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**TEXAS DENTAL ASSOCIATION  
BOARD OF DIRECTORS**

**BOARD POLICY MANUAL**

(Revised March 2014 – Updated May 2018)

**I. COMPOSITION**

The Board of Directors of the Texas Dental Association is composed of the President, the President-Elect the Past President, the four Vice-presidents, the four Senior Directors and the four Directors. The Past President remains on the Board following his/her respective term as President of this Association. Each year four Directors are elected, one from each of the four Divisions of this Association. The Directors become Senior Directors of their respective Divisions the year following the year they serve as Directors. The four Senior Directors become Vice-presidents of their respective Divisions the year following the year they serve as Senior Directors. The Secretary-Treasurer shall be an *ex officio* member of the Board without the right to vote. The Speaker of the House of Delegates shall be an *ex officio* member of the Board without the right to vote or the privilege of proposing resolutions. An *ex officio* member is defined as one who is a member of a committee or board by reason of holding another office.

The Editor and the Parliamentarian are not members of the Board of Directors, but are required to attend all meetings of the Board.

Only Active, Life or Retired Members of the Texas Dental Association who are not under active discipline are eligible for election to the Board of Directors.

**CHAIR AND SECRETARY:** The President of this Association shall serve as Chair and preside at all meetings of the Board. The Secretary-Treasurer of this Association shall serve as recording officer of the Board and custodian of its records. The Secretary shall cause a factual record of the proceedings to be published as the official transactions of the Board.

In the absence of the President, the office of Chair shall be filled by the President-Elect or by the Past President in that order, and in their absence, a voting member of the Board shall be elected Chair pro-tem. In the absence of the Secretary, the Chair shall appoint a Secretary Pro-tem.

**II. BOARD OF DIRECTORS**

**A. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS**

**PRESIDENT**

**1. The duties of the President as provided in Chapter VI, Section 90 of the *Bylaws*:**

- a. To serve as official representative of this Association in its contacts with governmental, civic, business and professional organizations for the purpose of advancing the objectives and policies of this Association. (See also Resolution 106-2016-B)
- b. To serve as an *ex officio* member of the House of Delegates and to perform such duties as are provided in Chapters IV and V of the *Bylaws*.
- c. To be presiding officer of the Board of Directors of this Association.

- 51 d. To be the supervising authority of the Executive Director on behalf of the Board of Directors.  
52 e. To annually appoint the Parliamentarian for this Association who shall serve as the Speaker  
53 Pro-tem of the House of Delegates and serve as Speaker of the House should it become  
54 necessary for the Speaker to be absent.  
55 f. To call special sessions of the House of Delegates and special meetings of the Board of  
56 Directors as provided in Chapters IV and V of the *Bylaws*.  
57 g. To appoint, with approval of the Board of Directors, the members of all committees and such  
58 others as may be necessary to the work of this Association except as otherwise provided in  
59 the *Bylaws*.  
60 h. To submit an annual report to the House of Delegates at the first session concerning his/her  
61 activities during the year and present such matters as should be brought to the attention of  
62 the House, and may require House action  
63 i. To conduct annually a Presidents/Presidents-Elect conference for Component Society  
64 Presidents and Presidents-Elect.  
65 j. To perform such other duties as may be provided in the *Bylaws*.

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67 **2. Other duties**  
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- 69 a. The President and/or the Executive Director at the President's discretion shall sign all  
70 contracts entered into in the name of this Association. (Ref. Resolution 41-1991-H)  
71 b. The President and Executive Director shall review all letters of information or opinion  
72 generated by the Texas Dental Association, its subsidiaries or Foundations for possible  
73 referral to legal counsel for review prior to mailing. (Ref. Resolution 49-1997-H)  
74 c. To perform such other duties as may be requested by the Board of Directors or the House of  
75 Delegates.  
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77 **PRESIDENT-ELECT**  
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79 The President-Elect is elected by the House of Delegates in accordance with Chapter IV of the  
80 *Bylaws*. The term of office is three (3) years: the first as President-Elect, the second as President,  
81 and the third as Past President. The President-Elect should represent the membership at-large  
82 without regard to geographic location.  
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84 The year as President-Elect should be one of working with the President to implement his/her  
85 programs and of preparation for the following year as President. This preparation will include  
86 developing ideas for new programs and developing lists of candidates for councils and  
87 committees of this Association. (Ref. Section IX, E. Policies on Nominations, Appointments and  
88 Consultants)  
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90 **1. The duties of the President-elect as provided in Chapter VI, Section 90 of the *Bylaws*:**  
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- 92 a. To preside in the absence of the President.  
93 b. To assist the President as requested.  
94 c. To serve as an *ex officio* member of the House of Delegates.  
95 d. To succeed to the office of President at the next annual session of the House of Delegates  
96 following his/her election as President-elect.  
97 e. To serve on the Executive Committee, Budget Committee, Personnel Committee, and  
98 Internal Affairs Committee.  
99 f. To serve on the Council of Legislative and Regulatory Affairs.  
100 g. To serve as Chair of the Committee of Component Society Presidents.

- h. To serve as Liaison of the TDA Smiles Foundation.
- i. To perform such other duties as may be provided in the *Bylaws*.

**2. Other duties**

- a. To serve as a member of the Future Focus Committee
- b. To recommend nominees of Councils and Committees with the approval of the Board
- c. To advise potential Council/Committee nominees of the following via written communication (updated annually):
  - 1. Mission and goals of the Council/Committee;
  - 2. Terms of appointment; Chair, existing members and staff liaison for the Council/Committee;
  - 3. Anticipated obligations and responsibilities;
  - 4. Approximate number of meetings per year;
  - 5. Amount of time and travel required; and TDA covered expenses. (Ref. Resolution 85-2000-H)
- d. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

**PAST PRESIDENT**

**1. The duties of the Past President as provided in Chapter VI, Section 90 of the *Bylaws*:**

- a. To preside in the absence of the President and the President-elect.
- b. To assist the President as requested.
- c. To serve as an *ex officio* member of the House of Delegates.
- d. To serve as a member of the Executive Committee, Budget Committee, Personnel Committee, and Internal Affairs Committee.
- e. To serve as Chair of the Personnel Committee.
- f. To serve on the Council of Legislative and Regulatory Affairs.
- g. To be responsible for all arrangements for hosting VIP's at the Annual Session in consultation with the 15th District Trustee of the American Dental Association and the Executive Director of the Texas Dental Association.
- h. To perform such other duties as may be provided in the *Bylaws*.

**2. Other duties**

- a. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

**VICE-PRESIDENTS**

After the second year on the Board of Directors, the Senior Directors succeed to the office of Vice President of the Texas Dental Association, for the Senior Director's Division, for the third year of their term. This is provided for in Chapter VI, Section 30 of the *Bylaws*

**1. The duties of the Vice Presidents as provided in Chapter VI, Section 90 of the *Bylaws*:**

- a. To serve with equal rank as officers of this Association.
- b. To assist the President as requested.

