shall serve as ex officio on the CDA board. The chair shall be ineligible to serve as a delegate or  
752 alternate delegate to the house but shall attend the house as a participant (as a member of the  
753 board).

754

755 Section 50. REMOVAL:

756

757 A. The president may declare the office of a member vacant for failing or ceasing to meet the  
758 eligibility requirements of office.

Added for  
clarity/consistency.



- 759 B. The board of directors, by a majority vote, may remove a member for cause, which shall  
760 include:
- 761
- 762 1. Violation of the Code of Ethics;
- 763
- 764 2. Failing to timely disclose a conflict of interest;
- 765
- 766 3. Engaging in conduct which violates the bylaws, operating principles or standing rules of  
767 the association, or which is damaging to the association or its members; or
- 768 a) Failing to attend, in any 12-month period, fifty percent of regularly scheduled meetings  
769 for reasons other than religious observances or the carrying out of work assigned to the  
770 member by the board or president, and ADA obligations on councils and committees.
- 771 b) Upon notice by the component, failure to attend, in a 12-month period, fifty percent of  
772 duly noticed component leadership meetings for reasons other than as noted in a)  
773 above.
- 774
- 775 C. Prior to removing a member for cause, the board of directors shall advise the member of the  
776 reason for removal and the member shall be given an opportunity to submit a written or oral  
777 statement to the board. If present, the member shall leave the meeting prior to the discussion  
778 and vote on the matter.
- 779

780 Section 60. VACANCY: In the event of a vacancy on the board of representatives, the component  
781 shall designate a member to fill the remainder of the unexpired term for CDA board election. In the  
782 event such vacancy involves the chair of the board of representatives, the position shall remain  
783 vacant until the board of representatives selects and the CDA board elects a replacement.

784

785 Section 70. DUTIES:

786

- 787 A. To represent component perspectives at CDA on issues of membership, component leadership  
788 development and governance, and other issues of shared importance to serving members.
- 789
- 790 B. To consider proposals and vote on recommendations, for final approval by the CDA board or  
791 house.
- 792
- 793 C. To consider the board of directors' slate of candidates, to approve or provide an alternate slate  
794 for final election by the CDA board.
- 795
- 796 D. To serve as an advisory committee to the house, to include reviewing component resolutions  
797 and providing input to the author(s) to shape the final recommendation and enhance the  
798 effectiveness of house discussions.
- 799
- 800 E. To discuss and share best practices amongst components.
- 801

802 Section 80. MEETINGS AND, REPORTS AND BUDGET: All meetings shall be held in a single  
803 location or by other means whereby all members can concurrently communicate with one another.

804

- 805 A. Regular Meetings: There shall be at least two regular meetings of the board of representatives  
806 each year as called by the chair upon two weeks' notice.
- 807
- 808 B. Special Meetings: Special meetings of the board of representatives may be called at any time  
809 by the chair, or upon the request of 10 members of the board of representatives provided at  
810 least 48 hours' notice. Only items that have been noticed shall be considered at a special  
811 meeting.

812 Members shall be responsible to provide reports to and from their component dental societies. 7  
813 ~~and an annual report of t~~The board of representatives shall submit periodic reports to the be  
814 ~~provided to the~~CDA board ~~and~~, an annual report to the house, and shall submit a proposed  
815 itemized budget to the board.

Updated for consistency - reflects periodic reports to the board and submission of budget.

816

## 817 **CHAPTER IX – COUNCILS**

818

819 Section 10. NAME: The councils of this association shall be Council on Membership, Council on  
820 Peer Review, Government Affairs Council, and Judicial Council.

821

822 Section 20. MEMBERS: Members of the councils shall be elected by the board.

823

824 Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws:

825

826 A. All members of councils must be members in good standing.

827

828 B. Members of the board shall not be eligible to serve on the Council on Peer Review or the  
829 Judicial Council and must immediately resign from their council position upon election to the  
830 board.

831

832 C. Members who previously served a tenure on a council are eligible to serve a full tenure on that  
833 council again following a period of time greater than or equal to one term. Members who do  
834 not complete a full tenure are eligible to serve on that council again for the number of terms  
835 remaining within that tenure. If a period of time greater than or equal to a term intervenes  
836 between terms, members are eligible to serve a full tenure.

837

838 Section 40. CHAIRS: One member of each council shall be appointed chair annually by the  
839 president ~~(in consultation with the chair of the Committee on Volunteer Placement)~~ for ratification by  
840 the board.

841

842 Section 50. CONSULTANTS, ADVISORS AND STAFF SUPPORT: Each council shall have the  
843 authority to appoint consultants and advisors. The executive director of the association shall provide  
844 each council with staff support.

845

846 Section 60. TERM OF OFFICE: The term and tenure for each position is noted in the council  
847 descriptions below. Except as otherwise noted in these bylaws, a member may serve a partial term  
848 which does not apply toward tenure. A partial term is less than one-half of a full term.

849

850 Section 70. REMOVAL:

851

852 A. The president may declare the office of a council member vacant for failing or ceasing to meet  
853 the eligibility requirements of office.

854

855 B. The board by a majority vote may remove a council member for cause, which shall include:

856

857 1. Violation of the Code of Ethics;

858

859 2. Failing to timely disclose a conflict of interest;

860

861 3. Engaging in conduct which violates the bylaws, operating principles, or standing rules of  
862 the association, or which is damaging to the association or its members; or

863

864 4. Failing to attend, in any 12-month period, fifty percent of regularly scheduled council

Chair appointments are made by the president. The president consults multiple individuals when making these appointments.

865 meetings for reasons other than religious observances or the carrying out of work assigned  
866 to the member by the council, board, or president, and ADA obligations on councils and  
867 committees. These attendance requirements do not apply to ex officio members.  
868

- 869 C. Prior to removing a council member for cause, the board shall advise the council member of  
870 the reason for removal and the council member shall be given an opportunity to submit a  
871 written or oral statement to the board. If present, the council member shall leave the meeting  
872 prior to the discussion and vote on the matter.  
873

874 Section 80. VACANCY: In the event of a vacancy in the membership of any council, the president  
875 shall nominate, for board election, a member of the association to fill such vacancy for the  
876 remainder of the unexpired term. In the event such vacancy involves the chair of the council, the  
877 president shall have the power to appoint an interim chair.  
878

879 Section 90. QUORUM AND VOTING: A majority of the voting members of any council shall  
880 constitute a quorum. A quorum must be present to transact business. A majority of the votes cast is  
881 the act of the council.  
882

883 Section 100. PRIVILEGE OF THE FLOOR: Council chairs who are not delegates of the house  
884 have the right to participate in debate on their respective reports but shall not have the right to vote.  
885

886 Section 110. REPORTS AND BUDGET: Each council shall submit periodic reports to the board,  
887 an annual report to the house, and shall submit a proposed itemized budget to the board.  
888

889 Section 120. DUTIES: Each council shall perform those duties as listed below and as assigned by  
890 the board.  
891

892 Section 130. COUNCIL ON MEMBERSHIP:  
893

- 894 A. Composition: The Council on Membership shall be composed of nine, at least one of whom  
895 must be a dentist within his or her first 10 years of practice; nominated and elected as  
896 described in [Chapter IX, Section 20](#).  
897
- 898 B. Term and Tenure: The term of office shall be two years. The tenure shall be three terms.  
899
- 900 C. Duties: The duties of the Council on Membership shall be:  
901
- 902 1. To coordinate association membership recruitment and retention activities, including liaison  
903 with local components, development of programs/campaigns, recruitment and retention  
904 conference and membership marketing.  
905
  - 906 2. To develop and recommend membership-related policies, including updates to the CDA  
907 Membership Policies and Procedures Manual.  
908
  - 909 3. To recommend, develop, monitor and oversee membership services programs.  
910
  - 911 4. To develop and monitor all student membership programs.  
912

913 Section 140. COUNCIL ON PEER REVIEW:  
914

- 915 A. Composition: The Council on Peer Review shall be composed of 12 members, nominated and  
916 elected as described in [Chapter IX, Section 20](#).

- 917 B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of  
918 three terms.
- 919
- 920 C. Duties: The duties of the Council on Peer Review shall be:
- 921
- 922 1. To oversee the peer review system to ensure that component and specialty committees  
923 consistently follow the format, policies, and procedures outlined in the California Dental  
924 Association Peer Review Manual.
- 925
- 926 2. To directly manage and oversee the appeals process to ensure that all appeals of the peer  
927 review resolutions are objective and fair to all parties involved.
- 928
- 929 3. To provide information on current peer review issues, policy, and procedural modification  
930 to component peer review staff, committee members, and the general membership.
- 931
- 932 4. To review and update the California Dental Association Peer Review Manual and Quality  
933 Evaluation Manual, as needed.
- 934
- 935 5. To provide regional calibration workshops and training materials for components and  
936 specialty committee members to ensure uniformity, consistency, timelines, and effectiveness.
- 937
- 938 6. To review and finalize all peer review cases filed throughout the state.
- 939
- 940 7. To promote peer review as a membership benefit.
- 941
- 942 8. To facilitate and maintain communication between component and specialty peer review  
943 committees.
- 944

945 Section 150. **GOVERNMENT AFFAIRS COUNCIL:**

946

- 947 A. Composition: The Government Affairs Council shall be composed of up to 12 members. Ten at-  
948 large members, at least one of whom must be a dentist within his or her first 10 years of  
949 practice, elected by the board. There shall be two members concurrently serving on the board:  
950 the president and secretary. The CDAPAC chair, ADA Council on Government Affairs  
951 representative from the thirteenth district who may concurrently serve on the CDA board, and  
952 the executive director shall serve as ex officio participants.
- 953
- 954 B. Term and Tenure: The term of office for elected members shall be two years. The tenure shall be  
955 three terms. The term shall begin on December 1 and conclude on November 30. ~~Members of  
956 the board must have two years remaining on their board tenure to be eligible for election to the  
957 council, and these terms shall not be counted towards tenure of at-large positions.~~
- 958
- 959 C. Duties: The duties of the Government Affairs Council shall be:
- 960
- 961 1. To initiate legislation on behalf of CDA that implements CDA policies and/or resolutions.
- 962
- 963 2. To review legislation introduced by others and to evaluate its effect on the practice of  
964 dentistry and Californians' oral health and to establish CDA positions on such legislation.
- 965
- 966 3. To monitor and assess the activities of state regulatory boards and agencies as to their  
967 potential impact on dentistry and Californians' oral health, and to take appropriate action  
968 based on CDA policies and resolutions.

Removed based on  
new board structure -  
board members are  
the president and  
secretary which are  
ex officio.

- 969 4. To evaluate the implementation and administration of previously enacted legislation.  
970  
971 5. To convey information regarding the council's activities to CDA membership through a  
972 system of verbal and written communications.  
973  
974 6. To make recommendations regarding candidates for appointment to state boards,  
975 commissions and committees.  
976  
977 D. Powers: In addition to any duties assigned to it by the board and the house, the Government  
978 Affairs Council shall have the authority on behalf of CDA to negotiate and take positions on  
979 legislation or governmental regulation. All negotiations shall be pursued in such a manner as to  
980 reflect the intent and integrity of the association and its membership.  
981

982 Section 160. JUDICIAL COUNCIL:  
983

- 984 A. Composition: The Judicial Council shall be composed of a total of 12 members, at least one of  
985 whom must be a dentist within his or her first 10 years of practice who will be a non-voting  
986 member, nominated and elected as described in [Chapter IX, Section 20](#).  
987  
988 B. Term and Tenure: The term of office shall be three years. The tenure shall be a maximum of  
989 three terms.  
990  
991 C. Duties: The duties of the Judicial Council shall be:  
992  
993 1. To consider proposals for amending the CDA Code of Ethics, and related matters.  
994  
995 2. To provide advisory opinions regarding the interpretations of the ADA Principles of Ethics  
996 and the CDA Code of Ethics.  
997  
998 3. To consider appeals from members.  
999  
1000 4. To exercise the powers of this association to discipline members, either upon its own  
1001 initiative or upon request of any component society. Decisions of the council shall be final  
1002 unless a right of appeal is provided in the Constitution and Bylaws of the American Dental  
1003 Association.  
1004  
1005 5. To act on the recommendation of the Membership Application Review Subcommittee.  
1006  
1007 D. Investigating Panels: The chair of the Judicial Council shall appoint an Investigating Panel and  
1008 designate a chair to investigate the facts in connection with potential disciplinary proceedings.  
1009 The Investigating Panel shall consist of at least three members of the Judicial Council. The  
1010 recommendation of the Investigating Panel shall be considered to be the action of the Judicial  
1011 Council and of this association.  
1012  
1013 E. Hearing Panels: In those cases where the Judicial Council initiates disciplinary proceedings, the  
1014 chair of the Judicial Council appoints a Hearing Panel to hear the charges and render a  
1015 decision. The Hearing Panel will consist of three members of this association, at least one of  
1016 whom will be a member of the Judicial Council. The chair of the Judicial Council shall  
1017 designate the chair of the Hearing Panel and a hearing officer to preside at the hearing, who  
1018 may be a member of the council. The hearing officer shall conduct the hearing according to  
1019 established procedures, shall participate in the deliberations of the Hearing Panel, and shall  
1020 not be entitled to vote. The decision of the Hearing Panel shall be considered to be the decision  
1021 of the Judicial Council and of this association.

