

1 TDA Strategic Plan 2020

2 2017 Proposed Revisions

3 Mission: Helping All TDA Member Dentists Succeed

4 **Background**

5 Strategic Plan 2020 is divided into three parts: Goals, Work Functions, and Assets. The Plan became
6 effective in 2016, and is now undergoing revision.
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9 Collectively, the three parts explain what an organization will achieve (Goals), what it needs to do well
10 in order to be effective and achieve the goals (Work Functions), and the resources it has available - and
11 must maintain - to ensure success (Assets).
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13 The Work Functions and Assets list the supporting projects for the 2017-2018 time period. Some
14 projects are continuations, others are new. These projects represent what the organization is capable
15 of doing, and needs to do to make success probable. Further, the plan brings discipline to the decision-
16 making process when determining how we allocate people, time, and money to the greatest benefit of
17 our members.
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19 **Understanding the Business of TDA**

20 The business model involves the use of dues and non-dues revenues to generate value to its members.
21 This value is one that a member could not create for themselves for the price of dues each member
22 pays. It's simple leverage: Member Value > Individual Dues Paid.
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24 The single-most important revenue and value factor is the member dentist. Without members, you
25 have neither revenue nor value as an association. To attract, earn, and retain members, we use
26 marketing and the value proposition. This is a relationship of multiples: Marketing x Value = Members
27 Earned.
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29 The marketing is basic and low-cost, a combination of calls, direct mail, email, social media, and
30 personal contact. For potential members, we present the member value offer and ask them to join. If
31 the potential member is a graduating dentist from a Texas dental school, we've likely established a
32 personal relationship starting their first year in dental school. And recently, we've begun more
33 aggressive efforts to reconnect with new members shortly after joining to engage them and present
34 the TDA membership value. We then re-engage with members who do not renew timely in order to
35 boost our renewal, or retention, rates.
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37 The value of membership is in the quality of the benefits, how we present the benefits, and the price
38 we charge. Part of the Plan revision includes new programs as well as a revamp of what we convey to
39 members as their benefits. Further, a new pricing structure was introduced in concept to the Board in
40 November 2016, and which is now under review by the ADA staff for feasibility. All of these changes
41 were as a result of surveying our members, and extrapolating the results to form a benefit package
42 that will meet the needs of the near-term.

43 Critical to our success, however, is that a member benefits package be used to its fullest extent,
44 probably four to five years. In other words, allow a new product package to work before making costly
45 changes in programs or benefits.

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47 While new member growth is important, increasing the retention rate deserves increasingly more
48 attention. This rate is amplified when member dentists are part of the marketing, working to establish
49 the personal and professional relationships that help all dentists succeed. More important,
50 established members can convey the intrinsic value – what you can't see but know it's there – that is
51 unique to association life.

52 *Proposed Revisions*

53 **Goals 2017-2018**

- 54 1. **Increase Net Gain.** Achieve an overall net gain to the Association that exceeds the prior two-year
55 average to account for inflation and revenue variances. 2017-2018 Target: \$107,743.
- 56 2. **Maintain Key Retention Rate.** Maintain a 95% retention rate among members who have
57 maintained membership for 2 to 8 years.
- 58 3. **Maintain Key Conversion Rate.** Maintain conversion rate of 95% of Texas dental school
59 graduates licensed in Texas and 50% of out-of-state graduates licensed in Texas from year of
60 graduation to the second full year of membership.

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62 **Work Functions 2017-2018**

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- 64 1. **Membership Growth and Retention**
- 65 • **Promote Real Member Benefits.** Continue refinement of the Member Value Offer (See
66 Appendix 1) to reflect bona fide programs and actively promote specific benefits, not just
67 TDA membership in general.
 - 68 • **Launch New Programs.** Based on prior research and focus group work, launch the *Practice*
69 *Management-Business Essentials* and *Component Society Mentor Group* programs.
 - 70 • **Establish Connections with Potential New Dentists from Outside Texas.** Commence
71 marketing to out of state dental schools with highest migration, pending available funds.
 - 72 • **Address the Dues Pricing Issue.** Allow the TDA Board to design and commence with gradual
73 implementation of changes in dues structure and membership categories, coordinating with the ADA
 - 74 • **Evaluate the Publications Business Model.** Evaluate whether the current publications and
75 information brands should continue as is or be revised to provide more customized content.
 - 76 • **Reduce Membership Lag Time.** Continue process to revise bylaws to allow immediate
77 membership of new dentists.
 - 78 • **Continue Outbound Marketing.** TDA central office will focus efforts on targeted
79 demographics of 1-8 years out and recent dental school graduates.
 - 80 ○ Increase outbound call volume to new and non-renewing members.
 - 81 ○ Continue with TDA and ADA-cobranding direct mail.
 - 82 ○ Maintain if not increase presence in dental schools through TDA and TDA affiliate
83 events.
 - 84 ○ Increase social media

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2. **Governance Structure and Policy**
 - **Commence with Simplifying Policy.** Develop a program that simplifies the policies and policy-making process. (See Appendix 2)
 - Codify (organize) related policies from governance documents under a common numbering system.
 - Utilize the TDA Code of Ethics and Code of Corporate Responsibility as primary policies for positions and actions. The TDA Association Policy will serve as reference guide to decision-making while codifying relevant policy and procedural items.
 - Where appropriate, revise policies to simplify and make relevant.
 - Authorize Board to amend certain sections of the By-Laws by a 2/3 majority vote.
 - **Restructure Councils and Committees.** Reduce the total number of councils and committees and modernize duties and responsibilities. (See Appendix 3)
 3. **Support of Governance**
 - **Reduce the cost of governance; repurpose resources.** Assign a task force to study alternative governance models that would include both structure and operations, and/or the frequency and scheduling of governance meetings.
 - **Alternatives to Current House & Leadership Conference Cycle.** TBD
 - **Training and Leadership Guides.** Utilize written and digital materials to help council and committee chairs develop work plans, ensuring efficient use of volunteer time and successful leadership years.
 4. **Provide Resources to Component Societies**
 - **Focus Financial Support.** Consider funding of up to 50% of event or program costs for component societies with initiatives focused on dental school students (Texas and out-of-state Texas schools) or faculty.
 - **Provide Membership Development Support.** Continue development of contact lists, marketing scripts and materials, Aptify support, and information.
 5. **Collect and use Data on Member Needs**
 - **Survey.** Develop membership value survey tool for deployment in 2018. Include future concepts for post-2020 consideration.

Assets 2017-2018

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1. **Core Asset - TDA Members**
 2. **Smiles Foundation/TMOM**
 - **Alignment.** Consider better alignment of TDA and Foundation Strategies to improve care in needed areas, membership growth, and development of new dentists in a community care setting.
 3. **FSI/MBL**
 - **Alignment.** Increase dialogue between the TDA and FSI Boards to better understand future business plans and common financial goals.

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4. **DENPAC**

- Increase PAC balance and donor base in accordance with DENPAC Board of Directors marketing plan.

5. **Brand Awareness**

- Protect and advance the TDA brand when opportunities arise.