- c. To serve as *ex officio* members of the House of Delegates.
- d. To have supervision of the professional welfare and interests of the membership in the Divisions they represent.
- e. To visit each of the component societies in their Divisions.
- f. To perform such other duties as may be provided in the *Bylaws*.

**2. Other duties**

- a. To serve as members of the Executive Committee of the TDA Board of Directors.
- b. To serve as liaison to Councils or Committees if appointed.
- c. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

**SENIOR DIRECTORS**

After the first year on the Board of Directors, a Director succeeds to the office of Senior Director of the Texas Dental Association, for the Director's Division, for the second year of his/her term. This is provided for in Chapter VI, Section 30 of the *Bylaws*

**1. The duties of the Senior Directors as provided in Chapter VI, Section 90 of the *Bylaws*:**

- a. To assist the President as requested.
- b. To serve as *ex officio* members of the House of Delegates.
- c. To serve at each session of the House of Delegates as a Committee on Credentials, Rules and Order.
- d. To perform such other duties as may be provided in the *Bylaws*.
- e. To succeed to the office of Vice-president of their Divisions at the close of the next annual session of the House of Delegates.
- f. To serve as members of the Sunset Review Committee as provided for in Chapter IX, Section 140 of the *Bylaws*. (Ref. Appendix E)
- g. To perform such other duties as may be provided in the *Bylaws*.

**2. Other duties**

- a. To serve as liaison to Councils or Committees if appointed.
- b. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

**DIRECTORS**

Directors are elected by the House of Delegates in accordance with Chapter IV of the *Bylaws*. The term of office is three (3) years: the first year as Director, the second year as Senior Director, and the third year as Vice President of this Association. During their term of office on the Board of Directors, each member has the duty of considering not only the interests of the members of their particular division or geographical area, but also the welfare of this Association, the dental profession as a whole and the public we serve.

**1. The duties of a Director as provided in Chapter VI, Section 90 of the *Bylaws*:**

- a. To assist the President as requested.

- b. To serve as *ex officio* members of the House of Delegates with the right to vote.
- c. To assist at each session of the House of Delegates as required or requested.
- d. To succeed to the office of Senior Director of his/her Division at the close of the next annual session of the House of Delegates following his/her election as Director.
- e. To perform such other duties as may be provided in the *Bylaws*.

**2. Other duties**

- a. To serve as liaison to Councils or Committees if appointed.
- b. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

**B. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS WITHOUT VOTE**

**SECRETARY-TREASURER**

**1. The duties of the Secretary-Treasurer as provided in Chapter VI, Section 90 of the *Bylaws*:**

- a. To serve as chair, without vote, of the Budget Committee.
- b. To serve as chair of Assets Oversight Committee.
- c. To serve as Secretary to the House of Delegates.
- d. To serve as Secretary to the Executive Committee, without the right to vote.
- e. To examine the income and expenses of this Association and report at each meeting of the Board of Directors.
- f. To be custodian of the records of the House of Delegates and the Board of Directors.
- g. To review and revise a Secretary-Treasurer manual triennially for presentation and adoption by the Board of Directors.
- h. To perform such other duties as may be provided in the *Bylaws*.

**2. Other duties**

- a. To serve as chair of the Minutes Review and Approval Committee.
- b. (Resolution 114-2015-B)
- c. b. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

**SPEAKER OF THE HOUSE OF DELEGATES**

**1. The duties of the Speaker as provided in Chapter IV, Section 110 of the *Bylaws*:**

- a. To serve as an *ex officio* member of the Board of Directors without vote.
- b. To serve as an *ex officio* member of the Executive Committee without vote or the privilege of proposing resolutions.
- c. To preside at all meetings of the House of Delegates without vote or the privilege of proposing resolutions.
- d. To determine the order of business for all meetings, subject to the approval of the House of Delegates, in accordance with Section 140B of this Chapter.
- e. To appoint tellers to assist him/her in determining the result of any action taken by vote.
- f. To appoint members of reference committees in consultation with the President, President-elect and the Past-president by the first Board of Directors meeting of the calendar year.

- g. To notify the divisional officers and the Committee on Credentials, Rules and Order, prior to the annual session, the number of delegates and alternates necessary to constitute a quorum.
- h. To meet with the divisional officers prior to the meeting of the divisional caucuses at the annual session to review the Rules For Caucus Procedures, Nominations, and Elections.
- i. To appoint a parliamentarian pro tem, should it become necessary for the parliamentarian to be absent during a session of the House of Delegates.
- j. To serve as presiding officer of the TDA Candidates Forum, unless the Speaker is in a contested race, at which time the Speaker Pro-tem will preside.
- k. To review and revise triennially a Speaker’s manual for presentation and adoption by the Board of Directors.
- l. To perform such other duties as may be provided in the *Bylaws*.

**2. Other duties**

- a. To serve as member of the Minutes Review and Approval Committee.
- b. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

**C. DUTIES OF NON-MEMBERS OF THE BOARD OF DIRECTORS WHO ARE REQUIRED TO ATTEND BOARD MEETINGS**

**PARLIAMENTARIAN**

The Parliamentarian is not a member of the Board of Directors but is required to attend all Board meetings.

**1. The duties of the Parliamentarian shall include:**

- a. To work under the direction of the President and the Speaker of the House of Delegates.
- b. To assist and advise the President and the Board of Directors when specifically requested by the President.
- c. To be educated in parliamentary procedures as referenced in the current edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure, and to be a certified parliamentarian or be in the process of certification.
- d. To attend all meetings of the Board of Directors and the House of Delegates.
- e. To serve as the Speaker Pro-tem of the House of Delegates, and will assume the duties of the Speaker should it become necessary for the Speaker to be absent.

**2. Other duties**

- a. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

**EDITOR**

The Editor is not a member of the Board of Directors, but is required to attend all Board meetings.

**1. The duties of the Editor as provided in Chapter VI, Section 90 of the *Bylaws*:**

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- a. To be Editor-in-Chief of all journals and publications of this Association and exercise full editorial control over such publications, subject only to the policies established by the House of Delegates, Board of Directors, and the *Bylaws* and provided such content is not in conflict with or contrary to the TDA's established policies, legislative agenda or advocacy efforts.
- b. To control the selection of scientific material published in the Journal. The Board of Directors may appoint associate editors, with the advice of the Editor, to gather scientific material for publication. Such associate editors shall serve no longer than the term of the Editor.
- c. To attend all meetings of the Board of Directors and the House of Delegates of this Association and the Annual Session of the American Dental Association.
- d. To hold no other elective office in this Association or the American Dental Association while serving as Editor, except the Editor may be elected as delegate or alternate delegate to the ADA House of Delegates from his/her respective Division.
- e. To cooperate with the successor upon termination of the Editor's term of office. Should the position of Editor become vacant ad interim, the Board of Directors shall appoint an Editor to act in the vacated position until such time as an Editor is nominated and elected in accordance with Chapter V, Sections 40B,b, and Chapter IV, Sections 30B,b and 150 of the *Bylaws*.
- f. To perform such other duties as may be provided in the *Bylaws*.