1022 **CHAPTER X – STANDING COMMITTEES OF THE BOARD**

1023  
1024 The standing committees of the board shall include the finance and audit committees with duties  
1025 specified below and as additionally established by the board. Additional committees of the board  
1026 may be established by the board and shall be charged with duties assigned by the board. A  
1027 member of a standing committee of the board may be removed by the board in the same manner  
1028 as council members (Chapter IX, Section 70). Vacancies shall be filled by board election at the next  
1029 regular meeting, with the elected director completing the remainder of the unexpired term. Directors  
1030 elected to incompatible positions at the same election shall immediately forfeit one, with the  
1031 resulting vacancy being filled by a subsequent vote (following the reopening of nominations).

1032  
1033 A majority of the voting members of the committee shall constitute a quorum. A quorum must be  
1034 present to transact business. A majority of the votes cast is the act of the committee unless otherwise  
1035 prescribed by these bylaws.

1036  
1037 Section 10. FINANCE COMMITTEE:

- 1038  
1039 A. Composition: The Finance Committee shall be composed of six members. Ex officio members  
1040 are the treasurer, who serves as chair, president and secretary. Three director members shall  
1041 be elected by the board.  
1042  
1043 B. Term and Tenure: The term of office for director members shall be three years, with tenure  
1044 limited by service on the board.  
1045  
1046 C. Duties: The duties of the Finance Committee shall be:  
1047  
1048 1. To review annually preliminary estimates of income, expenditures and additions to reserves  
1049 and to review and submit an annual budget to the board.  
1050  
1051 2. To oversee and provide guidance concerning investment of reserve funds. The Finance  
1052 Committee shall report periodically to the board and annually to the house.  
1053  
1054 3. To present written reports at least annually to the board.  
1055  
1056 4. To review and report to the board semiannually, the financial and operational records of  
1057 all subsidiaries and affiliates.  
1058  
1059 5. To conduct an annual review of all employee retirement plans to ensure continued  
1060 compliance with all federal laws and regulations.

1061  
1062 Section 20. AUDIT COMMITTEE:

- 1063  
1064 A. Composition: The Audit Committee shall be composed of one member of the board and three  
1065 at-large members elected by the board. The committee may not include any members of the  
1066 Finance Committee, or staff. Individuals are not eligible to serve on the Audit Committee for at  
1067 least one year following service on the Finance Committees of CDA, any subsidiary or affiliate,  
1068 or any subsidiary or affiliate board exercising the authority of a Finance Committee. The  
1069 members of the committee may not receive compensation for their services and may not have a  
1070 material financial interest in any entity doing business with CDA, its affiliates or its subsidiaries.  
1071 The president shall appoint the chair with board approval.  
1072  
1073 B. Term and Tenure: The term of office shall be two years. The tenure shall be two terms, with  
1074 director members tenure limited by service on the board. The eligibility criteria set forth in

1075 Chapter IX, Section 30C, shall apply.

1076

1077 C. Duties: The duties of the Audit Committee shall be:

1078

1079 1. To recommend to the board the retention or termination of an independent auditor;

1080

1081 2. To negotiate the compensation of the independent auditor for approval by the board;

1082

1083 3. To confer with the independent auditor to satisfy the committee members that the financial  
1084 affairs of the association are in order;

1085

1086 4. To review and determine whether to accept the audit;

1087

1088 5. To approve the performance of any non-audit services by the auditing firm; and

1089

1090 6. To recommend to the board procedures for the receipt, retention, and treatment of  
1091 complaints regarding accounting, internal accounting controls, or auditing matters.

1092

## 1093 **CHAPTER XI – STANDING COMMITTEES OF THE ASSOCIATION**

1094

1095 Section 10. NAME: The association has a standing committee, the Committee on Volunteer  
1096 Placement, established by the house and in addition to duties specified below, shall be charged  
1097 with duties assigned by the house and board.

1098

1099 Section 20. MEMBERS: All at-large members of the committee shall be elected by the board unless  
1100 otherwise noted in these bylaws.

1101

1102 Section 30. ELIGIBILITY: The following conditions apply unless otherwise stated in these bylaws:

1103

1104 A. All members of the committee must be in good standing.

1105

1106 B. Members who previously served a tenure on the committee are eligible to serve a full tenure on  
1107 that committee again following a period of time greater than or equal to one term. Members  
1108 who do not complete a full tenure are eligible to serve on that committee again only for the  
1109 number of terms remaining within that tenure. If a period of time greater than or equal to a  
1110 term intervenes between terms, members are eligible to serve a full tenure.

1111

1112 Section 40. CHAIRS: One member of each committee shall be appointed chair annually by the  
1113 president (~~in consultation with the chair of the Committee on Volunteer Placement~~) for ratification by  
1114 the board.

1115

1116 Section 50. TERM OF OFFICE: The term and tenure for each position is noted in the committee  
1117 description below. A member ~~shall be permitted to~~ may serve a partial term (~~consisting of less than~~  
1118 ~~one-half of a full term) when filling a vacancy which shall not count as service when computing~~  
1119 ~~terms towards a tenure~~ which does not apply toward tenure. A partial term is less than one-half of a  
1120 full term.

1121

1122 Section 60. REMOVAL AND VACANCY: A member of a standing committee of the association  
1123 may be removed by the board in the same manner as council members (Chapter IX, Section 70). In  
1124 the event of a vacancy, the president shall nominate, for board election, a member of the  
1125 association to fill the remainder of the unexpired term.

1126

1127 Section 70. QUORUM AND VOTING: A majority of the voting members of any committee shall

Chair appointments are made by the president. The president consults multiple individuals when making these appointments.

Language revised for clarity/consistency.



1128 constitute a quorum. A quorum must be present to transact business. A majority of the votes cast is  
1129 the act of the committee.

1130  
1131 Section 80. PRIVILEGE OF THE FLOOR: Committee chairs who are not delegates of the house  
1132 have the right to participate in debate on their respective reports but shall not have the right to vote.  
1133

1134 Section 90. REPORTS AND BUDGET: The committee shall submit periodic reports to the board,  
1135 an annual report to the house, and shall submit a proposed itemized budget to the board.  
1136

1137 Section 100. DUTIES: The committee shall perform those duties assigned to it by the board.  
1138

1139 Section 110. COMMITTEE ON VOLUNTEER PLACEMENT:  
1140

1141 A. Composition: The Committee on Volunteer Placement shall consist of nine members: three at-  
1142 large members who are not members of the board or board of representatives, nominated by  
1143 the Committee on Volunteer Placement and ratified by the board; three members of the board  
1144 of representatives, nominated by the board of representatives and ratified by the board; and  
1145 three members of the board, elected by the board. At-large members must be a former member  
1146 of the CDA, TDIC/IS, TDSC or Foundation boards, former member of the board of  
1147 representatives, or former member of a CDA council, committee, task force, [workgroup](#) or  
1148 board of managers.

Added for clarity.

1149  
1150 B. Restrictions: A member of the Committee on Volunteer Placement:  
1151

1152 1. Shall not be eligible to apply for any positions on councils, committees, or affiliate or  
1153 subsidiary boards of directors during their tenure, except as an incumbent applying for an  
1154 additional term for which the member is otherwise eligible.  
1155

1156 2. May apply for any officer position ([president, secretary and treasurer positions limited to](#)  
1157 [board members](#)). Any member applying for an officer position shall resign from the  
1158 committee immediately upon applying.  
1159

Added board member requirement for clarity.

1160 3. May apply for positions on the ADA delegation and ADA councils [and committees](#). Any  
1161 member doing so shall recuse himself or herself from the deliberation process related to  
1162 these positions.  
1163

Added committees as CVP members are eligible for both ADA councils and committees.

1164 C. Term of Office: The term of office shall be three years. The tenure shall be one term. An  
1165 individual may remain on the committee for up to one year following completion of service on  
1166 the board of representatives.  
1167

1168 D. Duties: The duties of the Committee on Volunteer Placement shall be:  
1169

1170 1. To accept and review candidate applications for volunteer leadership positions as  
1171 specified in the General Operating Principles.  
1172

1173 2. To recommend candidates to fill other appointed positions as requested by the president.  
1174

1175 3. To maintain a database of volunteers including their current skill sets and experience.  
1176

## 1177 **CHAPTER XII – SPECIAL COMMITTEES** 1178

1179 Section 10. APPOINTMENT AND TERM: Special committees of this association may be created  
1180 by the president with ratification of the board, upon request of the house or board for the purpose



1181 of performing duties not otherwise assigned by these bylaws. Such special committees may serve  
1182 until the end of the calendar year. The president shall appoint the chair and members of a special  
1183 committee, for ratification by the board unless a different method of appointment is specified in the  
1184 resolution creating such committees. A member of a special committee may be removed by the  
1185 board in the same manner as council members ([Chapter IX, Section 70](#)).

1186  
1187 **Section 20. PRIVILEGE OF THE FLOOR:** Chairs of special committees who are not delegates of  
1188 the house have the right to participate in debate on their respective reports but shall not have the  
1189 right to vote.

## 1190 1191 **CHAPTER XIII – PRINCIPLES OF ETHICS AND JUDICIAL PROCEDURES**

1192  
1193 **Section 10. PROFESSIONAL CONDUCT OF MEMBERS:** The professional conduct of members  
1194 in all membership classifications shall be governed by this association’s bylaws, the Principles of  
1195 Ethics and Code of Professional Conduct of the American Dental Association, the CDA Code of  
1196 Ethics and the codes of ethics and bylaws of the component societies where the member practices  
1197 or conducts or participates in other professional dental activities.

1198  
1199 **Section 20. DISCIPLINE OF MEMBERS:**

1200  
1201 A. Conduct Subject to Discipline: Members may be disciplined by the Judicial Council for (1)  
1202 having been found guilty of a felony, (2) having been found guilty of violating the Dental  
1203 Practice Act of the state of California, or (3) violating the CDA Bylaws, the Principles of Ethics  
1204 and Code of Professional Conduct of the American Dental Association, the CDA Code of Ethics  
1205 or the code of ethics or bylaws of their component society.

1206  
1207 B. Disciplinary Penalties: A member may be placed under a sentence of censure, suspension, or  
1208 may be expelled from membership for any of the offenses enumerated in [Chapter XIII, Section](#)  
1209 [20A](#). A member may be placed under the conditional status of probation following the stay of  
1210 a penalty of censure, suspension or expulsion.

1211 a) Censure is a disciplinary sentence expressing in writing severe criticism or disapproval of a  
1212 particular type of conduct or act.

1213 b) Suspension means all membership privileges, except continued entitlement to coverage  
1214 under insurance programs, are lost during the suspension period.

1215 c) Expulsion is an absolute discipline and may not be imposed conditionally except as  
1216 otherwise provided herein.

1217  
1218 Probation, to be imposed for a specified period and without loss of rights, may be  
1219 administratively and conditionally imposed when circumstances warrant, in lieu of a  
1220 disciplinary penalty which has been suspended. Probation shall be conditioned upon good  
1221 behavior. Additional reasonable conditions may be set forth in the decision for the continuation  
1222 of probation. In the event that the conditions for probation are found by the society which  
1223 preferred charges to have been violated, after a hearing on the probation violation charges in  
1224 accordance with [Chapter XIII, Section 20C](#), the original disciplinary penalty shall be  
1225 automatically reinstated; except that when circumstances warrant the original disciplinary  
1226 penalty may be reduced to a lesser penalty. There shall be no right of appeal from a finding  
1227 that the conditions of probation have been violated.

1228  
1229 C. Disciplinary Proceedings: Disciplinary proceedings may be initiated only by the Judicial  
1230 Council, either upon its own initiative or upon request of any component society. A component  
1231 society shall refer disciplinary matters to the Judicial Council with a request that said council  
1232 initiate disciplinary proceedings. In the event that the Judicial Council declines to initiate the  
1233 requested disciplinary proceedings, the council shall promptly notify the component society.

1234 Before a disciplinary penalty is invoked against a member, the following procedures shall be  
1235 followed by the body preferring charges:

- 1236
- 1237 1. Hearing: The accused member shall be entitled to a hearing at which they shall be given  
1238 the opportunity to present a defense to all charges. Accused members may represent  
1239 themselves, be represented by another member, or be represented by legal counsel.  
1240 Members shall bear all costs for representation.
- 1241
- 1242 2. Notice: The accused member shall be notified in writing of charges and of the time and  
1243 place of the hearing, such notice to be sent by certified letter and mailed not less than 21  
1244 days prior to the date set for the hearing.
- 1245
- 1246 3. Charges: The written charges shall include an officially certified copy of the alleged  
1247 conviction or determination of guilt, or a specification of the bylaws or ethical provisions  
1248 alleged to have been violated and shall include a description of the conduct alleged to  
1249 constitute each violation.
- 1250
- 1251 4. Decision: Every decision which shall result in censure, suspension, or expulsion shall be  
1252 documented, and shall specify the charges made against the member, the facts which  
1253 substantiate any or all of the charges, the verdict rendered, and the penalty imposed. A  
1254 notice shall be mailed to the accused member about the right to appeal. Within 10 days of  
1255 the date on which the decision is rendered, a copy shall be sent by certified mail to the last  
1256 known address of each of the following parties: the accused member, the secretary of this  
1257 association, the chair of the Judicial Council, and to the executive director and chair of the  
1258 Council on Ethics, Bylaws and Judicial Affairs of the ADA.
- 1259
- 1260 D. Appeals: A member, under sentence of censure, suspension or expulsion, shall have the right to  
1261 appeal a decision of the Judicial Council, or Hearing Panel thereof, to the Council on Ethics,  
1262 Bylaws and Judicial Affairs of the ADA, in accordance with the Constitution and Bylaws of the  
1263 American Dental Association.
- 1264
- 1265 E. Non-Compliance: In the event of a failure of technical conformance to the procedural  
1266 requirements, the agency hearing the appeal shall determine the effect of technical  
1267 nonconformance.