6. **KEY - Financial Strength**

- Utilize portion of non-dues revenue for build-up of resources for future growth.
- Continue review of all invested and real property assets for most effective return and long-term positioning for the Association, including needed revisions of investment policies.
- Compel councils, committees, and the 15th ADA Delegation to submit work plans to better manage meeting expenditures.

7. **Organizational Capacity of TDA Volunteers, Staff, & Alliance**

- Continue emphasis on training and use of web-based tools to assist leadership.
- Determine time allocations needed for ad hoc projects that depart from the established strategic plan.

APPENDIX 1

The Revised Membership Value Offer

* Result of realignments, consolidations, and new programs

- 157 • Advocacy
 - 158 ○ Legislative and Regulatory Advocacy
 - 159 ○ Medicaid & CHIP Advocacy and Compliance Information
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- 161 • Information
 - 162 ○ *Texas Dental Journal*
 - 163 ○ *TDA Today Print & Online Version (Member Audience)*
 - 164 ▪ *Syndicated TODAY Content Segments: The Root, The Navigator, Community Oral*
 - 165 *Health (Fluoride), Insurance Topics, Business and Contract Content, Addiction*
 - 166 *Recovery*
 - 167 ○ *Smart Mouth Print and Website (Patient Facing)*
 - 168 ○ **Future analysis should consider consolidating and customizing content based on**
 - 169 **member focus group or other testing format**
- 170
- 171 • Professional & Career Development
 - 172 ○ Texas Meeting – The largest dental meeting in Texas for continuing education and
 - 173 exhibits
 - 174 ○ Peer Review – Complaint resolution for dentists and patients. *Limit to member dentists.*
 - 175 ○ **(New) Practice Mentorship Program for Component Societies.** Synopsis: The
 - 176 mentorship program will involve 2 members of varying tenure, joined with 5-7 new
 - 177 members in practice less than 5 years. Incentive will be per meeting reimbursement for
 - 178 basic expenses covered by the host member. Total funds will be capped. Renewal
 - 179 analysis will be run on mentor group participants compared to non-participants.
 - 180 ○ **(New) Practice Management-Business Essentials Series.** Synopsis: In partnership with
 - 181 flagship business schools, develop programs to teach business essential skills to member
 - 182 dentists.
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- 184 • Public Oral Health & Dental Awareness: TDA Brand Awareness & Dental Identity
 - 185 ○ Charitable and Access to Care Initiatives: Community based missions & long-term impact
 - 186 projects, ER diversion
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- 188 • Purchasing & Services
 - 189 ○ TDA Perks Vendors – Services for Dental Practices & Career Advancement
 - 190 ○ Connection to ADA-offered Benefits
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- 192 • ADA Benefits
 - 193 ○ Awareness of practical, ready to use ADA member benefits
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APPENDIX 2

Codification & Governance Documents

Texas Dental Association Codification Policy Guidelines

- I. Background
 - a. Location of policy provisions related to same or similar topics in various documents
 - b. Need for awareness of applicable policies by members and staff
 - c. Need for efficient research of policies
 - d. Codification, using a common numbering system and aggregating related policies in a single location, will enable more efficient use and management of governing documents
- II. Codification Policy
 - a. The policy provisions contained in this resolution shall be known as the “TDA Codification Policy,” (“Codification Policy”).
 - b. Definition: Codification is the process of organizing and categorizing policies of the TDA.
 - 1. Common titling and numbering format
 - 2. Process for recording and disposition of current and future policies
 - 3. List of governing documents and their application (similar to current list maintained in Association Policy, expanded to include the purpose of the document)
 - 4. Construction of resolutions
 - 5. Construction of policy documents
 - 6. Process for executing and managing codification
 - c. Codification resolutions affecting current, or existing, policy shall be non-substantive changes of numbering and arrangement of policies only, and not change the intent, meaning, or outcome of a given policy without due notice in the background statement.
 - d. Future changes in policy shall utilize, to the greatest extent possible, the codification provisions set forth in the Codification Policy.
- III. Resolutions and Motions
 - a. Resolutions shall apply to enactment, amendment or recessions of policy change or budget adoption. Ceremonial, congratulatory, awarding or electing resolutions may be adopted and as such are not subject to codification and shall be disposed in Session Policy.
 - b. Motions by an authorized body suffice to enable action or a transaction, and are procedural with respect to conduct of business.
- IV. Current Policy
 - a. Policy in effect as of June 1, 2017, shall remain in effect unless the terms of the policy provision are duly amended, suspended, or rescinded.
 - b. Unless a policy is subject to a resolution applying the Codification Policy, the numbering and location of the policy shall remain unchanged.
- V. Prospective Policy, Application & Limitations
 - a. Any policy enacted by introduction of a resolution after June 1, 2017 shall be subject to Codification Policy.
 - b. Codification does not apply to
 - 1. Budget
 - 2. Ceremonial, congratulatory, awarding, or electing resolutions.

- 242 VI. Codification Citation, Protocol, and Enactment
243 a. Policy shall be cited by name preceded by specific part concerned.
244 b. Example:
245 Title IV, Finance & Accounts
246 Section 200.001, Finance & Accounts
247 c. Protocol shall be as follows:
248 1. Title - numbered in Roman numeral, indicating a major section
249 2. Chapter #
250 3. Section # with extension following decimal up to 3 places (e.g., 200.001)
251 4. Subsection lower case alpha in parenthesis “()”
252 5. Subdivision # in ()
253 6. Paragraph (upper-case alpha) in ()
254 7. Subparagraph in lowercase roman digit in (i)
255 8. With the above system as established in 1-7 appearing as follows (example):
256 Title I
257 Chapter 1
258 Section 100
259 Subsection (a)
260 Subdivision (1)
261 Paragraph (A)
262 Sub paragraph (i)
263 Or, alternatively
264 Title I
265 Chapter 1
266 Section 100.001 (a) (1) (A) (i)
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268 *[Drafting Note. For comparison, the following is an excerpt from the current*
269 *Bylaws to illustrate the numbering format. A similar system can be continued,*
270 *though should be applied to other documents.]*
271 *Chapter. I MEMBERSHIP*
272 *SECTION 20. QUALIFICATIONS*
273 *C. STUDENT MEMBER*
274 *a. etc.*
275 9. Header or footer listed with the applicable policy section or division may contain
276 special provisions related to
277 a. Effective and expiration dates
278 b. Citations of original or amending resolution(s).
279 **d. Resolutions, Disposition and Session Policy**
280 1. Existing policies subject to recodification and newly enacted policies shall be
281 disposed of in accordance with the cited codification system noted in the enabling
282 resolution.
283 2. Enactment of new or amending policy, including rescissions, shall occur by
284 resolution, and include the following:
285 a. Background stating the nature of the issue or problem and summary statement
286 of change such that it is reasonably understood.
287 b. “Resolved, that the following be enacted” to distinguish start of policy language.
288 c. Narrative of the policy provisions to be enacted, amended, created, rescinded
289 or otherwise affected as enumerated under the Codification protocol.