**2. Other duties**

- a. To serve as a member of the Communications Committee.
- b. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

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

**POWERS**

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

- a. To establish rules and regulations not inconsistent with the *Bylaws*, or the policies of this Association, to govern its organization and procedure.
- b. To transact business in accordance with the laws of the State of Texas at meetings, including telephone and electronic meetings. The Board may also take action outside of a meeting. Such action must require unanimous affirmative vote of all Board members eligible to vote. Such action shall be dated and signed manually or electronically and recorded by the Secretary-Treasurer. (Ref. Resolution 61-2015-B)
- c. To cause to be published in or to be omitted from, any publication of the Association, any article in whole or in part, except the editorials written or approved by the Editor.
- d. To establish interim TDA policy when of a time sensitive nature and when the House of Delegates is not in session. Such policies shall prevail only until the next meeting of the House of Delegates.
- e. To appoint a member of the Board to act as liaison to each agency of this Association, as deemed necessary, such liaison shall be without the right to vote.

- f. To remove a council or committee member for cause in accordance with Section 130 of Chapter IX of the *Bylaws*.
- g. To appoint a Historian who shall collect equipment and items of historical value pertaining to dentistry in Texas and the Texas Dental Association and place same in museums approved by this Association. The Historian will prepare records concerning the history of this Association and shall keep same up to date.
- h. To establish dues for non-members on the recommendation of the Association's Council on Membership, in cooperation with marketing programs of the American Dental Association. Such power, when complying with the requirements of this section, shall not be considered in conflict with Chapter I Section 70 H LOSS OF MEMBERSHIP AND REINSTATEMENT subsection c.

**DUTIES**

The duties of the Board of Directors, as established in the TDA *Bylaws*, Chapter V, Section 40B, are as follows:

- a. To monitor the management of the Association's property and to pay taxes.
- b. To suggest candidates for Secretary-Treasurer of this Association, the Speaker of the House of Delegates and the Editor of the Texas Dental Journal only when no candidate has been received by the first quarter of the calendar year meeting of the Board of Directors.
- c. To employ or discharge an Executive Director, to establish his/her salary, and define his/her duties.
- d. To establish all stipends.
- e. To nominate candidates for honorary membership for election by the House of Delegates.
- f. To determine the date and place of the annual sessions of the Association at least four (4) years in advance and provide for the management and general arrangements for each annual session consistent with Chapter IX, Councils, Committees, Organizations, Section 150, Council on Annual Session, B, Duties, of the *Bylaws*.
- g. To be custodian of the bonds of bonded employees.
- h. To retain necessary legal services for the Association.
- i. To act as Relief Committee for the Association.
- j. To have audited by a reputable Certified Public Accountant licensed in Texas all accounts and records of the Association for each fiscal year and present the findings of said audit to the House of Delegates at each annual session.
- k. To submit to the House of Delegates at the opening meeting of each annual session nominations for councils and committees of the Association, except as otherwise provided in the *Bylaws*.
- l. To review the annual reports and/or meeting minutes of all councils and committees of the Association and present recommendations from such reports to the House of Delegates.
- m. To submit an annual report to the House of Delegates of its activities.
- n. To perform such other duties as are prescribed by the *Bylaws*.
- o. To consider and make recommendations on all petitions of recall and refer these petitions to the House of Delegates of this Association.
- p. To perform such other duties as may be provided in the *Bylaws*.

**ADDITIONAL DUTIES**

- a. To establish the per diem of those members who attend to the affairs of the Texas Dental Association, except the President who shall receive no per diem.



- b. To act on each proposal submitted to the House of Delegates recommending adoption, non-adoption or modification unless time constraints prevent Board action prior to the meeting of the House of Delegates. A vote to “transmit only” is considered a Board Action.
- c. To study, or to appoint a special committee to study, matters relating to the internal affairs of this Association, including but not limited to the working relationships of the appointed and elected officials and volunteers of the organization when necessary.
- d. To give final approval of the recommendations from the Council on Legislative, Regulatory and Governmental Affairs for nominations to governmental office. The Director of Public Affairs will decide how to present the approved nominations to the Governor.

**IV. RULES OF PROCEDURE**

**A. ORDER OF BUSINESS:** The order of business for regular meetings of the Board of Directors shall be as follows (Ref. 80-2017-H):

- 1.Call to order by the Chair
- 2.Roll Call
- 3.Disclosure of Conflicts of Interest
- 4.Approval of Agenda
- 5.Approval of minutes of previous meetings
- 6.Report on other ballots or Executive Committee meetings
- 7.Report of the President
- 8.Report of the Secretary-Treasurer
- 9.Reports of Committees of the Board **(See Appendix D)**
- 10. Reports of Association agencies
- 11. Unfinished business
- 12. New business
- 13. Adjournment

**B. QUORUM:** Two thirds of the voting members of the Board of Directors (10) shall constitute a quorum in accordance with Chapter V, Section 60 of the *Bylaws*.

**C. BUSINESS TRANSACTED OUTSIDE OF A REGULAR MEETING:**

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

Councils may transact business in accordance with the laws of the State of Texas via mail ballot, including (confidential/secure) electronic mail vote, unless it is restricted by the Board’s established rules and procedures on the use of ballots circulated and returned by U.S. mail, overnight courier, facsimile transmission, electronic mail. A majority of the voting members of any council or committee shall constitute a quorum for the transaction of business.

**D. VACANCY ON THE BOARD OF DIRECTORS:** Should the status of any member of the Board of Directors change during the member's term of office in regard to those qualifications as enumerated in Chapter V, Section 20 of the *Bylaws*, that office shall be declared vacant by the President, and such vacancy shall be filled as provided in Chapter VI, Section 70 of the *Bylaws*.