## 1268 **CHAPTER XIV – CDA PRESENTS BOARD OF MANAGERS**

1269

1270

1271 Section 10. COMPOSITION: The CDA Presents Board of Managers (board of managers) shall be  
1272 composed of between 16 and 17 members: 13 manager members, one or two associate members,  
1273 one new dentist member within his or her first 10 years of practice, and the executive director who  
1274 shall be the vice chair and ex officio voting member. Manager, associate and new dentist members  
1275 shall be elected by the board, using specific criteria and qualifications established by the board of  
1276 managers.

Added for clarity.

### 1277 Section 20. TERMS AND TENURE:

- 1278
- 1279
- 1280 A. The term of office for manager members shall be three years. The lifetime tenure shall be five  
1281 terms. Terms do not have to be served consecutively to count towards tenure. A manager  
1282 member may serve a partial term which does not apply toward tenure. A partial term is less  
1283 shall be no more than one-and one-half years-and does not count towards tenure of a full term.
- 1284
- 1285 B. The term of office for associate members shall be one year. The tenure shall be two terms. An  
1286 associate member may serve a partial term which does not apply toward tenure. A partial term

Language revised for  
clarity/consistency.

Language revised for  
clarity/consistency.

1287 ~~is less than one-half of a full term shall be no more than six months.~~ An associate member may  
1288 not have previously served as a manager member and may not have previously served more  
1289 than one term as an associate. The number of associate members shall be determined by the  
1290 board of managers and communicated to the Committee on Volunteer Placement annually.  
1291

1292 C. The term of office for the new dentist member shall be one year. The tenure shall be two terms.  
1293 ~~A new dentist member may serve a partial term which does not apply toward tenure. A partial~~  
1294 ~~term is less than one-half of a full term shall be no more than six months and does not count~~  
1295 ~~towards tenure.~~ A new dentist member may not have previously served as a manager member  
1296 or associate member and may not have previously served more than one term a new dentist  
1297 member. There shall be one new dentist member.  
1298

1299 D. A member of the board of managers may be removed by the board in the same manner as  
1300 council members (**Chapter IX, Section 70**).  
1301

1302 **Section 30. DUTIES:** The board of managers shall establish a mission statement and manage the  
1303 development and implementation of all scientific sessions.  
1304

1305 **Section 40. ANNUAL REPORT AND BUDGET:** The board of managers shall submit periodic  
1306 reports to the board, annual reports to the house, and shall propose an itemized budget annually to  
1307 the board.  
1308

## 1309 **CHAPTER XV – FINANCES**

1310  
1311 **Section 10. FISCAL YEAR:** The fiscal year of the association shall begin January 1 of each  
1312 calendar year and end December 31 of that year.  
1313

1314 **Section 20. GENERAL FUND:** The General Fund shall consist of all monies received other than  
1315 those specifically allocated to other funds. The General Fund may be divided into operating and  
1316 reserve funds at the direction of the board.  
1317

## 1318 **CHAPTER XVI – DELEGATES TO THE AMERICAN DENTAL ASSOCIATION**

1319  
1320 **Section 10. COMPOSITION:** The CDA-elected delegation to the ADA house of delegates (also  
1321 known as the thirteenth district delegation) shall consist of the number of delegates allocated to this  
1322 association by the ADA. Ex officio delegates are the members of the board ~~(excluding the executive~~  
1323 ~~director)~~, speaker, editor and subsidiary chairs. Should any of the ex officio delegates be  
1324 unavailable or unqualified to serve, their position will be filled in accordance with vacancy  
1325 procedures as set forth in Section 30. Additionally, the delegation shall be comprised of a  
1326 reasonable number of alternate delegates who shall be nominated and elected as set forth in  
1327 Section 40.  
1328

1329 **Section 20. QUALIFICATIONS:** Delegates and alternate delegates must be members in good  
1330 standing.  
1331

1332 **Section 30. TERM AND TENURE:** The term of office for delegates and alternate delegates is one  
1333 year. An unlimited number of terms may be served.  
1334

1335 Should any delegate position be vacated, the president shall replace the delegate from the list of  
1336 alternate delegates. Should any alternate delegate position be vacated, it may remain unfilled, or  
1337 the president, in consultation with the chair of the committee on volunteer placement, the thirteenth  
1338 district trustee, and the delegation chair, shall appoint a replacement with ratification by the board.

Language revised for  
clarity/consistency.

Added for clarity.

1339 Section 40. **NOMINATION AND ELECTION:** Candidates for delegates and alternate delegates  
1340 shall be elected by the board. Additional nominations for candidates for election as delegates and  
1341 alternate delegates may be made as provided in the General Operating Principles.  
1342

1343 Section 50. **REMOVAL:** Delegates may be removed by the board in the same manner as council  
1344 members ([Chapter IX, Section 70](#)).  
1345

1346 Section 60. **DUTIES:** The delegates shall be the official representatives of CDA in the ADA House  
1347 of Delegates.  
1348

## 1349 **CHAPTER XVII – AFFILIATES AND SUBSIDIARIES**

1350 This association may create affiliates and subsidiaries, both nonprofit and for-profit, as it deems  
1351 appropriate to conduct programs and activities of this association.  
1352

### 1353 Section 10. **AFFILIATES:**

1354  
1355 A. CDA Foundation: This association shall maintain the CDA Foundation, a nonprofit public  
1356 benefit corporation, organized and operated exclusively for charitable and educational  
1357 purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code.  
1358

1359 1. Purpose: The purpose of this affiliate is to receive grants, donations and contributions and  
1360 to allocate funds to promote and advance oral health research, to educate the public  
1361 regarding oral health-related issues, and to support other charitable and educational  
1362 projects relating to the oral health of Californians, pursuant to its tax-exempt purpose.  
1363

1364 2. Reports: The CDA Foundation shall submit periodic reports to the CDA board and shall  
1365 present an annual report to the house.  
1366

### 1367 Section 20. **SUBSIDIARIES:**

1368  
1369 A. Subsidiaries: The association shall create and maintain subsidiaries as it deems necessary. A  
1370 subsidiary shall comply with the following requirements unless preempted by law, regulation,  
1371 order or other regulatory directive.  
1372

1373 1. Composition of the Board of Directors: The board of directors of each subsidiary having  
1374 more than one director, shall include at least one director in each of the following  
1375 categories: at-large, non-member/non-employee, and the CDA executive director. The  
1376 subsidiary board shall also include as directors two CDA directors, one of whom shall be  
1377 the CDA treasurer.  
1378

1379 The subsidiary board shall also include the president/chief executive officer as ex officio,  
1380 without the right to vote. The immediate past chair shall be selected to serve on the  
1381 subsidiary board of directors for an additional year as ex officio, without the right to vote.  
1382 If the CDA executive director is serving as president and chief executive officer of a  
1383 subsidiary, he or she shall be a member of the board of such subsidiary ex officio, without  
1384 the right to vote.  
1385

1386 2. Term and Tenure: The term and tenure of office for directors of the subsidiary companies  
1387 shall be established within the bylaws of the subsidiaries. Unless otherwise provided in  
1388 those bylaws, ex officio and CDA director terms shall not be considered in the calculation  
1389 of tenure. The CDA executive director and the president/chief executive officer serve on  
1390 the subsidiary boards without term limitation.

1391 3. Administration: The chief executive officer of a subsidiary company shall report to the  
1392 chair of the board of CDAHCI. The chair, or a representative appointed by the chair, shall  
1393 in turn present periodic reports of the activities of the subsidiary companies to the CDA  
1394 board, and shall present an annual report to the house.  
1395

1396 B. CDA Holding Company, Inc. (CDAHCI):  
1397

1398 1. Purpose: This association shall establish CDAHCI for the purpose of holding the shares of  
1399 each of the subsidiary companies created by the association, electing the subsidiary  
1400 companies' boards of directors and receiving dividends from the subsidiaries. The board  
1401 of directors of CDAHCI shall establish such policies and procedures as it deems  
1402 reasonable for the administration of CDAHCI and its subsidiary companies.  
1403

1404 2. Administration: The chief executive officers of each of the subsidiary companies shall report  
1405 to the chair of the board of CDAHCI who also sits as a member of the CDA board.  
1406

1407 3. Composition of the Board of Directors: The board of directors of CDAHCI shall be  
1408 composed of four members. Ex officio members are the CDA president, who shall serve as  
1409 chair, CDA treasurer and CDA executive director. A CDA director who is not an officer  
1410 and who does not serve on a subsidiary board, shall be nominated by the CDA board and  
1411 elected by the shareholder of CDAHCI. If the CDA executive director is serving as  
1412 president and chief executive officer of any subsidiary, he or she shall be a non-voting  
1413 member of the CDAHCI board.  
1414

1415 4. Term and Tenure: The term of office for the **elected director** member shall be one year. The  
1416 tenure shall be six **years terms, with tenure limited by service on the board**.  
1417

1418 5. Election and Removal of Subsidiary Company Board Members: CDAHCI, as shareholder  
1419 of the subsidiary companies, shall elect, by act of its board of directors, the directors of  
1420 each of the subsidiary companies by voting the shares of the subsidiary company in favor  
1421 of the candidates recommended by the board or such other candidates as the board of  
1422 directors of CDAHCI deems appropriate.  
1423

1424 CDAHCI, as shareholder of the subsidiary companies, may remove and replace any  
1425 subsidiary company board member in accordance with procedures established by it.  
1426

1427 6. Dividends: Dividends received by CDAHCI may be held and invested. Dividends deemed  
1428 reasonable and prudent by the board of directors of CDAHCI may be declared to this  
1429 association.  
1430

1431 **CHAPTER XVIII - AMENDMENTS TO BYLAWS**  
1432

1433 These bylaws may be amended at any session of the house by two-thirds of the votes cast,  
1434 provided that the proposed amendment shall have been distributed to the delegates at least 30  
1435 days prior to an annual session of the house at which such proposal is to be considered or as part  
1436 of the meeting notice of a special session.

Updated for clarity.

1437 **CDA General Operating Principles Amendments**

1438 Additions in blue underline, deletions in ~~red strikethrough~~

1439

1440 **I. INTRODUCTION**

1441

1442 The following rules shall apply to all volunteer groups of the California Dental Association (CDA or  
1443 association) as defined in Section II below. The relevant provisions of the bylaws governing these  
1444 bodies are referenced herein.

1445

1446 The *American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIP*  
1447 *Standard Code)*, current latest revised edition, shall govern in all matters not provided for by the  
1448 CDA Bylaws or the General Operating Principles and not in conflict with California law.

1449

1450 **II. DEFINITIONS OF VOLUNTEER GROUPS**

1451

1452 A. House of Delegates: The House of Delegates (house) is vested with the responsibility for  
1453 strategic direction on matters of dental policy and practice and represents all the members of  
1454 the association. The house consists of 200-210 delegates from component societies and one  
1455 delegate from each California dental school.

1456

1457 B. Board of Directors: The Board of Directors (board) is the managing body of the association and  
1458 is vested with the fiduciary duties for the organization, including responsibility for oversight of  
1459 strategic plan implementation, fiscal management, and governance oversight. The powers and  
1460 duties of the board are described in detail in the CDA Bylaws.

1461

1462 C. Board of Component Representatives: The Board of Component Representatives (board of  
1463 representatives) is a representative body of chartered component dental societies of the  
1464 association, vested with fostering the flow of information between the dental societies and  
1465 association, and representing component perspectives on matters of shared importance to  
1466 serving members. The board of representatives includes up to one member from each  
1467 component dental society. (Bylaws, Chapter VIII)

1468

1469 D. Councils and Standing Committees of the Association: Councils and standing committees of the  
1470 association are established by the house and are overseen by the board in accordance with  
1471 the bylaws. (Bylaws, Chapter IX and Chapter XI)

1472

1473 E. Standing Committees of the Board: The standing committees of the board shall be established  
1474 by and serve at the direction of the board. With the exception of the Audit Committee, the  
1475 composition is exclusively members of the board. (Bylaws, Chapter X)

1476

1477 F. Committees of the House: The committees of the house shall be established by and serve at the  
1478 direction of the house. The composition is delegates and officers of the house. (Bylaws,  
1479 Chapter IV, Section 110)

1480

1481 G. Special Committees: Special committees ~~are established of this association may be created~~ by  
1482 the president with ratification of the board, on behalf upon request of the house, ~~or by the~~  
1483 board and are overseen by the board for the purpose of performing duties not otherwise  
1484 defined in the bylaws. The composition includes CDA members based on specific expertise or  
1485 other criteria dependent upon the nature of the committee. A special committee may serve until  
1486 the end of the calendar year. (Bylaws, Chapter XII)

1487

1488 H. Task Forces: Task forces serve in an advisory capacity and may be established by the  
1489 president, board or house. The purpose of a task force is to complete a specific project. A task

Correction - incorrect  
chapter referenced.

Updated for  
consistency; aligns  
with the bylaws.