- 290 d. Effective and expiration dates, if applicable.
- 291 e. Resolutions will be in long form, showing the policy to be amended or
- 292 rescinded, if applicable, and strike through language to be deleted and
- 293 underline language to be added or given effect.
- 294 f. A resolution number will be assigned upon referral or final adoption.
- 295 g. Upon enactment, a TDA staff member, the Council on Constitution and Bylaws
- 296 or the Secretary-Treasurer shall enroll each adopted resolution in Session Policy
- 297 in order of the resolution number for each year, as authorized by the Secretary-
- 298 Treasurer.
- 299 (1) Enrolled policy has effect.
- 300 (2) Session Policy serves as depository of all original resolutions duly
- 301 enacted.
- 302 h. The Council on Constitution and Bylaws, TDA staff, or Secretary-Treasurer shall
- 303 incorporate enacted policies in Session Policy into codified policies, excluding
- 304 background statement, with the Council on Constitution and Bylaws having final
- 305 review.
- 306 i. The Council on Constitution and Bylaws shall assign an appropriate codification
- 307 if a policy provision is not codified in the enabling resolution, or not otherwise
- 308 properly referenced.
- 309 (1) Validation resolutions will be recommended to the Board of
- 310 Directors or House of Delegates.
- 311 (2) Format shall contain non-codification resolution followed by
- 312 codification version of policy provisions.
- 313 (3) Assigned codification by the Council on Constitution and Bylaws
- 314 shall be non-substantive and shall not be construed to change the
- 315 meaning, repeal or give unintended effect.
- 316 (4) If there is conflict between the original resolution and the codified
- 317 version the resolution prevails.

318 VII. Session Policy

- 319 a. Serves as depository of all original resolutions that are duly adopted. The terms
- 320 “original resolution” and “resolution of origin” have equal meaning.
- 321 b. Resolutions shall be enrolled, or entered, into Session Policy in accordance with a
- 322 numbering system that indicates the sequential order of passage and the policy year in
- 323 which it is adopted.

324 VIII. Governing Documents and Procedural Manuals; Consolidation and Alignment

- 325 a. See Beta Lists (excerpt table, below)

Current	Proposed	Proposed Contains
Charter (Articles of Incorporation) Constitution Bylaws Peer Review Manual Judicial Manual Recall Manual	Record of Actions, Governing Bodies	
	Board Minutes	Record of meetings, actions, and minutes or reports received from councils, committees, and task forces
TDA Principles of Ethics and Code of Professional Conduct	House Minutes	Record of meetings, actions, and minutes or reports received from caucuses

Current	Proposed	Proposed Contains
Association House Policies of Governance Association Board Policies of Governance	ADA 15 th Delegation Minutes	Record of meetings, actions, and reports received from committees or ADA
House of Delegates Manual	Record of Adopted Policies	
Board of Directors Manual Minutes of the House of Delegates Minutes of the Board of Directors	Session Policies	Resolutions and budgets to be codified into Constitution & By- Laws or Consolidated Governance Manual; temporary depository
Caucus Procedures, Campaigns, Nominations and Elections Manual Reference Committee Manual	Constitution & By- Laws	Legally required provisions for Association governance and membership, charter, authority for amendment, and codes of ethics and conduct. Establishes committees and councils.
Secretary-Treasurer Manual Speaker of the House Manual Editor's Manual	Consolidated Governance and Policy Manual	Common governance, specific governance, policy, and business operations provisions and specific provisions related to governing operations (Board, House, Council, Committees, Caucus, Officers, etc.). Manual would be logically organized in accordance with applicable governing body or association policy.
	Budget	Revenue projection and authorized spending
	Record of Plans	
	Strategic Plan	Operating and strategic management document; not an official policy though a recognized instrument to guide decision-making.

- 326 b. Governing documents shall have a table of contents and Index.
- 327 c. The Council on Constitution and Bylaws or its successor shall present a work plan to the
- 328 Board of Directors that identifies an intent to complete a reasonable portion of the
- 329 consolidation and alignment identified in subsection (a), above, beginning on or after
- 330 June 1, 2017.

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APPENDIX 3A

Proposed Council Structure for the Texas Dental Association

BACKGROUND

The Texas Dental Association is comprised of councils and committees, which perform an array of work that includes analysis of issues to producing tangible work product that directly benefits the Association and its members. Other functions are related to the management of the Association.

Multiple councils and committees requires resources, primarily the commitment of time by volunteers. In recent fiscal years, the cost of councils and committees combined is approximately \$200,000 per year. The number of members on any given body is a cost factor if travel for meetings is required. The overall efficiency, however, seems to be linked to how well volunteer time is utilized, the number of actively participating members, and the ability of staff to support those groups with more comprehensive needs in the fulfillment of the Association's mission.

Consolidating the councils and committees is an umbrella for more comprehensive changes. For instance, adding more seats to increase the number of actively participating members where needed, and redefining the duties to more accurately - if not practically - reflect the purpose of each body will work to increase efficiency in governance.

CHAPTER IX COUNCILS, COMMITTEES, AND ORGANIZATIONS

Section 10. NAME.

A. COUNCILS. The Councils of this Association shall be:

Council on The Annual Meeting and Professional Conferences (CAMPC)

Council on Dental Licensing, Standards, and Education (CDLSE)

Council on Governance Policy (CGP)

Council on Legislative, Regulatory and Governmental Affairs (CLRA)

Council on Membership, New Dentists, and Students (CMNS)

Council on Peer Review and Judicial Affairs (CPRJA)

Council on Professions and Trends (CPT)

Council on Public Health and Access to Care (CPHAC)

B. INTERIM LEADERSHIP COUNCIL. There shall be an Interim Leadership Council whose purpose and duties are enumerated in Section 220 of this chapter.

C. COMMITTEES. There shall be such committees of this Association as provided for in its governing documents.

SECTION 20. COUNCIL MEMBERS, NOMINATIONS AND ELECTIONS.

A. COMPOSITION. All councils of this Association, except as otherwise provided for in these *Bylaws*, shall be composed of voting members equally representing the four territorial divisions, with one or more members representing each of the four divisions on a rotating basis, and one or more non-voting New Dentist member that has graduated from dental school within the ten years prior to their nomination and election. The New Dentist non-voting member(s) shall be nominated and elected at large. A New Dentist member is not precluded from serving (or, may serve) as a voting member of a Council if duly elected to one of the voting divisional seats on the council, and such election shall not preclude the election of any at-large non-voting New Dentist members.

379 **B. NOMINATIONS.** Nominations for all Councils and Standing Committees of this Association shall be
380 proposed by the President-elect with the approval of the Board of Directors. The President-Elect in
381 consultation with the respective divisional officers shall submit such recommended nominations to the
382 Board of Directors at the last Board meeting prior to the Annual Session of the TDA House of Delegates.

383 Nomination of voting members shall rotate clockwise among the divisions. Additional nominations may
384 be made by the House of Delegates unless otherwise provided for in these *Bylaws*.