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- E. COMMITTEE VACANCIES:** In case of a vacancy for any cause on any committee of the Board of Directors, the President shall have the power to fill such vacancy by appointment until the next session of the Board of Directors.
- F. ATTENDANCE AT REGULAR MEETINGS:** When the Board is in regular meeting, the members of the Board, the Editor, Parliamentarian, and designated members of the staff shall be privileged to be in regular attendance. Others may be privileged to attend for consultation or report or as interested members of this Association.
- G. ATTENDANCE AT EXECUTIVE SESSIONS:** When an Executive Session is voted by the Board, there shall be present for such session only the members of the Board as designated by the *Bylaws*. Others may be privileged to attend for consultation on the invitation of the President and majority consent of the voting Board members. Board members also may request, through the President, for others to attend with majority consent of the voting Board members. No action shall be taken by the Board while in closed session, except for personnel matters, matters related to attorney-client privilege (see Section H."Attorney-Client Meetings"), or confidential legislative or regulatory matters. The record of any Executive Session shall be at the discretion of the Board. (Ref. Resolution 76-2010-H, Resolution 77-2010-H, 29-2018-B)
- H. ATTORNEY-CLIENT MEETINGS.** An Attorney-client meeting is a form of closed meeting during which legal advice is sought from an attorney representing the Association as client, and the communications relating to that purpose are made in confidence by the client or attorney. For attorney-client meetings, the President and Secretary shall consult with the General Counsel of the Association regarding attendance during the meeting and any Board action. Any necessary Board action may be taken during an attorney-client meeting. (Ref. Resolution 78-2010-H)
- I. RECORD OF PROCEEDINGS:** The Secretary shall be responsible for maintaining a record of each meeting of the Board of Directors. The Secretary-Treasurer shall be responsible for preparing the minutes, subject to the approval of the Board. When corrections are submitted, these corrections shall be subject to the approval of the Board. The Board shall maintain and secure the official minutes and prepare a report that will accurately reflect the pertinent background discussion leading to each Board action taken along with summaries of all other presentations made to and discussions conducted by the Board. (Executive sessions excluded) (Ref. Resolution 58-1991-H)

Reports of activities of the TDA Board of Directors, of TDA Councils and Committees, and of governmental entities as well as other reports of importance to TDA component society officers and members to be distributed within the membership of this Association shall be through the office of the Secretary-Treasurer of this Association. Prior to distribution, all such reports need to be approved by the Executive Director, the President, and by Legal Counsel. (Ref. Appendix D)

All Board members of the Texas Dental Association (within the control group) should have access to written information, report(s), and/or attorney-client report(s) dealing with the specific issue(s) the TDA Board is reviewing. (Ref. Resolution 181-2011-H)
- J. MINORITY REPORTS:** All actions and recommendations of the Board that are not unanimous shall be subject to a minority report upon the request of any Board member, and all such minority reports shall be published in the official minutes. (Ref. Appendix D)

499 **K. PRIVILEGE OF SPEAKING INFORMALLY:** Any member of the Board shall have the privilege of  
500 speaking informally and not for the record. When this privilege is exercised, such material shall not  
501 be included in the minutes. The privilege to speak informally may be suspended temporarily by a  
502 two-thirds (2/3) majority vote of the members of the Board present and voting.  
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504 **L. PRESENTATION OF NEW BUSINESS:** New business brought by anyone other than sitting Board  
505 members must be presented to the Secretary at least fifteen (15) days in advance of a regular  
506 session of the Board in order to place new items on the agenda and mailing to the Board within ten  
507 (10) days of the regular session. In the event new business needs to be acted on that has not been  
508 previously submitted to the Secretary/Treasurer 15 days prior to the regular Board meeting, the  
509 introduction of the new business shall require a 2/3 majority vote of the Board of Directors present  
510 and voting. New business brought by sitting Board members may be presented at any time prior to  
511 or during a Board of Directors meeting and may be considered provided that the motion is  
512 seconded. (Ref. Resolutions 14-2000-H and 124-2011-H, 66-2016-B)  
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514 **M. RESOLUTIONS REFERRING TO PREVIOUS RESOLUTIONS:** All resolutions referring to previous  
515 resolutions shall have the previous resolutions printed in their entirety within the body of the  
516 pending resolution. (Ref. 74-1991-H)  
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518 **N. PUBLIC STATEMENTS** (Ref. 63-2015-B2):  
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520 a. Any Board member who is representing this Association in an official capacity when speaking  
521 publicly or to the media or by written communication shall make no statement contrary to the  
522 policy of this Association.

523 b. The following defined modalities be used in the communication with regulatory agencies when  
524 offering comment or testimony on a proposed new rule, regulation or legislation or an amendment  
525 to the same.  
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- 527 1. Policy Statement: a simple and straightforward declaration of an existing TDA policy.
- 528 2. Policy Paper: contains background information and discussion in order to provide an  
529 understanding of an issue and is based on existing TDA policy.
- 530 3. Position Paper: a recommendation for a course of action or a statement of beliefs that  
531 reflects the TDA's stance regarding an issue supported by existing TDA policy.
- 532 4. Joint Statements: a statement of beliefs held and supported that are written in  
533 collaboration with another external organization.
- 534 5. TDA Supported Statements: statements written by an external organization with expertise  
535 in the issue which are officially supported by the TDA.
- 536 6. Information Paper: a communication that provides balanced, expert information on an  
537 issue without espousing a specific policy.  
538

539 Written communication with regulatory agencies when offering comment or testimony on a  
540 proposed new rule, regulation or legislation or an amendment to the same, shall be in the form of a  
541 Policy Statement or Policy Paper when official TDA policy exists. Such document shall be approved  
542 by the Board of Directors and signed by the current President of the TDA prior to transmission.  
543

544 Joint Statements and/or TDA Supported Statements may be used to communicate with regulatory  
545 agencies when external organizations with similar interests have policies congruent with those of  
546 the TDA.  
547

548 When written testimony is required regarding a proposed new rule, regulation or legislation or an  
549 amendment to such, and there is no existing TDA policy, *and* time constraints do not allow a

550 thorough study to develop an applicable TDA policy, TDA staff, committees and or Councils may  
551 issue an Information Paper detailing and describing the positive or negative impact of such proposed  
552 regulation and may state a position regarding such. The information contained in the Information  
553 Paper shall be based on scientific or citable fact. The Information Paper shall not make a statement  
554 that can be construed as TDA policy if such policy does not exist and shall state as such. The  
555 Information Paper shall be signed by the chairman of the Council or committee issuing it and shall be  
556 approved by the Board of Directors prior to transmission.

557  
558 When oral testimony is required before a legislative or regulatory body regarding a proposed new  
559 rule, regulation or an amendment to such, and there is no existing TDA policy, and time constraints  
560 do not allow a thorough study to develop an applicable TDA policy, TDA staff, committees and or  
561 Councils may provide oral testimony detailing and describing the positive or negative impact of such  
562 proposed regulation. The information contained in the oral testimony shall be based on scientific or  
563 citable fact. Such oral testimony shall not make a statement that can be construed as TDA policy if  
564 such policy does not exist. The text of such oral testimony shall be approved by the TDA legal  
565 consultant and the chairman of CLRA prior to the oral testimony being presented.

566  
567  
568 **O. RULES OF ORDER:** The business of the Board of Directors shall be conducted formally in accordance  
569 with accepted rules of parliamentary procedure. The current edition of American Institute of  
570 Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberations of the  
571 Board in all cases to which it is applicable and in which it is not in conflict with the Rules of the Board  
572 of Directors, *Bylaws*, or policies of this Association.