1490 force may include individuals who are not members of the association. The president shall  
1491 appoint the chair and other members of a task force based on specific expertise and  
1492 relationships with other volunteer groups as appropriate to the project, in consultation with the  
1493 Committee on Volunteer Placement and ratification by the board. A task force may serve until  
1494 the end of the calendar year.

1495  
1496 I. Board of Managers: The Board of Managers (BOM) is established by the house and overseen  
1497 by the board. The BOM manages the development and implementation of all scientific  
1498 sessions. (Bylaws, Chapter XIV)

1499  
1500 J. Subcommittees/Workgroups: Each volunteer group may establish subcommittees and  
1501 workgroups in accordance with its needs. Upon appointment, a list of such groups shall be  
1502 reported to the CDA secretary. The structure and composition of each group shall be reported  
1503 to the executive director upon its establishment.

1504  
1505 A subcommittee is established by a volunteer group and serves at the direction of that body. A  
1506 subcommittee is comprised of members of that body. Subcommittees may include panels.

1507  
1508 A workgroup is established by a volunteer group chair and serves at the direction of that body.

1509  
1510 A workgroup may include members, non-members and staff. The purpose of a workgroup is to  
1511 serve as a consultant to staff or a volunteer group regarding an issue at the discretion of its  
1512 overseeing body.

### 1513 1514 **III. VOLUNTEER DISCLOSURE OF CONFLICTS OF INTEREST**

1515  
1516 Statements of disclosure shall be distributed on an annual basis to all members holding elective or  
1517 appointive office at CDA, its subsidiaries or affiliates. Any information provided in a statement of  
1518 disclosure resulting in an actual or potential conflict of interest shall be reported to the executive  
1519 director and chair of the corresponding volunteer group.

### 1520 1521 **IV. LEADERSHIP APPLICATION AND SELECTION PROCESS**

1522  
1523 A. Authority: The bylaws and General Operating Principles shall together specify the nomination  
1524 and election or appointment process for all volunteer groups.

1525  
1526 B. Procedure: The following shall govern the leadership application and selection procedure for  
1527 positions nominated or elected by CDA and its affiliate and subsidiary companies:

- 1528
- 1529 1. The Committee on Volunteer Placement (CVP) reviews and revises application process,  
1530 forms and deadlines for nomination to elective positions through which CVP provides  
1531 recommendations or as requested by the board.
  - 1532  
1533 2. CVP develops applications and makes candidate recommendations, and the board  
1534 recruits' candidates for positions. This provision shall not preclude other leaders of CDA,  
1535 component dental societies, affiliates or subsidiaries, from recruiting candidates for  
1536 consideration of open positions.
  - 1537  
1538 3. A member of CVP:
    - 1539 • Shall not be eligible to apply for any positions on councils, committees, or affiliate or  
1540 subsidiary boards of directors during their tenure, except as an incumbent applying for  
1541 an additional term for which the member is otherwise eligible.



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- 1552
- May apply for any officer position ([president, secretary and treasurer positions limited to board members](#)). Any member applying for an officer position shall resign from the committee immediately upon applying.
  - May apply for positions on the ADA delegation (delegate or alternate) and ADA councils [and committees](#).
  - A CVP member shall not be involved in the deliberations relating to his or her application. (Bylaws, Chapter XI, Section 110)
4. CVP forwards all eligible officer candidates to the board. CVP suggests and forwards one candidate per position to the board for all other positions.

Added board member requirement for clarity.

Added committees as CVP members are eligible for both ADA councils and committees.

1553 C. Selection Process for Leadership Positions

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- 1592
1. Candidates for the following positions are proposed by CVP, considered by the board of representatives and elected by the board:
    - At-large directors of the CDA Board of Directors
  2. Candidates for the following positions are proposed by CVP and elected by the board:
    - At-large members of councils and standing committees of the association and board. At-large members of CVP may not be a board or board of representatives member, and must be a former member of the CDA, TDIC/IS, TDSC or Foundation boards, former member of the board of representatives, or former chair of a CDA council, committee, task force, [workgroup](#) or board of managers.
    - At-large and associate directors of the CDA Foundation Board of Directors
    - CDA Presents BOM manager and new dentist members
    - Thirteenth District Delegation to the ADA house (delegates and alternate delegates)
  3. Unless otherwise specified, candidates for the following positions are ~~proposed by CVP,~~ appointed by the president and ratified by the board:
    - Members of special committees and task forces
  4. Candidates for the following positions submit their application to CVP for confirmation of eligibility, and are elected as noted:
    - CDA board director liaisons to councils, the CDA Foundation Board of Directors, and standing committees of the association and board - directors indicate their interest in available liaison positions. The president, in consultation with the CDA executive director and secretary recommend a slate of candidates for election by the board.
    - CDA board director liaisons to subsidiary boards - directors indicate their interest in available liaison positions. The president, in consultation with the CDA executive director and secretary recommend a slate of candidates for nomination by the board and election by the shareholder of the subsidiary boards.
    - CDA Presents BOM associate members - eligible candidates are forwarded to the CDA Presents BOM for selection, and election by the board.
    - CDA board director of the CDA Holding Company, Inc. – nominated by the board and elected by the shareholders of the CDA Holding Company, Inc.
  5. Candidates for the following positions submit their application to CVP for confirmation of eligibility. Eligible candidates are forwarded to the subsidiary board, which proposes a slate of candidates for consideration by CVP. The slate is recommended by CVP, nominated by the CDA board and elected by the shareholder of the subsidiary boards:
    - At-large directors of subsidiary boards

Added for clarity.

Correction - special committees and task forces are appointed by the president and ratified by the board.



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6. Candidates for the following positions do not submit their applications through CVP, but are proposed by the subsidiary board as part of the candidate slate, nominated by the CDA board and elected by the shareholder of the subsidiary boards:
    - Public (non-dentist non-employee) directors of subsidiary boards
  7. Candidates for the following positions do not submit their applications through CVP, but are proposed by the affiliate and elected by the CDA board:
    - Public (non-dentist non-employee) directors of affiliate boards
    - Members of the affiliate audit committee
  8. Candidates for the following positions are designated by the component dental societies and ratified by the board:
    - Members of the board of component representatives
  9. Candidates for the following positions are nominated by the board of representatives and ratified by the CDA board:
    - Board of representatives' member of CVP
  10. Candidates for the following positions submit their application to CVP [for confirmation of eligibility](#), are nominated by the board, selected by the house, and elected by the ADA House of Delegates. No person may be nominated for the position of thirteenth district trustee if they have previously served in that position. Additional campaign information can be found in Section 13 below:
    - Thirteenth District Trustee
  11. Candidates for the following positions submit their application to CVP [for confirmation of eligibility](#), are nominated by the board (from among the members of the board) and elected by the house. Additional campaign information can be found in Section 13 below:
    - Officers: President, Secretary, and Treasurer
  12. Candidates for the following position submit their application to CVP, are nominated by the board and elected by the house. Additional campaign information can be found in Section 1+3 below:
    - Speaker of the House
  13. Campaigning for Officer, Speaker of the House and Thirteenth District Trustee Positions
    - a. Candidates who submit their application to CVP for officer, speaker of the house and thirteenth district trustee positions may send a letter directly to the CDA president and board summarizing the basis for the candidate's interest in and qualifications for the position. Candidates may request a list of board member email addresses in which to send their candidacy letter. Other campaigning shall not be permitted by email or mail.
    - b. All candidates who submit their applications within the parameters of the CVP process will be given the opportunity to speak to their qualifications and platforms at the board meeting. Each candidate may be interviewed by the board to assess qualifications.

Added for clarity.

Added for clarity.

Correction - wrong section referenced.

1641 D. Board Elected Positions

- 1642  
1643  
1644  
1645
1. For each applicant who applies by the application deadline, the following material shall be submitted to the board for review prior to the election:
    - Description of the open positions

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- 1679
- List of all eligible applicants
  - Upon request of the board, the application material collected for each eligible candidate
2. Candidates shall recuse themselves from voting for the positions to which they are seeking election.
  3. The CDA secretary shall oversee the election at meetings of the board in accordance with the following procedures, unless the secretary is running for an open position, in which the president shall conduct the elections:
    - a. When the number of candidates equals the number of positions available, such candidates or slate shall be declared elected.
    - b. When the number of candidates is greater than the number of positions available, the secretary shall conduct an election by ballot (written, electronic or otherwise, as consistent with voting practices of the board). Candidates must receive a majority of the votes cast to be elected. The results of each vote taken shall be revealed to the board during the voting process.
      - i. In the event no candidates for such positions receive a majority of the votes cast on the first ballot, the candidate receiving the fewest votes shall be removed from consideration. Balloting will be repeated until the appropriate number of candidates has received a majority of the votes cast. If there is no change to the vote after a subsequent ballot, the names of all remaining candidates will be forwarded to the house for a contested election.
      - ii. If voting is held for open positions on a committee where there are different terms or if a newly created committee calls for staggered terms and a slate is not proposed by the nominating entity, the candidate with the greatest number of votes shall serve the longest term for which he or she is eligible. If successful candidates receive an equal number of votes on the same ballot, those candidates shall draw lots to determine the order in which their terms are assigned.

1680 E. House Election Procedures

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- 1697
1. When there is only one candidate for a position or an equal number of candidates for the number of positions available, such candidate(s) shall be declared elected or selected by the speaker.
  2. A person who has not been brought forward to the house by nomination from the board must notify the speaker in writing of their intention to run at the house at least 20 days before the house. Nominating petitions containing signatures of no less than 25 delegates must be presented to the secretary prior to the session of the house in which elections will occur. Early announcement of candidacy will allow all interested parties equal accessibility to delegates prior to the house.
  3. Campaigning for candidates other than through the established CDA mechanism mentioned in this document is not permitted. Campaigning includes the personal appearance of a candidate or his/her representative for the purpose of promoting the candidate at professional functions (including component dental society meetings) and/or separate and personal mailings directed at board, delegates and alternate delegates

1698 unless otherwise noted in this document. Candidates will not be allowed to open hospitality  
1699 suites.

1700  
1701 4. The secretary shall provide facilities for voting. All candidates who have not been declared  
1702 elected or selected by the speaker shall be elected or selected by a majority of the house.  
1703 Contested elections are held under the supervision of an ad hoc house committee  
1704 appointed by the secretary as needed.

1705  
1706 5. In the event no candidate for a position receives a majority of the votes cast on the first  
1707 ballot, the candidate receiving the fewest votes shall be removed from consideration.  
1708 Balloting will be repeated until a single candidate has received a majority of the votes cast  
1709 for each position. In the event no candidate receives a required majority nor does a  
1710 candidate receive the fewest number of votes, each candidate will be allowed to address  
1711 the house once for an additional three minutes, and the ballot will be repeated. Balloting  
1712 will be repeated until a candidate has received a majority of the votes cast. The CDA  
1713 secretary shall announce the result of each vote after it has been taken, including the tally  
1714 received by each candidate, if subsequent ballots are necessary, names of candidates on  
1715 the subsequent ballots, and, upon election of a candidate, that a candidate has been  
1716 elected.

1717  
1718 6. Officer and Thirteenth District Trustee Guidelines for Contested Elections and Selections at  
1719 the House

1720  
1721 a. CDA will provide each candidate for officer and thirteenth district trustee positions the  
1722 opportunity to send a one-page letter to delegates, informing them of the candidate's  
1723 goals, background, experience, etc. A copy of the application packet will be included  
1724 with house materials following notification of a contested election. No further written  
1725 information relative to the candidate's qualifications will be allowed prior to the house.

1726  
1727 b. Each candidate for officer and thirteenth district trustee positions will be invited to  
1728 deliver an address of up to five-minutes during the house. Candidates will be expected  
1729 to deliver this speech personally.

1730  
1731 c. Candidates for officer and thirteenth district trustee positions in contested elections and  
1732 selections may speak at component caucus meetings (upon invitation of the component  
1733 or group) held in conjunction with the house or at a designated forum for presenting  
1734 his or her platform as coordinated by the secretary.

1735  
1736 **V. SANCTIONS**

1737  
1738 In cases where a volunteer has violated a policy of the association, the appropriate first step is for  
1739 a report of that action to be provided to a member of the board or CDA legal counsel. A discussion  
1740 by the president with that individual would follow with the goal of addressing the concern quickly,  
1741 quietly and in a professionally respectful manner. In situations of a significant violation of policy, a  
1742 more formal disciplinary process shall be identified by the board and sanctions, when indicated,  
1743 approved by the board.

1744  
1745 **VI. REMOVAL FROM OFFICE**

1746  
1747 A. Board of Directors: Members of the board may be removed as described in the CDA Bylaws  
1748 (Chapter V, Section 50). Removal from the board shall automatically remove the individual  
1749 from all related designated positions on councils, committees, and subsidiary and affiliate  
1750 boards.

- 1751 B. Officers: Removal of officers may be done by the house as described in the CDA Bylaws  
1752 (Chapter VI, Section 70). Removal from an officer position does not constitute removal from the  
1753 board unless further action is taken by the board in accordance with the bylaws.  
1754
- 1755 C. Council, Committee, Board of Managers, Board of Representatives and ADA Delegates:  
1756 Members of councils, standing committees, board of managers, board of representatives and  
1757 ADA delegates may be removed from office as described in the CDA Bylaws (Chapter IX,  
1758 Section 70).  
1759
- 1760 D. Procedures: Removal procedures shall abide by the procedures outlined in the bylaws. In  
1761 considering removal for reasons of participation, the secretary shall review attendance reports  
1762 provided by each volunteer body ~~following each regular or special meeting~~regularly and,  
1763 when necessary, initiate removal proceedings through the board. The member shall be noticed  
1764 of the reason for removal and the date in which the removal will be considered by the board.  
1765 For members of the board of representatives, the secretary shall notify the executive director or  
1766 president of the represented component in addition to the member. The member shall be  
1767 provided the opportunity to submit a written or oral statement for consideration in closed  
1768 session and be recused from additional consideration and any vote.  
1769

Reports are provided  
regularly.