385 **C. ELECTION.** The House of Delegates shall annually elect the council members of this Association in
386 accordance with Chapter IV, Section 30Bc unless provided otherwise in these *Bylaws*.

387 **SECTION 30. ELIGIBILITY.** All members of councils or committees must be active, life or retired
388 members in good standing and not under active discipline of this Association, except as otherwise
389 provided for in Section 190 of this Chapter. Members of the Council on Peer Review and the Council on
390 Ethics and Judicial Affairs must have previous training and experience on the Component level.

391 **SECTION 40. CHAIR.** Except as otherwise provided for in these *Bylaws*, the chair of each council or
392 committee shall be appointed by the Board of Directors annually and shall be a voting member of the
393 Council or Committee.

394 **SECTION 50. ADDITIONAL PERSONNEL.** When essential to the fulfillment of the task of a council or
395 committee, the chair may request the Board of Directors to authorize the appointment, by the President,
396 of additional council or committee personnel on the basis of technical qualifications and geographical
397 advantages. Such supplemental personnel shall be non-voting, subject to the rules and regulations of
398 the Association, and, when expenditures of funds to accomplish the specific duty assigned are involved,
399 shall be eligible for reimbursement according to the policy of the Association. The period of service of
400 such supplemental personnel shall terminate when the task assigned is completed, or as provided in
401 Section 230 of this Chapter.

402 **SECTION 60. EXECUTIVE SESSION.** A council or committee may call an executive session. The executive
403 session shall not exclude council members, Board Liaisons and consultants authorized by these *Bylaws*.

404 **SECTION 70. TERM OF OFFICE.** Except as otherwise provided in these *Bylaws*, the term of office of
405 voting members of councils shall be four (4) years, the term of office for the New Dentist member shall
406 be two years. The consecutive tenure of a member of a council or committee shall be limited to two (2)
407 full terms, except as otherwise provided for in these *Bylaws*.

408 **SECTION 80. VACANCY.** In the event of a vacancy in the membership of any council or committee, the
409 President shall appoint, with the approval of the Board of Directors, a member of the Association
410 possessing the same qualifications as established by these *Bylaws* for the previous member to fill such
411 vacancy until a successor is elected by the next House of Delegates for the remainder of the vacant
412 term. In the event such vacancy involves the chair of the council or committee, the President shall have
413 the power to appoint an *ad interim* chair.

414 **SECTION 90. TRANSACTION OF BUSINESS**

415 **A. QUORUM.** A majority of the voting members of any council or committee shall constitute a quorum
416 for the transaction of business.

417 **B. VOTE.** Councils may transact business in accordance with the laws of the State of Texas via mail
418 ballot, including (confidential / secure) electronic mail vote unless it is restricted by the Board's
419 established rules and procedures on the use of ballots circulated and returned by U.S. mail, overnight
420 courier, facsimile transmission, or electronic mail.

421 **SECTION 100. PRIVILEGE OF THE FLOOR.** Chairmen and members of councils and committees who are
422 not members of the House of Delegates shall have the right to participate in the debate on their
423 respective reports but shall not have the right to vote.

424 **SECTION 110. REPORTS.** Each council or committee shall submit a report of each meeting or its
425 activities, if any, with action and recommendations to the Board of Directors. If written, reports shall be

426 available at least five (5) days prior to the meeting of the Board of Directors at which it will be
427 considered and contain a brief summary of the contents if the report exceeds 250 words, excluding
428 attachments that are not council, committee, or staff work product. An annual compilation of all council,
429 committee and other reports will be submitted to the House of Delegates. The minutes of the Board,
430 once adopted or amended, will serve as the official record for any verbal reports.

431 **SECTION 120. REMOVAL FOR CAUSE.** The Board of Directors may remove a council or committee
432 member for cause in accordance with procedures established by the Board of Directors, which
433 procedures shall provide for notice of charges, including allegations of the conduct purported to
434 constitute each violation and a decision in writing which shall specify the facts which substantiate any
435 and all of the charges.

436 **SECTION 130. SUNSET REVIEW.**

437 Each council and committee shall be required to undergo a sunset review by the Senior Directors and
438 the Board Liaisons to the Councils that are being reviewed every four (4) years or whenever directed by
439 the Board of Directors. This section shall have effect unless another provision is adopted that governs
440 the review of councils and committees by way of sunset review, relevance, or necessity.

441 **SECTION 140. COUNCIL ON THE ANNUAL MEETING AND PROFESSIONAL CONFERENCES.**

442 **A. COMPOSITION.** The Council on The Annual Meeting and Professional Conferences shall be
443 composed of five (5) active, life or retired members, and the most recent eligible past chair not currently
444 serving on the council.

445 **B. DUTIES.** The Council shall be responsible for the general planning and oversight of the Annual
446 Session subject to approval of the Board of Directors as provided in Chapter V, Section 40B,h these
447 *Bylaws*.

448 **SECTION 150. COUNCIL ON DENTAL LICENSING, STANDARDS AND EDUCATION.**

449 **A. COMPOSITION.** The Council on Dental Licensing, Standards and Education shall be composed of eight
450 (8) voting members and two (2) non-voting New Dentist members in accordance with section 20A of this
451 chapter.

452 **B. DUTIES.** The duties of this council shall be:

453 a. To act as a liaison, monitor, advise and maintain data on all facets of dental licensing, standards and
454 education; dental workforce education and distribution; and, supporting industries and related entities
455 that are part of or affect the practice of dentistry.

456 b. To formulate and recommend policies and programs relating to the principles of the practice of
457 dentistry, including the professional responsibilities for providing all dental-related services.

458 c. To study, evaluate and monitor the effects of different practice models as they affect the delivery of
459 patient care and the role of the employed or owner dentist.

460 d. To act as liaison between the Texas Dental Association and the dental assistants and dental hygienists.

461 e. To act on behalf of this Association in maintaining effective liaison with the American Dental
462 Association, schools of dentistry and state and federal agencies on matters relating to the education and
463 the distribution of dental manpower in Texas.

464 f. To represent this Association in all matters relating to education, educational advancement and other
465 areas of study relating to the art and science of dentistry.

466 g. To develop and maintain statistical data on governmental regulations and other directives now in
467 effect or proposed which would affect education and distribution of dental manpower.

468 h. To maintain in the Central Office demographical information on areas of saturation and shortages of
469 dental manpower in Texas.

470 i. To promote to dental students and to dentists not yet in practice consideration of dental manpower
471 shortages for the establishment of their dental practices.

472 j. To formulate and recommend policies relating to the principles of private practice.

473 k. To promote methods of disseminating information in concert with recognized health agencies, e.g.

474 American Heart Association, American Cancer Society.

475 I. To maintain a placement Information Service.

476 **SECTION 160. COUNCIL ON GOVERNANCE POLICY**

477 **A. COMPOSITION.** The Council on Governance Policy shall be composed of four (4) voting members
478 and one (1) non-voting New Dentist members in accordance with section 20A of this chapter.