573  
574  
575 **P. SUSPENSION OF RULES:** The Rules of the Board of Directors may be suspended for a given time, but  
576 not for longer than the duration of any one meeting or any session, by a two-thirds (2/3) majority  
577 vote of the members present and voting. This rule shall not be suspended.

578  
579 **Q. PROCEDURES FOR RECALL:** Members of the Board of Directors may be recalled for cause in  
580 accordance with the official Procedures for Recall of members of the Board of Directors and elected  
581 officers of the TDA. (Ref. Resolution 103-1989-H and TDA Recall Manual)

## 582 583 **V. RULES AND GUIDELINES**

### 584 585 **A. CONFLICT OF INTEREST (Ref. Appendix B)**

586  
587 1. Members of the Board of Directors must be free from any conflict of interest with the *Bylaws* and  
588 policies of this Association. Board members have the fiduciary responsibility of loyalty to the  
589 Association and shall not act in a manner contrary to the Bylaws and policies of the Association,  
590 including when serving in an official capacity in other organizations. Members of the Board of  
591 Directors may not serve on the board of any firm or organization endorsed by or doing business  
592 with the TDA that would involve or imply a conflict of interest with this Association. Members  
593 of the Board of Directors may not serve simultaneously on any TDA subsidiary board, except for  
594 charitable, non-profit corporations, and the TDA Holding Company Board. (Ref. Resolution 126-  
595 1999-H, and Appendix B: Corporate Code of Ethics and Prohibition and Disclosure of Conflicts of  
596 Interest)

597  
598 2. Members of the Board of Directors are not eligible for membership on any Council except the  
599 Council on Legislative and Regulatory Affairs. When a member of any other Council is elected

600 to the Board of Directors, the member shall resign from that Council. (Ref. Resolution 163-  
601 1999-H)

602  
603 3. The following statement shall be read as a regular item of business at all Board meetings, Council  
604 meetings, and Committee meetings:

605  
606 “It is the policy of the Texas Dental Association that its officers, directors, members of  
607 councils and committees, and employees be loyal to, and further the interest of the  
608 Association and shall be free from and avoid any conflicts or potential conflicts of  
609 interest.”

610  
611 In addition to the procedures regarding written disclosure of conflicts of interest set out in the  
612 TDA Board of Directors Board Policy Manual, Chapter V. Rules and Guidelines, Section B.  
613 Corporate Policies of Governance, Subsection 1, Corporate Code of Ethics and Prohibition and  
614 Disclosure of Conflicts of Interest, Article V, Procedures Regarding Conflicts of Interest, anyone  
615 having a conflict or potential conflict of interest, shall announce the conflict or potential conflict  
616 and shall refrain from participating in any discussion, consideration, decision, or vote regarding  
617 the matter in which the person has a conflict. (Ref. Resolution 80-2017-B)

618  
619  
620  
621 **B. CORPORATE POLICIES OF GOVERNANCE (Ref. Appendix B)**

622  
623 1. Corporate Code of Ethics and Prohibition and Disclosure of Conflicts of Interest

624  
625 ARTICLE I

626 Purpose

627  
628 The purpose of this policy is to establish a corporate code of ethics for the leadership of the Texas  
629 Dental Association in addition to the applicable standards required by laws and regulations. This  
630 policy is also intended to provide a method for identifying conflicts of interest and disclosing  
631 actual and potential conflicts of interest.

632  
633 ARTICLE II

634 Persons Subject to This Policy

635  
636 This policy applies to the officers, Board of Directors and members of councils and committees of  
637 the Association. A similar, separate policy applies to employees of the Association.

638  
639 ARTICLE III

640 Corporate Code of Ethics

641  
642 Persons subject to this policy owe the duty of loyalty to the Association that requires the faithful  
643 pursuit of the interests of the Association rather than the person’s own financial or other  
644 interests or those of another person or organization. The persons subject to this policy should:

- 645 A. Faithfully pursue the interests of the Association rather than the person’s own financial  
646 or other interests.  
647 B. Act in good faith with the care that an ordinary, prudent person in a like position would  
648 exercise under similar circumstances, and in a manner that is believed to be in the best  
649 interest of the Association.

- 650 C. Act at all times in a manner that is loyal to the governing principles of the Association and
- 651 to the members of the Association.
- 652 D. Follow the constitution, by-laws and policies of the Association.
- 653 E. Comply with governmental laws and regulations applicable to the Association.
- 654 F. Treat members and employees of the Association with respect, dignity and fairness.
- 655 G. Maintain confidential information about the Association in a confidential manner.
- 656 H. Fully disclose any conflicts or potential conflicts of interest.

657  
658 ARTICLE IV

659 Definitions of Conflicts of Interest

660  
661 A person subject to this policy may have a conflict or potential conflict of interest if:

- 662 A. The person is a party to a contract, receives material benefits from or is involved in a
- 663 transaction with the Association for goods or services.
- 664 B. A person, or a family member of any such person, has a material financial interest in a
- 665 transaction involving the Association, or an entity in which the person or family member
- 666 is a person in control, an owner of all or part, or has any other legal relationship with the
- 667 entity.
- 668 C. A person is involved in a transaction or takes a position that may create the appearance
- 669 of a conflict.
- 670 D. A person acts in a manner contrary to the Bylaws and policies of the Association or in a
- 671 manner not in the best interests of the Association.

672  
673 ARTICLE V

674 Procedures Regarding Conflicts of Interest

675  
676 Prior to participation in matters regarding the Association, if a person knows of a conflict of

677 interest or a matter giving the appearance of a conflict of interest, the person shall disclose, in

678 writing, to the Association, through the President, Executive Director or person in charge of a

679 particular function or meeting, the presence of the conflict. A person having a conflict of interest

680 shall not participate in a discussion, consideration, decision or vote regarding the matter in which

681 the person has a conflict. If a decision or vote is to be made by a board, council or committee,

682 and the person is a member of the board, council or committee, the minutes of the meeting shall

683 reflect that the person did not participate due to a potential conflict.

684  
685 ARTICLE VI

686 Review of Policy and Disclosure of Conflicts

687  
688 At the time a person subject to this policy assumes a position with the Association, the person

689 shall review this policy. The person shall, at all times, remain familiar with the provisions of this

690 policy. At least annually, the person shall disclose in writing to the Association the person's

691 awareness of the policy and a statement that the person has complied with the policy.

692  
693 2. Whistleblower Policy

694  
695 General

696  
697 Texas Dental Association ("Association") Code of Ethics ("Code") requires directors, officers

698 and members of councils and committees ("TDA Leadership") to observe high standards of

699 business and personal ethics in the conduct of their duties and responsibilities. The

700 Association has a separate code of ethics applicable to employees. As employees and  
701 representatives of the Association, we must practice honesty and integrity in fulfilling our  
702 responsibilities and comply with all applicable laws and regulations.