## 1770 VII. MEETINGS

### 1771 A. Types of Meetings

- 1772
- 1773 1. Regular Meetings: Each volunteer group shall hold at least one meeting annually. All  
1774 meetings shall be held in a single location or by other means whereby all members can  
1775 communicate concurrently with one another, in accordance with applicable law.  
1776
  - 1777 2. Special Meetings: Special meetings of any volunteer group may be called at any time by  
1778 the chair or upon request of a majority of the members of that group, unless a different  
1779 number is specified in the CDA Bylaws, provided at least 48 hours' notice. Only items that  
1780 have been noticed shall be considered at a special meeting.  
1781

1782  
1783 Special meetings of the house of delegates may be called in accordance with the  
1784 procedure set forth the CDA Bylaws, Chapter IV, Section 80.  
1785

- 1786 B. Quorum: A majority of the voting members of any volunteer group shall constitute a quorum.  
1787 No actions may be taken by a volunteer group without a quorum, except to adjourn.  
1788 Discussions and reports may be heard.  
1789

### 1790 C. Agenda: The following provisions regarding the agenda apply to all volunteer groups.

- 1791
- 1792 1. The agenda shall be established by the chair. Copies of agendas and associated meeting  
1793 materials shall be sent in advance to all members of the volunteer group.  
1794
  - 1795 2. The order of business for all meetings shall be determined by the chair.  
1796
  - 1797 3. The volunteer group or the chair, with permission of the group, shall have the authority to  
1798 deviate from the order and timing published on the agenda as needed to facilitate  
1799 business.  
1800
  - 1801 4. Items not on the agenda shall require approval of a majority of the members present and  
1802 voting prior to consideration as new business unless otherwise prescribed by the bylaws,  
1803 these GOPs or law.

- 1804 D. Voting: A majority of the votes cast shall be required to take action unless otherwise provided  
1805 in the bylaws. Final vote totals shall be recorded.  
1806
- 1807 E. Material: For volunteer group recommendations that have policy implications, all relevant  
1808 background information should be provided to the board and house in a timely manner and  
1809 relevant options for actions should be presented.  
1810
- 1811 F. Minority Reports: Reasonable effort should be made by the members of a volunteer group to  
1812 reach agreement on issues. If this is not possible, the background material of the item should  
1813 capture the full range of the discussion including the full scope of opinions held by the group.  
1814 Minority reports may be created.  
1815
- 1816 G. Minutes: It shall be the duty of the chair or secretary for all councils, committees and boards to  
1817 record the minutes of all meetings and to provide copies to members of the volunteer group  
1818 before the next meeting. The minutes shall be approved at the next meeting. After approval,  
1819 minutes of all meetings shall be posted on the CDA website for one year and accessible to  
1820 members upon request following one year.  
1821
- 1822 H. Recordings: Meetings may not be recorded by members or guests. Staff may record meetings  
1823 for purposes of transcription (such as in the house) or minutes. Recording meetings for other  
1824 purposes (such as presentations to be shared) may be done by staff at the direction and  
1825 approval of the volunteer group. All recordings and their subsequent distribution and  
1826 destruction shall be coordinated with legal counsel.  
1827
- 1828 I. Parliamentary Procedures  
1829
- 1830 1. Suspension of Rules: A motion to suspend rules is an incidental motion that permits a  
1831 volunteer group to vote to suspend procedural rules that interfere with the accomplishment  
1832 of a particular action. Rules may be suspended only for a specific purpose and for the  
1833 limited time necessary to accomplish the proposed action. This rule shall not be suspended.  
1834
- 1835 2. No Seconding of Motions: Following the proper movement of a motion, a second is not  
1836 required.  
1837
- 1838 3. Adopt in Lieu of: Adopt in lieu of is not an acceptable motion. All motions that are offered  
1839 as substitutions will be considered for substitution before they are acted upon.  
1840
- 1841 4. Table Indefinitely: The motion to table indefinitely will not be used. All items of business  
1842 that are on the agenda for any given meeting will be considered and disposed of in that  
1843 meeting.  
1844
- 1845 5. Straw Votes: Straw votes are not consistent with parliamentary law and shall not be done.  
1846
- 1847 J. Closed Session: A closed session is any meeting or portion of a meeting with limited  
1848 attendance in order to consider a confidential matter. A closed session will be held upon a  
1849 majority vote of the members present and voting. Refer to the operating principles for specific  
1850 volunteer groups below for the individuals who are permitted to remain in closed session for  
1851 that group. The volunteer groups may invite any other persons to remain during closed session  
1852 by a majority vote and with the advice of legal counsel. Any member who breaches  
1853 confidentiality shall be in violation of the CDA Code of Ethics and is subject to discipline.  
1854
- 1855 The four subject areas appropriate for a closed session are:

Added for clarity as  
some governing  
bodies have a  
secretary who records  
the minutes.

- 1856 1. Legal Matters: Confidential communications between clients and attorneys require closed  
1857 session in order to maintain attorney-client privilege. Such matters could include litigation,  
1858 strategy or reports on lawsuits and contract terms.  
1859
- 1860 2. Personnel Matters: It is appropriate to exclude staff from a discussion of personnel matters  
1861 when such discussions involve evaluation of performance or other material that would be  
1862 inappropriate to discuss with staff members present.  
1863
- 1864 3. Business Secrets: Discussion of information about business practices (for example, setting  
1865 insurance product rates, or discussing trade secrets) may require closed sessions.  
1866
- 1867 4. Other Occasions Calling for Closed Session: The three instances outlined above cover most  
1868 situations in which a closed session might be necessary. From time to time, however,  
1869 sensitive material may arise that should not be widely publicized. All volunteer groups  
1870 should be guided by a sense of discretion in determining what information should be made  
1871 public and what information should remain confidential. Although the general rule is that  
1872 proceedings should be characterized by openness rather than secrecy, there will always  
1873 be times in which members must decide to maintain certain information in confidence.  
1874

## 1875 **VIII. REIMBURSEMENT OF EXPENSES**

- 1876
- 1877 A. General Expenses: The general expenses of volunteer group members shall be reimbursed in  
1878 accordance with CDA policy. All requests for reimbursement must be submitted on official  
1879 forms.  
1880
- 1881 B. Reimbursement of Travel and Maintenance Expenses: It is the general policy to provide  
1882 reimbursement for travel and maintenance expense for all personnel on official business for the  
1883 association on the basis of the most direct and inexpensive method of travel; funds available in  
1884 the budget; the completion of signed reimbursement requests approved by a proper  
1885 authorizing official; and compliance with the following rules:  
1886
- 1887 1. Basis of Reimbursement: Members of volunteer groups and other individuals traveling  
1888 officially for the association shall be remunerated on the following formula when on official  
1889 business of the association: the IRS standard mileage rate at the time of travel (e.g., office  
1890 to place of meeting or airport), airfare, and current per diem. The per diem is intended to  
1891 defray all out-of-pocket expenses for gratuities and meals. All flight and hotel arrangements  
1892 will be made and paid by CDA.  
1893
- 1894 2. Reimbursement from More than One Source: Reimbursement shall not be made by the  
1895 association when reimbursement is made for the same expense by any other agency or  
1896 organization.  
1897
- 1898 3. Reimbursement for Attendance at the House of Delegates: Reimbursement for **maintenance**  
1899 **and** transportation **and** lodging expenses related to the house shall be made only to the  
1900 board and chairs or his or her designee unless otherwise directed by the board.  
1901
- 1902 4. Reimbursement for Conferences and Other Events: Reimbursement for transportation and  
1903 lodging related to conferences and other events shall not be made unless such expenses  
1904 were approved prior to attendance and are within the approved budget or approved by  
1905 the executive director.  
1906

## 1907 **IX. PUBLIC STATEMENTS**

Updated for consistency; aligns with #4 below.

1908 No member of any volunteer group may issue a public statement in the name of that volunteer  
1909 group or the association unless the statement is clearly in accordance with the policies of the  
1910 association.

Correction - typo.

1911  
1912 Prior to its distribution, any communication provided from a consultant, advisor, liaison or guest to  
1913 another group shall be approved by the chair.

1914  
1915 Volunteer group members may discuss actions taken with their respective component board or  
1916 membership as a means to increase communication unless the action was discussed in closed  
1917 session. The CDA website has all recent association minutes and policy documents online which  
1918 can be easily accessed, printed or reviewed for reference.

1919  
1920 **X. RELATIONS WITH OTHER ORGANIZATIONS AND AGENCIES**

1921  
1922 No volunteer group is authorized to appoint or designate official representatives of the association  
1923 on the request of, or for liaison with, other organizations and agencies. When requests for official  
1924 representation or liaison are received, they shall be forwarded to the executive director and  
1925 president.

1926  
1927 **XI. HOUSE OF DELEGATES**

1928  
1929 A. Introduction: All participants at the house have the duty to consider the welfare of the  
1930 association, the dental profession as a whole, improvement of the health of the public, the  
1931 wishes of their societies and their geographical region.

1932  
1933 B. General Information for Delegates and Alternates: The house normally meets once a year to  
1934 consider and legislate on many matters. The following information describes the organization  
1935 and operation of the house. This material will give a delegate a more informed view of the  
1936 activities which lead to establishment of the policy of the association.

1937  
1938 1. Credentials for Delegates: Official credentials (admission cards) are prepared and  
1939 distributed onsite to all delegates by the staff of the association. Substitution of alternate  
1940 delegates may be made during all meetings of the house. Delegates wishing to substitute  
1941 alternate delegates from their delegation for themselves during a meeting of the house must  
1942 complete the appropriate delegate-alternate substitution form. The delegate or the  
1943 component delegation secretary is required to sign the form and surrender the delegate's  
1944 admission cards for the meeting or meetings not attended. Admission cards will be issued  
1945 to the alternate delegate after the staff administering the credentialing process receive the  
1946 substitution form and the delegate's admission cards. Only those substitutions completed in  
1947 this manner will be part of the official house record.

1948  
1949 2. Admission Cards for Delegates: Each delegate will receive an admission card for each  
1950 meeting of the house. The card should be presented to the doorkeeper for each meeting for  
1951 admission to the floor of the house. The loss of admission cards should be reported  
1952 promptly to staff.

1953  
1954 3. Seating of Alternate Delegates: If a delegate cannot attend a meeting of the house, he or  
1955 she should surrender the admission card to staff for the meeting or meetings not attended in  
1956 order for the alternate delegate to apply for credentials.

1957  
1958 4. Access to Floor: Access to the floor of the house is limited to the delegates, members of the  
1959 board, the editor and speaker of the house, past presidents of this association, council  
1960 and committee and subsidiary/affiliate board chairs, members of councils and

Correction - updated to include subsidiary/affiliate board chairs.

1961 committees [and subsidiary/affiliate boards](#) when requested by chairs, one representative  
1962 from each of the ADA recognized specialty organizations who is a CDA member,  
1963 executive directors of component societies, the designated ADHP guests of the house, and  
1964 CDA staff.

1965  
1966 Alternate delegates may also have the privilege of access to the floor with an appropriate  
1967 delegate admission or readmission card, temporarily providing them with delegate status.  
1968 An alternate delegate who does not obtain credentials as a delegate will not be  
1969 recognized as a delegate in the official house record. Additionally, the delegate from  
1970 whom the alternate delegate was given the admission or readmission card will not have  
1971 access to the floor until the admission or readmission card is returned. Without credentials,  
1972 alternate delegates may be seated in the visitors' section. Alternate delegates are  
1973 privileged to attend all closed sessions of the house.

- 1974  
1975 5. Visitors at the House: Visitors may attend meetings of the house but are not permitted  
1976 access to the floor. They are seated in the visitors' section.  
1977  
1978 6. House Meetings: The house shall meet annually on a day or days specified by the board.  
1979 The notice of the annual session shall be sent to all delegates and alternate delegates at  
1980 least 60 days in advance. Reference committee hearings will be held at a time and place  
1981 designated by the Speaker of the House (speaker). All members of the association may  
1982 attend the hearings of the reference committees.  
1983  
1984 7. House Materials: House agendas, proposed resolutions and other materials are ~~provided~~  
1985 ~~made available on the CDA website. to delegates, officers, council and committee chairs,~~  
1986 ~~component presidents and executive directors subsidiary/affiliate presidents and chairs.~~  
1987 ~~The house materials are also made available on the CDA website. All house attendees and~~  
1988 ~~general members may access these materials using their CDA login.~~  
1989

Updated to reflect  
electronic materials  
online, accessed via  
cda.org login.

1990 Materials for the house will be provided as information is available. Materials will include  
1991 annual reports of officers, councils and committees and resolutions to be considered.  
1992

- 1993 8. Distribution of Materials at the House: No materials may be distributed at the house  
1994 without obtaining permission from the speaker. Material to be distributed must relate to  
1995 subjects and activities that are proposed for house action or information.  
1996  
1997 9. Leadership Recognition: Newly elected officers, ~~board members and council/committee~~  
1998 ~~chairs, and outgoing board members~~ and CDA leaders will be recognized at the house, in  
1999 accordance with the CDA Bylaws.