479 **B. Duties.** The duties of this council shall be:

480 a. To consider, review and revise proposals for amending the Governing Documents of the Texas Dental
481 Association. Revisions shall only affect proper language, style, and form, and not change the intent of
482 the original or amending resolution.

483 b. To annually review the Constitution and Bylaws and all House of Delegates actions of the American
484 Dental Association related to the Governing Documents of the Texas Dental Association and submit
485 appropriate recommendations.

486 c. To assist, upon request, component committees on constitution and bylaws by reviewing their
487 constitution, bylaws, and/or code of ethics and recommend necessary corrections.

488 f. To act as the Standing Committee on Constitution and Bylaws, under the direction of the Speaker of
489 the House, during each annual session of the House of Delegates. The composition and duties of the
490 committee shall be in accordance with Chapter IV, Section 150A of these *Bylaws* and include:

- 491 1. Recording and reporting the roll call of the House of Delegates at each meeting.
- 492 2. Recording and reporting a division of the House or ballot vote.
- 493 3. Reporting, in consultation with the Speaker and the Secretary of the House of Delegates, on
494 matters relating to order of business and special rules of order.
- 495 4. Reporting on all matters referred to the committee, including any recommendations, to the
496 House of Delegates.

497 g. To annually review and update the Governing Documents of this Association based upon the actions
498 of the TDA House of Delegates and the actions of the Board of Directors.

499 h. To review the minutes of the TDA Board of Directors to ensure compliance and consistency of actions
500 taken with the Governing Documents of the Texas Dental Association.

501 **SECTION 170. COUNCIL ON LEGISLATIVE, REGULATORY AND GOVERNMENTAL AFFAIRS.**

502 **A. COMPOSITION.** The Council on Legislative and Governmental Affairs shall be composed of six (6)
503 voting members and two (2) non-voting members. The President-elect and the Past-president shall
504 serve as *ex officio* members with vote. Four (4) at-large voting members shall be elected in accordance
505 with Section 30 and Section 40 of this chapter. The Chair of DenPac shall serve as an *ex officio* member
506 without vote. The Alliance of the Texas Dental Association shall nominate one (1) member to serve on
507 the Council without vote.

508 **B. TERM OF OFFICE.** Members of this Council shall serve a one-year term with no limitation in the
509 number of consecutive terms served.

510 **C. DUTIES.** The duties of this Council shall be:

511 a. To keep the membership informed on all important legislation or other matters that are related to the
512 dental health of the public or the practice of dentistry in the State of Texas, and make appropriate
513 recommendations thereon.

514 b. To protect and further the interests of the public and dental profession in matters of legislation,
515 regulations and actions by executive branch agencies.

516 c. To maintain liaison with legislative agencies of allied professional groups and Associated Councils and
517 Committees with interests or common duties related to public policy and the practice of dentistry. .

518 d. To study and consider all matters relating to the Federal Dental Services and make suitable
519 recommendations to the Board of Directors for approval by the House of Delegates.

520 e. To provide nominations to the Board of Directors for vacancies in governmental offices relevant to
521 dentistry, the general welfare and economic climate of the state, and public oral health.

522 f. To evaluate all potential nominee recommendations for governmental office and make
523 recommendations to the Board of Directors. The Board of Directors shall make final approval of the
524 nominations. The President or his/her appointed representative shall present the nominations to the
525 Governor at an appropriate time recommended by the TDA Lobbyist.

526 **SECTION 180. COUNCIL ON MEMBERSHIP, NEW DENTISTS, AND STUDENTS.**

527 **A. COMPOSITION.** The Council on Membership, New Dentists, and Students shall be composed of eight
528 (8) voting members, two (2) non-voting New Dentist members and one (1) student member nominated
529 by the American Student Dental Association elected in accordance with section 20A of this chapter.

530 **B. DUTIES.** The duties of this council shall be:

531 a. To evaluate data and information that affect membership recruitment and retention.

532 b. To develop and promote strategies and programs related to membership recruitment and retention,
533 with emphasis on engaging new dentists and students.

534 c. To disseminate training material, marketing strategies, and available resources to component
535 societies.

536 d. To coordinate with and support cost-effective and innovative membership activities of the ADA and
537 Component Societies.

538 e. To coordinate its activities with other councils of the Association.

539 f. To provide information and liaison with other Councils and Committees concerning matters related to
540 membership and new dentists. The chair may elect one or more new dentist members of the Council to
541 serve in liaison capacity as deemed necessary.

542 g. The Council shall appoint a member to serve as a non-voting liaison to each of the following councils
543 and committees:

544 1. Council on Annual Meeting and Professional Conferences

545 2. Strategic Affairs Committee

546 3. Council on Professions and Trends

547 4. Council on Dental Licensing, Standards, and Education

548 5. Council on Legislative and Governmental Affairs

549 **SECTION 190. COUNCIL ON PEER REVIEW AND JUDICIAL AFFAIRS.**

550 **A. COMPOSITION.** The Council on Peer Review and Judicial Affairs shall be composed of four (4) voting
551 members and one (1) non-voting New Dentist members in accordance with section 20A of this chapter.

552 **B. DUTIES.** The duties of this Council shall be:

553 a. To promote and enforce ethical standards in highest accordance with The *Principles of Ethics* and
554 *Code of Professional Conduct* of the Texas Dental Association and the American Dental Association.

555 b. To train component judicial committee chairmen and members in proper procedures to ensure that
556 fair procedure safeguards are provided to all members and applicants for membership.

557 c. To advise component judicial committees on the procedures of their committee activities.

558 d. To act as an initial tribunal for judicial hearings in accordance with the Texas Dental Association
559 *Judicial Manual*, the American Dental Association *Guidelines for Disciplinary Hearings*, and Chapter IX of
560 these *Bylaws*.

561 e. To refer appropriate complaints and report disciplinary actions involving quality of care to the State
562 Board of Dental Examiners following conclusion of a judicial hearing.

563 f. To take no action on, but forward, complaints regarding non-TDA members to the State Board of
564 Dental Examiners.

565 g. To advise an accused member of his/her right of appeal to the Council on Ethics, Bylaws and Judicial
566 Affairs of the American Dental Association.

567 h. To consider and make recommendations on all petitions of recall, which have been referred to the
568 Council and forward these petitions and recommendations to the Board of Directors of this Association.

569 i. To review, and make recommendations for changes to the *TDA Principles of Ethics and Code of*

570 *Professional Conduct.*

571 j. To serve in an advisory capacity to component peer review committees

572 k. To perform such other duties as outlined in the current *Peer Review Manual* of the Association.

573 **SECTION 200. COUNCIL ON PROFESSIONS AND TRENDS.**

574 **A. COMPOSITION.** The Council on Professions and Trends shall be composed of four (4) voting
575 members and one (1) non-voting New Dentist members in accordance with section 20A of this chapter.

576 **B. DUTIES.**

577 a. To monitor economic issues affecting dentistry, emerging trends, and practice innovations that are
578 broad in scope.

579 b. Disseminate information obtained within the Council's purview through membership-wide
580 publication and/or discussions with the TDA Board of Directors and the House of Delegates.