#### 703 704 Reporting Responsibility

705  
706 It is the responsibility of TDA Leadership and employees to comply with the Code and to  
707 report violations or suspected violations in accordance with this Whistleblower Policy.

#### 708 709 No Retaliation

710  
711 No member of the TDA Leadership or employee who in good faith reports a violation of the  
712 Code shall suffer harassment, retaliation or adverse employment consequence. An employee  
713 or member of TDA Leadership who retaliates against someone who has reported a violation  
714 in good faith is subject to discipline up to and including termination of employment or the  
715 person's position with the Association. This Whistleblower Policy is intended to encourage  
716 and enable employees and others to raise serious concerns within the Association prior to  
717 seeking resolution outside the Association.

#### 718 719 Reporting Violations

720  
721 The Association has an open door policy and suggests that TDA Leadership and employees  
722 share their questions, concerns, suggestions or complaints with someone who can address  
723 them properly. In most cases, an employee's supervisor is in the best position to address an  
724 area of concern. However, if you are not comfortable speaking with your supervisor or you  
725 are not satisfied with your supervisor's response, you are encouraged to speak with the  
726 Executive Director or Chairman of the audit and finance committee. Supervisors and  
727 managers are required to report suspected violations of the Code of Conduct to the  
728 Association's Compliance Officer, who has specific and exclusive responsibility to investigate  
729 all reported violations. For suspected fraud, or when you are not satisfied or comfortable  
730 with following the Association's open door policy, individuals should contact the Association's  
731 Compliance Officer directly. The person receiving a complaint or the Compliance Officer will  
732 notify the sender and acknowledge receipt of the reported violation or suspected violation  
733 within five business days. All reports will be promptly investigated and appropriate corrective  
734 action will be taken if warranted by the investigation.

#### 735 736 Compliance Officer

737  
738 The Association's Compliance Officer is responsible for investigating and resolving all reported  
739 complaints and allegations concerning violations of the Code and, at his or her discretion, shall  
740 advise the Executive Director and/or the audit committee. The Compliance Officer has direct  
741 access to the audit committee of the Board of Directors and is required to report to the audit  
742 committee at least annually on compliance activity. The Association's Compliance Officer is  
743 the chair of the audit committee.

#### 744 745 Accounting and Auditing Matters

746  
747 The audit and finance committee of the Board of Directors shall address all reported concerns  
748 or complaints regarding accounting practices, internal controls or auditing. The Compliance  
749 Officer shall immediately notify the audit and finance committee of any such complaint and

750 work with the committee until the matter is resolved.

751

752 Acting in Good Faith

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Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

3. Corporate Records Retention Policy

It is the policy of the Association to maintain records necessary to serve its members, conduct the business of the Association and meet applicable laws and regulations. It is also the policy of the Association to properly dispose of records that are no longer necessary in order to provide for an efficient working environment, reduce the cost of records maintenance and prevent maintenance of records that are no longer necessary.

The following table provides the minimum requirements for retention of certain types of documents. Documents covered by this policy include typed, printed or handwritten documents, documents maintained in electronic form and documents on hard drives, computer servers or other electronic storage. Other policies of the Association may provide more specific requirements for specific types of records.

The destruction of documents, including the method of destruction, is under the direction of the Executive Director and Directors of the Association. If there is any question about whether documents should be maintained or destroyed, the decision will be made by the Executive Director.

If any document is subject to or involved with any litigation or administrative proceeding, the document should be retained until approved for destruction by the Executive Director.

The following table provides the minimum retention requirements.

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years



Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with members, state officials and vendors)	4 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Emails (not described herein as a document)	30 days
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
House of Delegates minutes	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years

Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years
Year End Financial Statements	Permanently

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**VI. REGULAR AND SPECIAL MEETINGS**

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**A. REGULAR MEETINGS:** The following six (6) regular meetings of the Board shall be held each year in accordance with Chapter V, Section 50 of the *Bylaws*:

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**C. GENERAL RULES FOR ALL MEETINGS**

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**VII. COMMITTEES OF THE BOARD**

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**A. STANDING COMMITTEES**

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The Board of Directors shall be organized into the following 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)

826  
827 The standing committees are the Executive Committee; the Audit Committee; the Budget, Assets &  
828 Finance Committee; the Strategic Affairs Committee; the Community Fluoride Committee; Awards  
829 Committee; Personnel Committee; the Relief Committee and the 401(k) Plan Committee.

### 830 831 **1. EXECUTIVE COMMITTEE**

832 **Composition:** The Committee shall consist of the President, who shall serve as chair, Past  
833 President, President-elect, and four (4) Vice-Presidents. The Speaker of the House shall be an ex  
834 officio member without vote or the privilege of proposing resolutions. The Secretary-Treasurer  
835 shall be the secretary of the Executive Committee and an ex officio member without vote.

836  
837 **Meetings:** The committee shall meet at its discretion, subject to the call of the President or any  
838 two (2) of its members, to handle interim business, between Board meetings. The Executive  
839 Committee shall report its actions to the subsequent scheduled meeting of the Board.

840  
841 **Duties:** Duties shall include, but not be limited to

- 842 a. To receive from the Executive Director's Office of the Texas Dental Association, the draft  
843 minutes of the TDA Board of Directors and House of Delegates meetings. These minutes will be  
844 delivered within a reasonable time following the conclusion of a meeting.
- 845 b. To review the draft minutes (see a. above), submit corrections to these minutes to the  
846 Secretary-Treasurer, or his or her staff designee, and to initially approve these minutes within a  
847 reasonable time to allow for review by the respective body having final adoption authority.
- 848 c. To conduct an annual performance review of the Executive Director of the Association and  
849 recommend changes in duties and compensation to the Board of Directors by the November  
850 Board meeting.
- 851 d. To meet and conduct interim business in between regular and called TDA Board meetings  
852 when urgent action is required time constraints do not allow for a quorum of the entire board to  
853 convene or consider the matter.
- 854 e. To annually evaluate their personal corporate relationships for those who would qualify as  
855 emblematic of TDA culture, and to present those companies at the August TDA Board meeting for  
856 approval or denial. The selection should be limited to no more than three companies.
- 857 f. Coordinate with the appropriate Councils, Committees, and TDA Affiliates as needed to develop  
858 a package proposal for each company selected, the proposal being delivered by the President-  
859 elect or Officers' with the deepest relationships with the selected companies.

### 860 861 **2. AUDIT COMMITTEE**

862 **Composition:** The Committee shall consist of two (2) members of the Board and two (2) non-  
863 Board members and one financial expert consultant.

864  
865 The committee members should be financially literate or must become financially literate within  
866 a reasonable period of time. They should be able to read and understand fundamental financial  
867 statements including balance sheets, income statements and cash flow statements.