Updated to reflect  
current recognition  
process (officer  
elections and  
leadership recognition  
brochure).

- 2000  
2001 10. Component Responsibilities:  
2002  
2003 a. Although CDA will recognize the achievements of CDA leadership, components will  
2004 not be given an opportunity to make special presentations during the house meeting or  
2005 during social events.  
2006  
2007 b. Components are encouraged to recognize their leadership at membership or social  
2008 functions sponsored by the component within their jurisdiction.  
2009  
2010 c. Separate receptions or open suite festivities during the house in honor of outgoing  
2011 leadership are discouraged.



2012 11. American and Californian Flags: The American and Californian flags are to be displayed  
2013 on the podium during all in-person sessions of the house. The Pledge of Allegiance will be  
2014 included in the opening ceremony of each house meeting, led by a person designated by  
2015 the speaker.

2016  
2017 C. Operation of the House of Delegates

2018  
2019 1. Officers: The house has two officers: the speaker and the secretary. The speaker is elected  
2020 every two years by the house. The secretary is the secretary of the association. In the  
2021 absence of the speaker, the president shall appoint a speaker *pro tem*. In the absence of  
2022 the secretary, the speaker shall appoint a secretary *pro tem*. The speaker presides at all  
2023 meetings and the secretary serves as the recording officer and custodian of records.

2024  
2025 2. Duties of the House: The house elects the elected officers of the association and selects the  
2026 thirteenth district trustee nominee. The powers and duties of the house are described in  
2027 detail in the CDA Bylaws.

2028  
2029 3. Resolutions and Reports:

2030  
2031 a. The component societies, delegates, councils, committees, the board of representatives,  
2032 the CDA Presents BOM, task forces, subsidiaries and affiliates, and the board may  
2033 submit resolutions to the house. Occasionally, the house will receive a recommendation  
2034 on a resolution from an outside organization, such as a specialty group in the field of  
2035 dentistry or from a civic or philanthropic organization. Acceptance of such resolutions  
2036 for consideration by the house will be determined by the speaker subject to the  
2037 approval of the house.

2038  
2039 b. The house shall be provided annually with information on the status of prior year's  
2040 house activities, board actions, the strategic plan, and operational and capital budget.  
2041 The president, treasurer, editor, and executive director shall submit an annual report to  
2042 the house.

2043  
2044 D. Procedures of the House of Delegates

2045  
2046 1. Seating of Delegations: The component society delegations shall be seated in accordance  
2047 with a rotational plan.

2048  
2049 2. Identification of Speakers: All speakers on the floor of the house shall state the CDA  
2050 positions currently held and identify themselves by name and relevant position.

2051  
2052 3. Speaking Privileges: The right to speak to issues before the house is held, in addition to  
2053 delegates, by the board, past presidents of the association, one representative from each  
2054 of the ADA recognized specialty organizations who is a CDA member, and the designated  
2055 ADHP guests of the house. Chairs and members of councils and committees shall have the  
2056 right to participate in debate on their respective reports. Executive directors of component  
2057 societies, members of CDA staff, and others may be privileged to speak when called upon  
2058 as a resource.

2059  
2060 4. Parliamentarian: The speaker shall ensure that the house has a parliamentarian at each  
2061 session. The speaker may fill that role or appoint a parliamentarian.

2062  
2063 5. Agenda and Priority Agenda: The proposed agenda for the house is prepared by the  
2064 speaker of the house. A priority agenda and a consent agenda are prepared by the  
speaker in consultation with the reference committee chairs. Any delegate may remove any

2065 resolution from the consent agenda. Resolutions shall be accepted until 10 days prior to the  
2066 first session of the house. Any resolution submitted following the 10-day deadline will be  
2067 noticed by the speaker and will require a majority affirmative vote of the house to be  
2068 considered.

- 2069
- 2070 6. Referral of Reports and Resolutions: The speaker shall prepare and provide a list of  
2071 referrals of reports and resolutions to reference committees to all delegates and alternate  
2072 delegates in advance of the hearings.
- 2073
- 2074 7. Presentation of Board Reports: The board shall provide written reports as required in the  
2075 bylaws and shall provide information regarding the strategic plan and budget.
- 2076
- 2077 8. Resolutions on the Appropriation of Funds: The treasurer shall report on fund required for  
2078 any resolution proposing an appropriation of funds.
- 2079
- 2080 9. Notice of Dues Change: A change in dues may be adopted by the house only if proposal  
2081 has been provided to the delegates and alternate delegates no less than 30 days in  
2082 advance of the session at which such proposal is to be considered.
- 2083

2084 E. Reference Committees of the House of Delegates

2085

2086 1. Reference Committees: Each reference committee shall consist of five members of the house  
2087 appointed by the president in consultation with the speaker. The number and scope of  
2088 reference committees varies from year to year depending on the issues which are before  
2089 the house.

2090

2091 2. Duties: The primary duty of a reference committee is to recommend to the house an  
2092 appropriate course of action on all matters which have been placed before it based on all  
2093 available information and advice and by making its decision in the best interests of the  
2094 association, the dental profession and the public. Reference committees may make  
2095 recommendations to adopt, amend, postpone, revise, refer or reject a resolution or may  
2096 propose resolutions.

2097

2098 3. Referral of Items of Business to Reference Committees: The speaker prepares the list of  
2099 referrals in consultation with the president and secretary. The list of referrals will be  
2100 transmitted to the delegates in advance of the reference committee hearings to inform them  
2101 of matters to be considered. Following transmittal of the list of referrals to the delegates,  
2102 additional items of business may be referred to a reference committee by the speaker.

2103

2104 4. Conduct of Hearings: The chair of the reference committee will preside at both the  
2105 reference committee hearing and the closed session meeting of the reference committee in  
2106 which the reference committee report is prepared.

2107

2108 The chair will not permit motions or voting, since the objective of the hearing is to receive  
2109 information and not make decisions. The chair, with the consent of the committee, may  
2110 place reasonable limitations on discussion and debate.

2111

2112 All members of CDA have the right to attend reference committee hearings and participate  
2113 in the discussion, whether or not they are members of the house. Non-members of the  
2114 association may participate in the discussion at hearings only at the invitation of a majority  
2115 of the reference committee.

2116 Reference committees are expected to be available during the announced hours of  
2117 applicable hearings and deliberations.  
2118

2119 5. Conduct of Closed Session: After evidence and information have been received at the  
2120 open hearing, the committee shall go into closed session at which only the members and  
2121 staff may be present. They may call upon the officers, the board, councils, consultants, or  
2122 staff for additional information. At this meeting, the committee reaches its decisions and  
2123 prepares its report.  
2124

2125 6. Reference Committee Reports: The report of the reference committee to the house represents  
2126 comments and recommendations on the material that it has considered.  
2127

2128 Items for which no discussion occurred during the reference committee hearing may be  
2129 placed on a consent agenda. The reports of the reference committees shall be signed by  
2130 members of the committee and distributed to members of the house as early as time  
2131 permits.  
2132

2133 The reference committee chair should be prepared to comment on the committee position  
2134 taken in its report and provide an explanation of this decision prior to recommending that  
2135 a resolution be adopted, rejected, amended, postponed or replaced by a substitute  
2136 resolution to the house.  
2137

2138 F. Voting: The time and method of voting in the house is determined by the speaker. Voting is  
2139 accomplished generally by one of three methods: consent, voting cards, or electronic voting.  
2140

2141 G. Closed Session: In a closed session, attendance is limited to officers of the house, delegates  
2142 and alternate delegates, the board and legal counsel of the association. Additional groups or  
2143 individuals may be included upon approval of the delegates and legal counsel.  
2144

2145 H. Emergency Operating Guidelines: In the case of an emergency or extenuating circumstance  
2146 that affects the house proceedings, (e.g., severe weather, state of emergency, or death), a  
2147 decision to interrupt or cancel the house proceedings may be necessary. If there is time to  
2148 gather and present information prior to the house making a decision, the speaker or staff will  
2149 provide as much information as is available regarding:

- 2150 • general financial implications to CDA and the components
- 2151 • logistical implications to CDA, components and delegates, and
- 2152 • determination of how and when any incomplete business of the house will be conducted.

2153

2154 Every effort will be made to provide complete information to the house regarding financial and  
2155 logistical implications; however, based on the timing of the emergency or extenuating  
2156 circumstance, some information may be incomplete prior to the house being asked to make a  
2157 decision.  
2158

2159 Options will include calling for a continued House of Delegates. A motion for a continued  
2160 house may exclude the date, time and location in an emergency situation, and such meeting  
2161 will allow the inclusion of new business. A special house, in accordance with the AIP,  
2162 precludes the acceptance of new business.  
2163

2164 If house proceedings are cancelled, the House of Delegates will be responsible for determining  
2165 if a continued meeting should be scheduled.  
2166

2167 If the emergency is such that there is no time or it is infeasible to put the decision to the house,  
2168 the board will have the authority to interrupt or cancel house proceedings. In this instance, the

2169 board will be responsible for determining if a continued meeting should be scheduled. A full  
2170 report to the house will be sent containing the decision and information used to make this  
2171 decision.

## 2172 **XII. BOARD OF DIRECTORS**

### 2173 **A. Responsibilities**

- 2174
- 2175
- 2176
- 2177 1. Attendance at Meetings of the House of Delegates: All members of the board are required  
2178 to attend all meetings of the house.
- 2179
- 2180 2. Attendance at Reference Committee Meetings: All members of the board are required to  
2181 attend the reference committees of the house.
- 2182
- 2183 3. Fiscal Responsibilities: The board has the same duties and responsibilities as any corporate  
2184 board, including the fiduciary and management responsibilities for the association. The  
2185 association employs a chief financial officer and staff who work with the finance committee  
2186 and treasurer to maintain the association's day-to-day accounting records and implement  
2187 investment strategies. The board sets financial policy and is responsible for the association  
2188 budget, reserves and accounts.

#### 2189 a. Definition of Financial Terms

- 2190
- 2191
- 2192 i. Surplus: Surplus is the excess of receipts (income) over disbursements (expense) at  
2193 the end of the fiscal year. The board shall be authorized to draw from surplus as  
2194 needed to meet the obligations/liabilities of the association.
- 2195
- 2196 ii. Reserves: Reserves are cash or its equivalent maintained to meet  
2197 obligations/liabilities of the association for which current surplus funds are not  
2198 available. An affirmative vote of two-thirds of the votes cast is required to authorize  
2199 use of reserves for any purpose.
- 2200
- 2201 (a) Operating Reserve: The target balance in this fund shall be four months  
2202 operating expenses. The purpose of the operating reserve is to provide a  
2203 stable cushion against unforeseen events that would impact current year  
2204 operations. This fund shall be managed with the primary goals of capital  
2205 preservation and liquidity, with a secondary goal of keeping pace with any  
2206 annual increases in the size of the operating budget.
- 2207
- 2208 (b) Strategic Fund: When the operating reserve has achieved the target balance,  
2209 additional funds shall be placed into the strategic fund. These funds could  
2210 potentially be used for any purpose and at any time on approval of the board.  
2211 The primary goal is capital preservation with a secondary goal of keeping  
2212 pace with inflation.
- 2213
- 2214 (c) Issues Fund: Twenty-five dollars from each dues-paying member is allocated to  
2215 the issues fund annually. These funds may be used at any time on approval of  
2216 the board to fund public initiatives or matters that are legal, legislative, or  
2217 regulatory in nature.
- 2218
- 2219 iii. Capital Expenditures: Capital expenditures are depreciable items with a purchase  
2220 price in excess of \$1,000. Purchases are to be submitted to and approved by the  
2221 board.

2222 4. Legal Responsibilities: In addition to the duties described in the association governing  
2223 documents, directors are also required to comply with applicable state and federal law  
2224 when acting on behalf of the association. CDA purchases insurance to protect its directors  
2225 and officers. It is their responsibility to act (1) in good faith, (2) with the care an ordinary  
2226 prudent person in a like position would exercise in similar circumstances, and (3) in the  
2227 best interest of the corporation and its shareholders. These duties are generally called the  
2228 three basic duties of corporate directors: the duty of loyalty, the duty of care, and the duty  
2229 of obedience.

2230  
2231 a. Duty of Loyalty: The duty of loyalty requires directors to exercise their powers in the  
2232 interests of the corporation rather than in their own or another's interest. It includes  
2233 avoiding conflicts of interest, confidentiality, and not taking personal advantage of  
2234 corporate opportunities. A director has the fiduciary obligation to work solely for the  
2235 benefit of the corporation. Any activity by a director to the detriment of a corporation  
2236 is contrary to this duty. When a director has a material financial interest in a  
2237 transaction involving the corporation, all material facts as to the transaction and the  
2238 director's financial interest must be disclosed to the board and the director may not  
2239 vote on the matter. If a director is a member of a board which is entering into a  
2240 contract or other transaction with another corporation or association of which he or  
2241 she is also member (and which is not a wholly owned corporation of a common  
2242 parent), the material facts of the transaction and the common directorship must also be  
2243 disclosed. The contract or transaction must be approved by a sufficient vote without the  
2244 common directors.