581 **SECTION 210. COUNCIL ON PUBLIC HEALTH AND ACCESS TO CARE.**

582 **A. COMPOSITION.** The Council on Public Health and Access to Care shall be composed of four (4) voting
583 members and one (1) non-voting New Dentist members in accordance with section 20A of this chapter.

584 **B. DUTIES.**

585 a. To monitor issues related to Medicaid and CHIP.

586 b. To serve as a clearinghouse for information and resources on Medicaid and CHIP.

587 c. To maintain a list of spokespersons around the state who can be called upon to represent the TDA in
588 matters relating to Medicaid and CHIP.

589 d. Develop and recommend appropriate policies relating to Medicaid and CHIP to the TDA Board of
590 Directors for consideration and possible implementation.

591 e. To cooperate with other Association councils or committees in developing and recommending
592 legislative and regulatory policy relating to access to care or public health.

593 f. To monitor and recommend policies of this Association concerning public and charitable health
594 centers, programs, and/or clinics.

595 g. To act as a clearinghouse for information and research on fluoride, related advocacy strategies, and
596 resources for TDA component societies, member dentists, and patients by designating material for
597 distribution using available publications and electronic media. To the extent possible, material
598 published by the American Dental Association shall be utilized.

599 h. To present at local component societies, at the request of the component society, on the issue of
600 fluoridation and available resources.

601 i. To act otherwise on fluoridation issues as directed by the Board.

602 j. To maintain liaison with component societies, health agencies and special interest organizations on
603 community health issues.

604 k. To conduct activities related to the benefits of cooperative dental-medical management in hospitals,
605 ambulatory care facilities, long term care centers, nursing homes, hospice, home health and any other
606 appropriate programs.

607 **SECTION 220. INTERIM LEADERSHIP COUNCIL.**

608 **A. COMPOSITION.** The Interim Leadership Council shall be composed of the following. The President,
609 who shall serve as chair, President-elect, Past-president, Secretary-Treasurer, the Speaker of the House
610 of Delegates, and the four Vice-presidents of the Texas Dental Association along with the Trustee of the
611 15th District of the American Dental Association shall serve as *ex officio* members with vote. Each
612 component dental society shall be represented by the president of said society or a designee thereof.

613 Each of the four territorial divisions shall be represented by three members who shall also be delegates
614 of said division to the House of Delegates. Two (2) at-large members shall be New Dentists and shall be
615 nominated and elected in accordance with Section 20B, C of this Chapter. There shall be one (1) student
616 member representing all of the dental schools of Texas nominated by the Board of Directors and elected
617 by the House of Delegates.

618 **B. PURPOSE.** To act as an advisory body, convened by the President of the Association, when the
619 House or Board is not in session.

620 **C. POWERS.**

621 **D. DUTIES.** The duties of this Council shall be:

622 a. To act as a conduit of information between the component societies, the Board of Directors and the
623 ADA 15th District Delegation.

624 b. To function as an advisory body, and shall consider and deliberate matters that are significant in
625 scope, and affect either the interests and future of dentistry or the operations and efficiency of the
626 tripartite.

627 c. To make policy recommendations to the Board of Directors and/or the ADA 15th District Delegation.

628 d. To meet at least annually and additionally at the call of the president or his or her designated chair, or
629 at the request of the Board of Directors.

630 **SECTION 230. SPECIAL COMMITTEES: APPOINTMENT AND TERM.** Special committees or taskforces of
631 this Association may be created by the House of Delegates when in session or, when the House is not in
632 session, by the President with the approval of the Board of Directors, for the purpose of performing
633 duties not otherwise assigned by these *Bylaws*. Such special committees may serve until completion of
634 their assigned task or until adjournment *sine die* of the next annual session of the House of Delegates,
635 whichever comes first. The authority for appointing the members of a special committee and their
636 number shall be set forth in the resolution creating such committee.

637

APPENDIX 3B

Proposed Committee Structure for the TDA Board Manual

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BACKGROUND

The Texas Dental Association is comprised of councils and committees, which perform an array of work that includes analysis of issues to producing tangible work product that directly benefits the Association and its members. Other functions are related to the management of the Association.

Multiple councils and committees requires resources, primarily the commitment of time by volunteers. In recent fiscal years, the cost of councils and committees combined is approximately \$200,000 per year. The number of members on any given body is a cost factor if travel for meetings is required. The overall efficiency, however, seems to be linked to how well volunteer time is utilized, the number of actively participating members, and the ability of staff to support those groups with more comprehensive needs in the fulfillment of the Association's mission.

The number of committees, in the current proposed structure, is significantly reduced. The duties are transferred to other committees and, in many instances, councils.

Of important note is the disposition of the Committee on the New Dentist. These responsibilities were transferred to a proposed Council on Membership, New Dentists, and Students. Further, the number of Council seats was increased to allow for both voting and non-voting new dentist members. Additionally, members of the Committee on the New Dentist are currently non-voting liaisons to councils and committees. Under the proposed structure, those liaison positions would be converted to non-voting members.

VII. COMMITTEES OF THE BOARD

A. STANDING COMMITTEES

The Board of Directors shall be organized into five (5) standing committees and such special committees or task forces as may be established from time to time. The Board may have such standing committees as it deems necessary to conduct the business of this Association. (Ref. Resolution 51-1996-H)

The standing committees are the Executive Committee; the Audit Committee; the Budget, Assets & Finance Committee; the Strategic Affairs Committee; and the 401(k) Plan Committee.

1. EXECUTIVE COMMITTEE

Composition: There shall be an Executive Committee of the Board of Directors composed of the President, President-Elect, the four (4) Vice-Presidents, and the Past President. The Speaker of the House of Delegates shall be an ex officio member without vote or the privilege of proposing resolutions. The Secretary of this Association shall be the Secretary of the Executive Committee without vote.

Meetings: The committee shall meet at its discretion, subject to the call of the President or any two (2) of its members, to handle interim business, between Board meetings. The Executive Committee shall report its actions to the subsequent scheduled meeting of the Board.

Duties: Duties shall include, but not be limited to

- 685 a. To receive from the Executive Director’s Office of the Texas Dental Association, the draft minutes of
686 the TDA Board of Directors and House of Delegates meetings. These minutes will be delivered within a
687 reasonable time following the conclusion of a meeting.
- 688 b. To review the draft minutes (see a. above), submit corrections to these minutes to the Secretary-
689 Treasurer, or his or her staff designee, and to initially approve these minutes within a reasonable time to
690 allow for review by the respective body having final adoption authority.
- 691 c. To study the present system relating to awards of this Association and to make appropriate
692 recommendations thereon.
- 693 d. To make recommendations to the Board of possible recipients of awards of this Association.
- 694 e. To select a recipient for the Distinguished Service Award in accordance with Resolution 111-1997-H.
- 695 f. To act as a liaison between the TDA Executive Director and the Board of Directors regarding personnel
696 issues and to be knowledgeable about the salary structure of the staff.
- 697 g. To act as a support mechanism to the Executive Director and offer insight and advise when requested
698 by the Executive Director.
- 699 h. To review and be knowledgeable about changes in staff personnel and to advise the Executive
700 Director to ensure that proper procedures are followed when terminations are necessary.
- 701 i. To be a conduit from the Board of Directors to the Executive Director for any information the Board of
702 Directors wishes to convey to the Executive Director concerning staff size, duties, or compensation.
- 703 j. To inform the Budget Committee of the Board of Directors concerns as to the size and cost of the staff
704 of the Association.
- 705 k. To review the Personnel Manual.
- 706 l. To conduct an annual performance review of the Executive Director of the Association and
707 recommend changes in duties and compensation to the Board of Directors by the November Board
708 meeting. The President may make ad hoc appointments from other members of the Board not serving
709 on the Executive Committee to bring different perspective and scrutiny to the evaluation.