868  
869 The President will appoint the committee members and designate the chair, with Board approval,  
870 prior to the first Board meeting after the House of Delegates Annual Session.

871  
872 The President shall appoint, with vetting by the Audit Committee and with Board approval, a non-  
873 Board consultant with additional financial experience, to serve as the Financial Expert  
874 Consultant.”

875

- 876 Requirements of the Financial Expert Consultant should include:  
877 (1) Having an understanding of generally accepted accounting principles (GAAP) and financial  
878 statements.  
879 (2) Having the ability to access the general application of GAAP in connection with the  
880 accounting for estimates, accruals and reserves.  
881 (3) Having an understanding of internal controls and procedures for financial reporting.  
882 (4) Having an understanding of the Audit committee function.  
883

884 **Meetings:** Shall be subject to the call of the chair or any two (2) of its members.  
885

- 886 **Duties:** Duties shall include, but not be limited to  
887 a. The chair, along with other committee members designated by the chair, shall meet with the  
888 auditors at the beginning and end of the audit process and report to the audit committee.  
889 b. To meet as necessary to review the following:  
890 (1) The audit report and management letters produced by the auditors.  
891 (2) Internal financial policy and procedures.  
892 (3) Financial position of the Association.  
893 (4) Contracts  
894 (5) Financial reports and illustrations used by the Board to determine the financial position  
895 or projections for the Association or its subsidiaries.  
896 c. The Audit Committee will submit the annual audit and, as needed, any other written reports  
897 and recommendations to the Texas Dental association Board for final acceptance and approval.  
898 d. The Audit Committee shall be responsible for recommending to the TDA Board of Directors an  
899 audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The selection of  
900 an audit firm shall be approved by the TDA Board of Directors. Commencing in 2018, an audit  
901 firm shall be contracted to perform the annual audit for a one year period, with the contract  
902 being for no more than five consecutive years with the right of the TDA to change auditors within  
903 the firm or rescind contract and change audit firms at any given time giving reasonable notice in  
904 accordance with the terms of the contract.  
905 e. The Audit Committee shall conduct oversight or make inquiry of the administration of any TDA  
906 retirement plan that may be in existence, including the TDA 401(k) Plan, if the Board has  
907 established and appointed another plan or oversight committee to do the same. Upon direction  
908 of the President or the Board, the Audit committee shall assume the responsibilities and duties of  
909 any plan or oversight committee.  
910

911 **3. BUDGET, ASSETS AND FINANCE COMMITTEE**

912 **Composition:** The committee shall be composed of the President, the President-elect, the Past  
913 President, the four (4) Senior Directors, two (2) Directors and the Secretary-Treasurer. The  
914 Secretary-Treasurer shall serve as chair without vote. The President shall appoint the two (2)  
915 Directors. The Executive Director and Finance Director shall serve as consultants to the  
916 Committee with non-voting privileges.  
917

918 **Meetings:** Shall be subject to the call of the Chair or any two (2) of its members.  
919

- 920 **Duties:** Duties shall include, but not be limited to  
921 a. To prepare a budget for each fiscal year for approval by the Board of Directors and subsequent  
922 adoption by the House of Delegates in accordance with Chapter IV, Section 140, A, c of these  
923 bylaws.  
924 b. To assist the House of Delegates if the House considers matters requiring funds that are not  
925 provided in the proposed budget as provided in Chapter IV, Section 140.

- c. To review, report and make recommendations to the Board of Directors regarding the following:
  - (1) Finances of the TDA held in operating, non-operating, or investment accounts as outlined or provided for in the Bylaws.
  - (2) Monthly reports for each account in which funds are invested and not held in cash for operating purposes.
  - (3) At least yearly, the Investment Policy Statement, or its successor document, applicable to any investment account.
  - (4) Amounts and appropriate percentages of funds to be held in the Reserve Division or other accounts to cover unanticipated or unfunded obligations.
  - (5) Engagement of professional finance managers or consultants as needed.
- d. To advise, guide, and work with the assigned staff person to conduct oversight of operations, maintenance, repairs, and future needs and functionality of TDA real property, with necessary reports to the Board of Directors.

**4. STRATEGIC AFFAIRS COMMITTEE**

**Composition:** The committee shall be composed of four active, life or retired members, with at least two members of the Board of Directors, one of whom shall be the President-Elect of this Association; the President of the Texas Dental Association shall appoint the Chair. It shall also include one (1) non-voting New Dentist member.

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

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

- a. To conduct a sunset review of each council and committee as set forth by policy or whenever directed by the Board of Directors.
- b. To review a written comprehensive communication plan for the Texas Dental Association that addresses internal and external communication to membership and the public and non-membership respectively. The plan will further the goals of the Tripartite and support the mission, plan, and values of the Association and not impede membership growth and retention efforts executed under separate marketing plans. Further, the plan will ensure appropriate approval of messaging by the Board of Directors or the Executive Committee when a matter is of such significance that it could not be construed as routine communication or advocacy activity, or that is a departure from prior communications.
- c. To review existing communication programs and methods for distribution of issues and, if appropriate, develop and recommend communications programs to the Board that incorporate emerging technology.
- d. To cause to be prepared a list of issues that are of significant scale and critical to dentistry and the Tripartite. These issues shall be presented for consideration to the TDA Board of Directors to enable action, if any, by the Board prior to the annual meeting of the House of Delegates.
- e. To be responsible for the development, dissemination, and updating of a strategic plan for the Association.
- f. To submit reports to the Board of Directors, as needed, on progress regarding the plan and revisions for the following calendar or leadership year. At a minimum, the committee will submit at least one report to the Board at a meeting immediately prior to the meeting of the TDA House of Delegates.

**5. 401(k) PLAN COMMITTEE**

**Composition:** The committee shall be composed of the Executive Director, who shall serve as chair, and a minimum of two employees, selected by the Executive Director and approved by the

976 TDA Board of Directors, with an additional employee selected as alternate to serve in the place of  
977 an appointed employee if either appointed employee is unwilling or unable to serve.

978  
979 **Meetings:** The committee shall meet at least once each quarter and additionally as necessary.  
980

981 **Duties:** Duties shall include, but not be limited to:

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

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

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

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

## 992 **6. COMMUNITY FLUORIDE COMMITTEE**

993 (Ref. Resolution 25-2016-B)

994 **Composition:** The committee shall be composed of at least four members who shall be appointed  
995 by the President. The President shall also appoint the chair.  
996

997  
998 **Meetings:** Shall be subject to the call of the chair or any two (2) of its members.  
999

1000 **Duties:** Duties shall include, but not be limited to:

1001 a. To act as a clearinghouse for information and research on fluoride, related advocacy strategies,  
1002 and resources for TDA component societies, member dentists, and patients by designating  
1003 material for distribution using available publications and electronic media. To the extent  
1004 possible, material published by the American Dental Association shall be utilized.