2245  
2246 The duty of loyalty is the standard that requires a director to act in good faith, be  
2247 faithful to the organization and pursue the organization's best interests. It means that  
2248 directors must be dedicated to the organization mission and put the interests of the  
2249 organization above component and self-interest. Once a decision has been made by  
2250 the board, its individual members must now honor that decision as the "will of the  
2251 body." When communicating such decisions outside of CDA deliberative bodies, there  
2252 should not be actions which suggest an individual director position rather than the will  
2253 of the group.

2254  
2255 b. Duty of Care: The duty of care requires directors to be informed. Directors are  
2256 expected to attend meetings, ask questions, and obtain the information they need to  
2257 make reasonable decisions on issues. If a problem arises over a decision made by a  
2258 board, ignorance of the facts is not an excuse. California law mandates that directors  
2259 be "reasonably" informed about the corporation's performance. Although the board is  
2260 responsible for management of the corporation's business, many of its functions can be  
2261 delegated. A director must be satisfied that the corporation's information gathering  
2262 and reporting system represents a good faith attempt to provide senior management  
2263 and the board with information concerning material acts, events or conditions within  
2264 the corporation, including compliance with applicable statutes and regulations.

2265  
2266 To satisfy their duty of care, the law permits a board member to rely on information  
2267 provided by others as long as the information provided is within the area of expertise  
2268 of the person providing the information. For example, a director can rely on  
2269 information provided by accountants and lawyers. If a director relies on such  
2270 information and advice in making a decision, no liability would attach even if those  
2271 decisions were ultimately found to be erroneous. Decisions contrary to such advice  
2272 may create legal issues. Directors are cautioned to proceed cautiously when acting  
2273 contrary to the advice of experts.

2274 The "business judgment rule" protects directors. A court will not second guess the  
2275 decisions of a board which are taken in conformance with the general fiduciary  
2276 standards of directors. In other words, the directors must exercise reasonable diligence  
2277 in obtaining the facts, and rely on the expert advice obtained. If honest and unbiased  
2278 judgment is exercised, even decisions later determined to be wrong or injurious to the  
2279 corporation, are protected from liability.  
2280

2281 c. Duty of Obedience: The duty of obedience requires that directors comply with the laws  
2282 and governing and policy documents of the association. Directors are expected to  
2283 read and understand the Articles of Incorporation, the CDA Bylaws, and all other  
2284 guidelines and manuals of the organization.  
2285

2286 5. Evaluation of the Executive Director: The board is responsible for the annual evaluation of  
2287 the executive director.  
2288

2289 B. Attendance at Meetings  
2290

2291 1. Members: Board members are expected to attend and participate in all meetings of the  
2292 board.  
2293

2294 For meetings called at a designated location, members of the board unable to attend in  
2295 person will be permitted to join the meeting via teleconference or videoconference to  
2296 participate; however, such members will be recused from breakout group activities.  
2297

2298 For meetings called as a teleconference or videoconference, all members of the board will  
2299 be permitted to fully participate.  
2300

2301 Voting will be restricted to those who are attending in person or have the ability to vote  
2302 through the designated meeting technology.  
2303

2304 2. Participants and Standing Guests  
2305

2306 a. In accordance with the bylaws, the speaker of the house and editor may attend and  
2307 participate in meetings of the board without the right to vote.  
2308

2309 b. Task forces and workgroups may provide written reports to the board, but chairs do  
2310 not attend unless invited by the board or president to a specific meeting.  
2311

2312 3. Other Guests  
2313

2314 a. The president or board may invite other guests to attend a meeting.  
2315

2316 b. Other individuals who wish to attend a meeting shall submit a written request to the  
2317 president for approval seven days in advance of the meeting.  
2318

2319 4. Closed Session: In a closed session, attendance is limited to the board and legal counsel  
2320 participating at the designated location. Other persons may be invited to remain or join  
2321 during closed session by a majority vote of the board and with the advice of legal counsel.  
2322

2323 **XIII. COUNCILS, COMMITTEES, TASK FORCES, THE BOARD OF REPRESENTATIVES**  
2324 **AND THE BOARD OF MANAGERS**

2325 A. Eligibility: All members in elected or appointed positions, unless otherwise provided in the  
2326 bylaws or these GOPs, must be in good standing and belong to a membership category that  
2327 includes the privilege to hold office and meet any other eligibility requirements identified in the  
2328 bylaws for those positions. Task forces may include members not otherwise privileged to hold  
2329 office.

2330  
2331 B. Chair/Vice Chair

2332  
2333 1. Chair: One member of each standing council, committee, and BOM shall be appointed  
2334 chair annually by the board upon nomination by the president. (Bylaws, Chapter IX,  
2335 Section 40) The board of representatives shall nominate a chair for election by the board.  
2336 (Bylaws, Chapter VIII, Section 40). Special committee and task force chairs shall be  
2337 appointed by the president and ratified by the board. (Bylaws, Chapter XII)

2338  
2339 2. Vice Chair: One member of each council, committee, board of representatives, special  
2340 committee, or task force may be elected annually by majority vote of the members of that  
2341 body to serve as vice chair.

2342  
2343 In the absence of the chair and vice chair, the members of that body shall designate one of  
2344 its members to serve as chair *pro tem* for the duration of that meeting.

2345  
2346 C. Other Participants

2347  
2348 1. Consultant: A council, committee, board of representatives, task force or BOM may  
2349 appoint a consultant, who shall be an individual hired by CDA to assist with a project or  
2350 issue on the basis of technical qualifications. A consultant may attend meetings at the  
2351 request of the chair. (Bylaws, Chapter IX, Section 50)

2352  
2353 2. Advisor: A council, committee, board of representatives, BOM or the president may  
2354 appoint an advisor, who shall be a volunteer who will provide guidance on the basis of  
2355 technical qualifications. An advisor may attend meetings at the request of the chair.  
2356 (Bylaws, Chapter IX, Section 50)

2357  
2358 3. Liaison: A council, committee, board of representatives, or BOM may request a liaison be  
2359 appointed by the president in consultation with the chair. The president may also appoint a  
2360 liaison at his or her discretion. A liaison shall be invited to participate in council, committee  
2361 or BOM activities because of his or her membership in another group for the purpose of  
2362 providing perspectives and facilitating communications between the groups.

2363  
2364 4. Guest: Council, committee, board of representatives, task force or BOM may request a  
2365 guest be appointed by the president in consultation with the chair. The president may also  
2366 appoint a guest at his or her discretion. A guest shall be invited to participate in council,  
2367 committee, task force or BOM activities because of his or her affiliation with another group  
2368 or population with the purpose of providing perspectives without the expectation of  
2369 reporting to the affiliated group or population.

2370  
2371 5. Voting: A consultant, advisor, liaison or guest does not have the right to vote.

2372  
2373 6. Workgroup/Subcommittee: A consultant, advisor, liaison or guest may participate in a  
2374 workgroup or subcommittee.

2375  
2376 7. Terms: The term of an advisor or guest shall expire annually at the adjournment *sine die* of  
2377 the next annual session of the house.

2378 **XIV. MISSION STATEMENTS**

2379

2380 Mission statements shall be approved by the board. The board may assign duties to each council,  
2381 committee, board of representatives, and BOM in addition to those described in the bylaws or  
2382 mission statement for that group. Mission statements for each are:

2383

2384 A. Audit Committee: To assist the board in fulfilling their oversight responsibilities by reviewing the  
2385 systems of internal controls that management and the Board of Directors have established, as  
2386 well as audited financial statements and the audit process. The committee shall have the power  
2387 to conduct or authorize investigations into any matters within the committee's scope of  
2388 responsibilities. The committee shall retain independent counsel, auditors or others to assist in  
2389 the conduct of the investigation upon funding approval by the Board of Directors. (Statement of  
2390 purpose per Resolution 38-2008-H)

2391

2392 B. Board of Component Representatives: To represent component perspectives on issues of shared  
2393 importance to serving members and to foster the flow of information between CDA and the  
2394 components. (Resolution 1-2021-H)

2395

2396 C. CDA Presents Board of Managers: To produce CDA Presents educational offerings for the  
2397 dental community and collaborate with other councils, committees and subject matter experts to  
2398 develop additional offerings based on member research. (Adopted by the CDA Presents Board  
2399 of Managers per bylaws, Chapter XIV, Section 30)

2400

2401 D. Committee on Volunteer Placement: To recommend the best candidates for available leadership  
2402 positions and seek to improve the application and review procedures. (Resolution 24S1-2009-  
2403 H)

2404

2405 E. Council on Membership: To assess the needs of all California dentists and to address those  
2406 needs through the development, coordination and implementation of programs designed to  
2407 promote the success, health, welfare and diversity of CDA membership. To this end, the council  
2408 undertakes activities intended to maximize the accessibility, usefulness and relevance of CDA's  
2409 services, programs and membership benefits, which in turn will enhance membership  
2410 recruitment and retention efforts. (Resolution 12-2002-H)

2411

2412 F. Council on Peer Review: To ensure that the public and profession have access to an objective,  
2413 professional review of disputes concerning the quality and/or appropriateness of dental care  
2414 via the statewide peer review system. (Resolution 13-2002-H)

2415

2416 G. Finance Committee: To monitor the California Dental Association's financial assets and  
2417 liabilities, to oversee the preparation of accurate and meaningful financial records for the  
2418 association, and to communicate such to the Board of Directors and the House of Delegates as  
2419 those entities shall require. (Resolution 29RC-1999-H)

2420

2421 H. Government Affairs Council: To support and advance the interests and the strategic plan of  
2422 CDA by implementing CDA policy through state legislation, regulation, or administrative  
2423 action, and to raise the profile and level of understanding of the dental profession in these  
2424 arenas. (Resolution 16RC-2005-H)

2425

2426 I. Judicial Council: The mission of the Judicial Council is the promotion and maintenance of high  
2427 ethical standards within the dental profession; development and uniform enforcement of a  
2428 viable and legally enforceable *Code of Ethics*; and interpretation and enforcement of the *Code*  
2429 *of Ethics* on behalf of the association, components, individual members and the public.  
2430 (Resolution 24-1999-H)



2431 **XV. BUDGET**

2432

2433 A. Preparation: Each council, committee, board of representatives or BOM shall submit a  
2434 proposed itemized budget for inclusion in the association annual budget. A collective task  
2435 force budget is included in the association annual budget. (Bylaws, Chapter IX, Section 110  
2436 and Chapter XIV, Section 40)

2437

2438 B. Administration: It shall be the duty of the chair of each council, committee, board of  
2439 representatives or BOM to supervise the administration of the budget of that council,  
2440 committee, board of representatives or BOM.

2441

2442 **XVI. REPORTS AND RESOLUTIONS**

2443

2444 A. Reports: Each council, committee, board of representatives and BOM shall submit periodic  
2445 reports to the board and an annual report to the house. Subcommittees, task forces and  
2446 workgroups shall provide reports as directed. (Bylaws, Chapter VIII, Section 80, Chapter IX,  
2447 Section 110 and Chapter XI, Section 90 and XIV, Section 40)

2448

2449 B. Resolutions: If a council, committee, task force, board of representatives or BOM seeks to  
2450 create or change policy on any matter, a resolution must be presented to the board or house.  
2451 Reports shall not include requests for action.

2452

2453 **XVII. LIMITATION OF AUTHORITY**

2454

2455 A. Employment: No council, committee, task force, board of representatives or BOM member is  
2456 authorized to engage any employees except on authorization of the executive director.

2457

2458 B. Contracts: No director or council, committee, task force, board of representatives or BOM  
2459 member may bind the association to any contract.

2460

2461 C. Establishment of Policy: All councils, committees, task forces, board of representatives and  
2462 BOMs are charged with recommending policy. Unless otherwise provided in the bylaws, no  
2463 council, committee, task force, board of representatives or BOM may establish policy or alter  
2464 an existing policy.

2465

2466 **XVIII. ATTENDANCE AT HOUSE OF DELEGATES**

2467

2468 All chairs of councils, committees, ~~board of representatives~~ and BOM or their designated  
2469 representatives must attend all sessions of the house, including reference committee hearings.  
2470 Council, committee, ~~board of representatives~~ and BOM members who are not delegates have the  
2471 right to participate in debate on their respective reports but shall not have the right to make a  
2472 motion or vote. Chairs of subcommittees, task forces and workgroups may attend upon invitation of  
2473 the president.

2474

2475 **XIX. ADDITIONAL RULES**

2476

2477 Councils, committees, task forces, board of representatives and BOM may prepare additional  
2478 procedural rules that do not conflict with these general operating principles. Any such additional  
2479 rules shall not conflict with, expand, or amend existing CDA policy.

2480

2481 **XX. AMENDMENT OF GENERAL OPERATING PRINCIPLES**

BCR chair attends as a member of the board and is ineligible to serve as a delegate/alternate.

2482 These principles may only be amended with approval of the board or house. Once the amendment  
2483 is adopted, it becomes effective immediately unless otherwise noted.

## 1 **Resolution 14: Establishment of CDA Dues**

---

2 CDA Board of Directors

3  
4 It is the duty of the house of delegates (house) to establish membership dues.

5  
6 In 2022, the board of directors (board) established a future forecasting workgroup (workgroup) comprised of  
7 leaders from CDA, TDIC, TDIC Insurance Solutions and the CDA Presents Board of Managers. This workgroup  
8 was charged with understanding the organization's future financial forecast and landscape trends to help inform  
9 the board's near and long-term strategic planning decisions.