710

711 **2. AUDIT COMMITTEE**

712 Composition: The Committee shall consist of two (2) members of the Board and two (2) non-Board
713 members and one consultant.

714

715 The committee members should be financially literate or must become financially literate within a
716 reasonable period of time. They should be able to read and understand fundamental financial
717 statements including balance sheets, income statements and cash flow statements.

718

719 The President will appoint the committee members and designate the chair, with Board approval, prior
720 to the first Board meeting after the House of Delegates Annual Session.

721

722 The President shall appoint a Non-Board consultant with additional financial experience, will be vetted
723 by the Finance and Audit Committee, and recommended for appointment by the President to serve as
724 the qualified “Financial expert consultant” for the Finance and Audit Committee. The Financial Expert
725 Consultant is not required to be a member dentist.

726

727 Requirements of the Financial Expert Consultant should include: • Have an understanding of generally
728 accepted accounting principles (GAAP) and financial statements. • Have the ability to access the general
729 application of GAAP in connection with the accounting for estimates, accruals and reserves. • Have an
730 understanding of internal controls and procedures for financial reporting. • Have an understanding of
731 the Audit committee function.

732

733 Meetings: Shall be subject to the call of the chair or any two (2) of its members.
734

735 Duties: Duties shall include, but not be limited to

736 a. The chair, along with other committee members designated by the chair, shall meet with the auditors
737 at the beginning and end of the audit process and report to the audit committee.

738 b. To meet as necessary to review the following:

739 (1) The audit report and management letters produced by the auditors.

740 (2) Internal financial policy and procedures.

741 (3) Financial position of the Association.

742 (4) Contracts

743 (5) Financial reports and illustrations used by the Board to determine the financial position or
744 projections for the Association or its subsidiaries.

745 c. The Audit Committee will submit the annual audit and, as needed, any other written reports and
746 recommendations to the Texas Dental association Board for final acceptance and approval.

747 d. The Audit Committee shall be responsible for recommending to the TDA Board of Directors an audit
748 firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The selection of an audit firm
749 shall be approved by the TDA Board of Directors. Commencing in 2018, an audit firm shall be contracted
750 to perform the annual audit for a one year period, with the contract being for no more than five
751 consecutive years with the right of the TDA to change auditors within the firm or rescind contract and
752 change audit firms at any given time giving reasonable notice in accordance with the terms of the
753 contract.

754 e. The Audit Committee may conduct oversight or make inquiry of the administration of any TDA
755 retirement plan that may be in existence, including the TDA 401(k) Plan, if the Board has established and
756 appointed another plan or oversight committee to do the same. Upon direction of the President or the
757 Board, the Audit committee shall assume the responsibilities and duties of any plan or oversight
758 committee.
759

760 **3. Budget, Assets and Finance Committee**

761 Composition: The committee shall be composed of the President, the President-elect, the Past
762 President, the four (4) Senior Directors, two (2) Directors and the Secretary-Treasurer. The Secretary-
763 Treasurer shall serve as chair without vote. The two (2) Directors shall be appointed by the President.
764 There shall also be two (2) TDA member dentist consultants that are familiar with the real estate market
765 in Austin, Texas to assist with building related duties. Such Consultants will be appointed by the
766 president and approved by the Board.
767

768 Meetings: Shall be subject to the call of the Chair or any two (2) of its members.
769

770 Duties: Duties shall include, but not be limited to

771 a. To prepare a budget for each fiscal year for approval by the Board of Directors and subsequent
772 adoption by the House of Delegates in accordance with Chapter IV, Section 140, A, c of these bylaws.

773 b. To assist the House of Delegates if the House considers matters requiring funds that are not provided
774 in the proposed budget as provided in Chapter IV, Section 140.

775 c. To review, report and make recommendations to the Board of Directors regarding the following:

776 (1) Finances of the TDA held in operating, non-operating, or investment accounts as outlined or
777 provided for in the Bylaws.

- 778 (2) Monthly reports for each account in which funds are invested and not held in cash for operating
779 purposes.
- 780 (3) At least yearly, the Investment Policy Statement, or its successor document, applicable to any
781 investment account.
- 782 (4) Annual disbursement amounts from the Relief Fund to be distributed to qualifying individuals
783 and/or charitable corporations as per Bylaws or resolution.
- 784 (5) Amounts and appropriate percentages of funds to be held in the Reserve Division or other
785 accounts to cover unanticipated or unfunded obligations.
- 786 (6) Engagement of professional finance managers or consultants as needed.
- 787 d. To Advise, guide, and work with the assigned staff person to conduct oversight of operations,
788 maintenance, repairs, and future needs and functionality of TDA real property, with necessary reports to
789 the Board of Directors.

790

791 **4. Strategic Affairs Committee**

792 Composition: The committee shall be composed of four active, life or retired members, with at least two
793 members of the Board of Directors, one of whom shall be the President-Elect of this Association; the
794 President of the Texas Dental Association shall appoint the Chair.

795

796 Meetings: Shall be subject to the call of the Chair or any two (2) of its members.

797

798 Duties: Duties shall include, but not be limited to:

799 a. To conduct a sunset review of each council and committee as set forth by policy or whenever directed
800 by the Board of Directors.

801 b. To review a written comprehensive communication plan for the Texas Dental Association that
802 addresses internal and external communication to membership and the public and non-membership
803 respectively. The plan will further the goals of the Tripartite and support the mission, plan, and values
804 of the Association and not impede membership growth and retention efforts executed under separate
805 marketing plans. Further, the plan will ensure appropriate approval of messaging by the Board of
806 Directors or the Executive Committee when a matter is of such significance that it could not be
807 construed as routine communication or advocacy activity, or that is a departure from prior
808 communications.

809 c. To review existing communication programs and methods for distribution of issues and, if
810 appropriate, develop and recommend communications programs to the Board that incorporate
811 emerging technology.

812 d. To cause to be prepared a list of issues that are of significant scale and critical to dentistry and the
813 Tripartite. These issues shall be presented for consideration to the TDA Board of Directors to enable
814 action, if any, by the Board prior to the annual meeting of the House of Delegates.

815 e. To be responsible for the development, dissemination, and updating of a strategic plan for the
816 Association.

817 f. To submit reports to the Board of Directors, as needed, on progress regarding the plan and revisions
818 for the following calendar or leadership year. At a minimum, the committee will submit at least one
819 report to the Board at a meeting immediately prior to the meeting of the TDA House of Delegates.

820

821 **5. TDA 401(k) Plan Committee**

822 Composition: The committee shall be composed of the Executive Director and two employees, selected
823 by the Executive Director and approved by the TDA Board of Directors, with a third employee selected

824 as alternate to serve in the place of an appointed employee if either appointed employee is unwilling or
825 unable to serve.

826

827 Meetings: The committee shall meet at least once each quarter and additionally as necessary.

828

829 Duties: Duties shall include, but not be limited to:

830 a. To meet at least once each calendar quarter with the 401(k) Plan's investment advisor and third-party
831 administrator to conduct oversight of the performance of the investment options available to
832 participants of the Plan and aggregate measures of contribution, withdrawals, distributions, rollovers,
833 and allocations for all Plan assets.

834 b. To review periodic compliance testing performed and related reports prepared by the third-party
835 administrator or other applicable service providers.

836 c. To present, at the discretion of the committee, recommendations to the TDA Board of Directors
837 regarding the investment options or the service providers.

838 d. To submit to the TDA Board of Directors and the members of the Audit Committee, a report or
839 minutes of any meetings held.

840

841 **B. SPECIAL COMMITTEES OF THE ASSOCIATION**

842

843 The Board may, when the House is not in session, in accordance with the Bylaws, CHAPTER IX, Section
844 230, appoint special committees or task forces of the Association. All special committee's terms of office
845 shall terminate at the completion of their assigned task or at the end of the annual session of the House
846 of Delegates, whichever comes first.

847

848 **C. SPECIAL COMMITTEES OF THE BOARD**

849 The President, with Board approval, may appoint special committees or task forces, when the House is
850 not in session, as it deems necessary to carry out the duties of the Board. Board committees are those
851 committees appointed to carry out limited tasks at the Board's request, consistent with powers and
852 duties of the Board, with a report back to the Board; these special committees may or may not be
853 limited to current Board members.

854

855 **III. POWERS & DUTIES – BOARD OF DIRECTORS:**

856

857 **POWERS**

858

859 The Board of Directors, as established under the Bylaws, (Chapter V, Section 40), shall serve as the legal
860 and business representative of this Association vested with the full power to conduct all business of the
861 Association, subject to the laws of the State of Texas, the Articles of Incorporation, the Constitution and
862 Bylaws and the mandates of the House of Delegates. It shall have the power:

863 a. To establish rules and regulations not inconsistent with the Bylaws, or the policies of this Association,
864 to govern its organization and procedure.

865 b. To transact business in accordance with the laws of the State of Texas at meetings, including
866 telephone and electronic meetings. The Board may also take action outside of a meeting. Such action
867 must require unanimous affirmative vote of all Board members eligible to vote. Such action shall be
868 dated and signed manually or electronically and recorded by the Secretary-Treasurer. (Ref. Resolution
869 61-2015-B)

870 c. To cause to be published in or to be omitted from, any publication of the Association, any article in
871 whole or in part, except the editorials written or approved by the Editor.

- 872 d. To establish interim TDA policy when of a time sensitive nature and when the House of Delegates is
873 not in session. Such policies shall prevail only until the next meeting of the House of Delegates.
874 e. To appoint a member of the Board to act as liaison to each agency of this Association, as deemed
875 necessary, such liaison shall be without the right to vote.
876 f. To remove a council or committee member for cause in accordance with Section 130 of Chapter IX of
877 the Bylaws.
878 g. To appoint a Historian who shall collect equipment and items of historical value pertaining to
879 dentistry in Texas and the Texas Dental Association and place same in museums approved by this
880 Association. The Historian will prepare records concerning the history of this Association and shall keep
881 same up to date.
882 h. To establish dues for non-members on the recommendation of the Association's Council on
883 Membership, in cooperation with marketing programs of the American Dental Association. Such power,
884 when complying with the requirements of this section, shall not be considered in conflict with Chapter I
885 Section 70 H LOSS OF MEMBERSHIP AND REINSTATEMENT subsection c.

886
887 DUTIES

- 888
889 The duties of the Board of Directors, as established in the TDA Bylaws, Chapter V, Section 40B, are as
890 follows:
891 a. To monitor the management of the Association's property and to pay taxes.
892 b. To suggest candidates for Secretary-Treasurer of this Association, the Speaker of the House of
893 Delegates and the Editor of the Texas Dental Journal only when no candidate has been received by the
894 first quarter of the calendar year meeting of the Board of Directors.
895 c. To employ or discharge an Executive Director, to establish his/her salary, and define his/her duties.
896 d. To establish all stipends.
897 e. To nominate candidates for honorary membership for election by the House of Delegates.
898 f. To determine the date and place of the annual sessions of the Association at least four (4) years in
899 advance and provide for the management and general arrangements for each annual session consistent
900 with Chapter IX, Section 140B of the Bylaws.
901 g. To be custodian of the bonds of bonded employees.
902 h. To retain necessary legal services for the Association.
903 i. To act as Relief Committee for the Association.
904 j. To have audited by a reputable Certified Public Accountant licensed in Texas all accounts and records
905 of the Association for each fiscal year and present the findings of said audit to the House of Delegates at
906 each annual session.
907 k. To submit to the House of Delegates at the opening meeting of each annual session nominations for
908 councils and committees of the Association, except as otherwise provided in the Bylaws.
909 l. To review the annual reports and/or meeting minutes of all councils and committees of the
910 Association and present recommendations from such reports to the House of Delegates.
911 m. To submit an annual report to the House of Delegates of its activities.
912 n. To perform such other duties as are prescribed by the Bylaws.
913 o. To consider and make recommendations on all petitions of recall and refer these petitions to the
914 House of Delegates of this Association.
915 p. To perform such other duties as may be provided in the Bylaws.

916
917 ADDITIONAL DUTIES

- 918
919 a. Establish the per diem of those members who attend to the affairs of the Texas Dental Association,

- 920 except the President who shall receive no per diem.
- 921 b. Act on each proposal submitted to the House of Delegates recommending adoption, non-adoption or
- 922 modification unless time constraints prevent Board action prior to the meeting of the House of
- 923 Delegates. A vote to “transmit only” is considered a Board Action.
- 924 c. Discuss the Best Management Practices for amalgam waste during visits to component societies. (Ref.
- 925 Appendix A and Resolution 55-2006-B)
- 926 d. To study, or to appoint a special committee to study, matters relating to the internal affairs of this
- 927 Association, including but not limited to the working relationships of the appointed and elected officials
- 928 and volunteers of the organization.
- 929 e. To give final approval of the recommendations from the Council on Governmental and Regulatory
- 930 Affairs for nominations to governmental office. The President or his/her appointed representative shall
- 931 present the recommendations to the Governor in a manner recommended by the Chair of the Council or
- 932 the TDA governmental affairs director.
- 933
- 934 Dr. Ho moved the revisions