10  
11 Over the course of the year, the workgroup reviewed association landscape trends, membership trends and  
12 membership engagement data. With a strong foundational understanding of the challenge, the scope was  
13 expanded to include development of strategic recommendations that will ensure member value and near-term  
14 financial sustainability and support the vision for how CDA meets future needs of members and the profession.

15  
16 Financial projections clearly show that non-dues revenue streams, particularly exhibitor revenue at large-scale  
17 events, have experienced significant declines and are currently unable to subsidize membership dues at the  
18 same level that they did before the pandemic. Therefore, increased revenue and diligent expense management  
19 are required for short and long-term organizational sustainability.

20  
21 In response to these findings, the workgroup recommended increasing dues \$250 between 2024 and 2026  
22 (\$100 increase in 2024, \$100 increase in 2025 and \$50 increase in 2026) based on the current financial  
23 forecast. While the recommendation is for three increases over a period of three years, the house will be asked  
24 to approve an identified dues increase annually to allow for potential adjustments based on shifts in the financial  
25 forecast.

26  
27 On September 15, the finance committee approved the proposed dues increase, followed by the board's  
28 approval on September 28.

29  
30 **Financial Impact:** Increase in revenue of approximately \$1.7 million.

31  
32 **Attachments:** None

33  
34 **Recommendation:** The house is asked to approve the following resolution:

35  
36 **Resolved, that 2024 CDA dues increase by \$100.**

## 1 **Resolution 15: CDA Special Committee Composition**

---

2 San Fernando Valley Dental Society

3  
4 The house of delegates (house) and board of directors (board) have often commissioned a workgroup or task  
5 force (special committee) to investigate a specific topic and make a recommendation with key findings in the  
6 form of a report to the board and/or house. The appointment of workgroup members has been at the discretion  
7 of the CDA president, and task force recommendations have been made by the committee on volunteer  
8 placement (CVP), with both ratified by the board. Often, the members of special committees wear two hats, as  
9 a subject matter expert on the topic being investigated and as a member of the special committee. Although it is  
10 highly recommended and welcomed for subject matter experts to present and testify to the special committee,  
11 their appointment to the special committee can be interpreted as a conflict of interest. With the new board  
12 structure and the newly created board of component representatives (BCR), it is the intent of this resolution to  
13 have true transparency in the selection of special committee members and ensure there is no conflict of interest  
14 due to personal or financial bias.

15  
16 **Financial Impact:** None

### 17 **Attachments:**

- 18 • CDA Bylaws Amendments
- 19 • CDA General Operating Principles Amendments

20  
21  
22 **Recommendation:** The house is asked to approve the following resolution:

23  
24 **Resolved, that special committees be comprised of Board of Component Representatives**  
25 **members selected by their peers, for ratification by the CDA Board of Directors, and be it**  
26 **further**

27  
28 **Resolved, that subject matter experts be allowed to present and provide testimony to**  
29 **special committees, and be it further**

30  
31 **Resolved, that members of special committees have no conflict of interest due to**  
32 **personal or financial bias that could potentially influence conclusions and/or**  
33 **recommendations, and be it further**

34  
35 **Resolved, that the CDA Bylaws and General Operating Principles be amended to reflect**  
36 **this change.**

37 **CDA Bylaws Amendments**

38 Additions in blue underline; deletions in ~~red strikethrough~~

39

40 **CHAPTER IV – HOUSE OF DELEGATES**

41

42 Section 50. POWERS: The house shall have the following powers without limitation:

43

44 ...

45 G. To recommend that the ~~president or board~~ board of component representatives create special committees.

46 ...

47

48 **CHAPTER V – BOARD OF DIRECTORS**

49

50 Section 70. POWERS: The board shall have the power:

51

52 ...

53 H. To ~~create~~ ratify special committees in accordance with Chapter XII, Section 10 of these bylaws.

54

55 Section 80. DUTIES: It shall be the duty of the board:

56

57 ...

58 U. ~~Establish~~ Ratify task forces and workgroups, as needed.

59 ...

60

61 **CHAPTER VI – ELECTED OFFICERS OF THE ASSOCIATION**

62

63 Section 80. DUTIES:

64

65 A. President: It shall be the duty of the president:

66

67 ...

68 4. To appoint members of all committees of the house, and guests to standing councils, committees and boards.

69

70

71 5. To nominate members to fill vacancies on standing councils, committees and boards; and nominate chairs of councils, committees, the board of managers and thirteenth district delegation to the ADA house; ~~and make appointments to special committees~~ for ratification by the board.

72 ...

73

74

75 **CHAPTER VIII - BOARD OF COMPONENT REPRESENTATIVES**

76

77 Section 70. DUTIES:

78

79 ...

80

81 F. To create special committees when requested by the CDA board, house or president, excluding special committees of the house (Bylaws Chapter IV, Section 110) and workgroups of standing councils, committees and boards (General Operating Principles, Chapter 2.J).

82

83 G. To serve on special committees in accordance with Chapter XII, Section 10 of these bylaws.

84

85 **CHAPTER XII – SPECIAL COMMITTEES**

86

87 Section 10. APPOINTMENT AND TERM: Special committees of this association may be created ~~by the~~

88

90 ~~president with ratification of the board,~~ upon request of the house, ~~or~~ board or president for the purpose of  
91 performing duties not otherwise assigned by these bylaws. The board of component representatives shall  
92 appoint the chair and members of a special committee from amongst the board of component representatives  
93 members, for ratification by the board. Such special committees may serve until the end of the calendar year or  
94 until which time their service is complete. Members of a special committee shall have no conflict of interest due  
95 to personal or financial bias that could potentially influence conclusions and/or recommendations. ~~The~~  
96 ~~president shall appoint the chair and members of a special committee, for ratification by the board unless a~~  
97 ~~different method of appointment is specified in the resolution creating such committees.~~ A member of a special  
98 committee may be removed by the board in the same manner as council members Chapter IX, Section 70.

99 **CDA General Operating Principles Amendments**

100 Additions in blue underline; deletions in ~~red strikethrough~~

101

102 **II. DEFINITIONS OF VOLUNTEER GROUPS**

103

104 ...

105 ~~G. Special Committees: Special committees are established by the president on behalf of the house, or by the~~  
106 ~~board and are overseen by the board. The composition includes CDA members based on specific expertise~~  
107 ~~or other criteria dependent upon the nature of the committee. A special committee may serve until the end~~  
108 ~~of the calendar year. (Bylaws, Chapter XII)~~

109

110 ~~H. Task Forces: Task forces serve in an advisory capacity and may be established by the president, board or~~  
111 ~~house. The purpose of a task force is to complete a specific project. A task force may include individuals~~  
112 ~~who are not members of the association. The president shall appoint the chair and other members of a task~~  
113 ~~force based on specific expertise and relationships with other volunteer groups as appropriate to the~~  
114 ~~project, in consultation with the Committee on Volunteer Placement and ratification by the board. A task~~  
115 ~~force may serve until the end of the calendar year.~~

116

117 G. Special Committees/Task Forces: Special committees and task forces serve in an advisory capacity to  
118 complete a specific project. These groups are established by the board of component representatives on  
119 behalf of the board, house or president, and are ratified and overseen by the board. The board of  
120 component representatives appoints the chair and members of the groups from amongst the board of  
121 component representatives members based on the topic being investigated. The groups may serve until the  
122 end of the year or until which time their service is complete.

123 ...

124

125 **IV. LEADERSHIP APPLICATION AND SELECTION PROCESS**

126

127 C. Selection Process for Leadership Positions

128

129 ...

130 3. Unless otherwise specified, candidates for the following positions are ~~proposed by CVP~~, appointed by  
131 the ~~president~~board of component representatives and ratified by the board:  
132 • Members of special committees, workgroups and task forces

133 ...

134

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

137

138 B. Chair/Vice Chair

139

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

145 ...

1 **Resolution 16: House of Delegates Reference Committee Hearings**

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2 Sacramento District Dental Society, Alameda County Dental Society, Central Coast Dental Society, Fresno-  
3 Madera Dental Society, Harbor Dental Society, Kern County Dental Society, Los Angeles Dental Society, Marin  
4 County Dental Society, Mid-Peninsula Dental Society, Monterey Bay Dental Society, Napa-Solano Dental  
5 Society, Northern California Dental Society, Orange County Dental Society, San Diego County Dental Society,  
6 San Fernando Valley Dental Society, San Francisco Dental Society, San Gabriel Valley Dental Society, San  
7 Joaquin Dental Society, San Mateo County Dental Society, Santa Clara County Dental Society, Stanislaus  
8 Dental Society, Tulare-Kings Dental Society, Western Los Angeles Dental Society, Yosemite Dental Society  
9

10 In response to the pandemic, the house of delegates (house) reference committee hearings were moved to a  
11 virtual format, one week in advance of the house, and have remained in this format ever since. While this  
12 reduced the cost of the in-person format, much was lost in the testimony, debate and collaboration process.  
13 Being able to work with one another in person, in the best interest of the desired and collaborative outcome,  
14 has much merit and can be achieved more effectively in person.  
15

16 Being in person allows all in attendance to be fully engaged, active and visible participants in the process.  
17 Oftentimes, members of multiple component delegations work together to propose amended language, for  
18 consistent, collective and desired outcomes. This does not happen effectively in a virtual format.  
19

20 Additionally, the pro and con queues and the priority microphone are more visible when the meeting is in  
21 person. Together, these arguments are made in favor and in support of the in-person reference committee  
22 format. The best interests of the CDA members are better met in a live setting, instead of virtual.  
23

24 It is in the interest of better transparency, fairness, open and robust opportunities for debate, input and  
25 resolution that the CDA Board of Directors be urged to reinstate the in-person reference committee hearings.  
26

27 **Financial Impact:** Holding reference committee hearings in person would result in additional expenses for  
28 CDA, totaling approximately \$37,500 annually, which includes elimination of the virtual reference committee  
29 that costs \$2,500. Additional costs include extended ballroom rental of \$5,000 (ballroom to be set up/tested  
30 Thursday and extended to 5:00 p.m. on Saturday), an additional lunch for all house attendees at approximately  
31 \$27,000 (assuming components continue to cover meals during component caucuses) and additional hotel  
32 stays for CDA hosted attendees, costing approximately \$8,000. Components may also incur additional  
33 expenses for hotel stays. Additional hotel stays would be dependent on the house schedule, should the business  
34 needs require the house start before 10:00 a.m. Other costs could be mitigated based on possible schedule  
35 changes.  
36

37 **Attachments:** None  
38

39 **Recommendation:** The house is asked to approve the following resolution:  
40

41 **Resolved, that the CDA Board of Directors be urged to reinstate the in-person reference**  
42 **committee hearings in conjunction with the House of Delegates meeting, beginning 2024.**



## 1 **Resolution 17: Dental Plan Payments**

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2 Los Angeles Dental Society

3  
4 Currently, a number of dental plans are automatically enrolling dentists to receive reimbursements through  
5 virtual credit card (VCC) payments, rather than hard copy checks. This is a concern for many dentists because  
6 they incur credit card processing fees when receiving VCC payments.

7  
8 The shift from hard copy check to electronic payments of various forms began over 15 years ago when the  
9 Centers for Medicare & Medicaid Services (CMS) required electronic Medicare payments to providers as an  
10 effort to reduce administrative burdens and fraudulent payments. Many plans followed suit to comply with the  
11 CMS requirement, including dental plans. Electronic forms of payment include but are not limited to electronic  
12 fund transfer (EFT) and VCC.

13  
14 The state of Illinois recently passed legislation prohibiting the charging of fees to dentists who receive VCC  
15 payments.

16  
17 While VCCs are an acceptable form of payment per CMS, under federal law, plans are required to offer  
18 alternative payment options in the event the provider doesn't want to incur processing fees associated with  
19 VCCs. EFTs may have minor fees (dependent on the bank the recipient uses), but it is significantly less than VCC  
20 processing fees (e.g., 59 cents per payment issued via EFT versus \$15 in credit card processing fees on a VCC  
21 based on a 3% merchant processing fee of \$500).

22  
23 CDA encourages members to sign up for EFT payments instead of VCC or hard copy check payments. EFT  
24 ensures the payment is directly deposited in the designated account, thus reducing the potential loss of a hard  
25 copy check or the credit card processing fees required to process the VCC.

26  
27 To address members' concerns related to VCC processing fees, it is recommended that CDA encourage dental  
28 plans to use default payment methods that do not have mandatory transaction fees and if such a payment  
29 method is their default, to provide an easy opt-out mechanism. Should it be determined that any dental plans  
30 are not offering provider reimbursement options without mandatory transaction fees or have a default that  
31 includes mandatory fees, CDA consider pursuing legislation to disallow such practice.

32  
33 **Financial Impact:** None

34  
35 **Attachments:** None

36  
37 **Recommendation:** The house of delegates is asked to approve the following resolution:

38  
39 **Resolved, that CDA communicate directly with dental plans reimbursing dental providers**  
40 **for services rendered in California to offer provider reimbursement options without**  
41 **mandatory transaction fees, and if using such a fee-based payment method, it be on an**  
42 **opt-in basis by signature so that the burden does not fall on the dental provider to opt-**  
43 **out.**

44  
45 **Resolved, that if dental plans do not offer provider reimbursement options without**  
46 **mandatory transaction fees or utilize a default method with mandatory fees, CDA will**  
47 **refer to the appropriate CDA entity to pursue possible legislative action to disallow such**  
48 **practice.**