1005 b. To present at local component societies, at the request of the component society, on the issue  
1006 of fluoridation and available resources.

1007 c. To act otherwise on fluoridation issues as directed by the Board.

1008 d. To develop and maintain a comprehensive manual utilizing TDA policies in the management of  
1009 fluoride related issues for distribution to TDA Component Societies.  
1010

## 1011 **7. PERSONNEL COMMITTEE**

1012 (Ref. Resolution 127-2010-BS-H)

1013 **Composition:** The Committee shall consist of the President, President-elect, Past President, who  
1014 shall serve as chair, and Executive Director.  
1015

1016 **Meetings:** Shall be subject to the call of the Chair or any two (2) of its members.  
1017

1018 **Duties:** Duties shall include, but not be limited to:

1019 a. To act as a liaison between the TDA Executive Director and the Board of Directors regarding  
1020 personnel issues and to be knowledgeable about the salary structure of the staff.

1021 b. To act as a support mechanism to the Executive Director and offer insight and advise when  
1022 requested by the Executive Director.

1023 c. To review and be knowledgeable about changes in staff personnel and to advise the Executive  
1024 Director to ensure that proper procedures are followed when terminations are necessary.

- 1025 d. To be a conduit from the Board of Directors to the Executive Director for any information the  
1026 Board of Directors wishes to convey to the Executive Director concerning staff size, duties, or  
1027 compensation.  
1028 e. To inform the Budget Committee of the Board of Directors concerns as to the size and cost of  
1029 the staff of the Association.  
1030 f. To review the Personnel Manual.

#### 1031 **8. AWARDS COMMITTEE**

1032 (Ref. Resolution 104-1977-B, 147-2006-H)

1033 **Composition:** The Committee shall consist of the four (4) Senior Directors of this Association,  
1034 with the Senior Director elected from the Division of the President as chair.  
1035

1036 **Meetings:** Shall be subject to the call of the Chair or any two (2) of its members.  
1037

1038 **Duties:** Duties shall include, but not be limited to:

- 1039 a. To study the present system relating to awards of this Association and to make appropriate  
1040 recommendations thereon.  
1041 b. To make recommendations to the Board of possible recipients of awards of this Association.  
1042 c. To select a recipient for the Gold Medal for Distinguished Service Award in accordance with  
1043 Resolution 111-1997-H.  
1044

#### 1045 **9. RELIEF COMMITTEE**

1046 (Ref Resolution 120-2001-H, 36-2018-B)

1047 **Composition:** The Committee shall consist of the four (4) directors of the Board. The President  
1048 will designate the chair, with Board approval.  
1049

1050 **Meetings:** Shall be subject to the call of the Chair or any two (2) of its members.  
1051

1052 **Duties:** Duties shall include, but not be limited to:

- 1053 a. Administer, with TDA Board approval, the TDA Relief Fund, the TDA Disaster Fund, and all  
1054 future charitable funds created by the TDA Board as per Bylaws or resolution.  
1055 b. Create objective application criteria to evaluate the needs of fund applicants, including a  
1056 statement of an applicant's need for assistance, for TDA Board approval.  
1057 b. Respond to applicants requesting immediate disaster relief.  
1058 c. Review applications and/or letters of interest received concerning distribution of Relief Fund  
1059 grants, TDA Disaster Fund grants, and other TDA charitable fund grants, to qualifying individuals  
1060 and charitable organizations with a report of recommendations to the Board.  
1061 d. Submit Board approved grant applications for disaster relief funds to the TDA Finance  
1062 Department for purposes of remitting payments in accordance with applicable Internal Revenue  
1063 Service Code requirement.  
1064 e. Report and make recommendations to the Board regarding annual disbursement amounts  
1065 from the Relief Fund, Disaster Fund, and any other TDA charitable fund, to be distributed to  
1066 qualifying individuals and/or charitable corporations as per Bylaws or resolution.  
1067 f. Submit an annual written report of activities to the Board, together with a financial statement  
1068 of the Relief Fund, Disaster Fund, and any other TDA charitable fund(s).  
1069

#### 1070 **B. SPECIAL COMMITTEES OF THE ASSOCIATION**

1071 The Board may, when the House is not in session, in accordance with the Bylaws, CHAPTER IX, Section  
1072 230, appoint special committees or task forces of the Association. All special committee's terms of office  
1073  
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1075 shall terminate at the completion of their assigned task or at the end of the annual session of the House  
1076 of Delegates, whichever comes first.

1077

1078 **C. SPECIAL COMMITTEES OF THE BOARD**

1079 The President, with Board approval, may appoint special committees or task forces, when the House is  
1080 not in session, as it deems necessary to carry out the duties of the Board. Board committees are those  
1081 committees appointed to carry out limited tasks at the Board's request, consistent with powers and  
1082 duties of the Board, with a report back to the Board; these special committees may or may not be limited  
1083 to current Board members.

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1086 **VIII. INDEMNIFICATION**

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1088 Members of the Board of Directors and other elected and appointed officers of this Association shall be  
1089 indemnified by this Association while conducting official business of this Association in accordance with  
1090 the provisions in Chapter XIV of the *Bylaws*.

1091

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1093 **IX. POLICIES OF THE BOARD**

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1095 **A. POLICIES ON ANNUAL BUDGET**

1096

- 1097 1. Annual Budget: In preparing the annual budget, the Board shall establish predicted  
1098 expenditures within the limits of anticipated income.
- 1099 2. Contingency. The Budget Committee shall have the authority to place a line item amount  
1100 in the budget called Contingency. Monies in this line item will be available to fund  
1101 unbudgeted business of the Board of Directors. Newly proposed expenses will first be  
1102 considered by the Budget Committee for unbudgeted items and their recommendation  
1103 will be given to the Board of Directors. Upon approval by the Board, any proposed  
1104 resolution that has an unbudgeted expense will be assigned to this Contingency line item  
1105 and stated in the resolution as "budgeted from Contingency". Once this line item is fully  
1106 used then excess unbudgeted expenses must be reallocated with Board approval from  
1107 other unused line items as noted in Resolution 69-1980-H or from the Reserve Division of  
1108 the General Fund. (Ref. 20-2015-B)
- 1109 3. Any business requiring expenditures of monies that are not provided for in the budget  
1110 must be referred to the Budget Committee as to the availability of monies with a  
1111 recommendation to the Board of Directors for the Board's final approval. (Ref. 135-2015-  
1112 B)
- 1113 4. Journal Budget: The Executive Director and the Secretary-Treasurer, in consultation with  
1114 the Editor, shall have fiscal responsibility for preparation of the Journal Budget. (Ref.  
1115 Resolution 145-1990-H)

1116

1117 **B. POLICIES ON FINANCE AND INVESTMENTS**

1118 As the administrative body of the Texas Dental Association, the Board of Directors has general  
1119 supervision over the funds and properties of this Association. The following funds are specifically  
1120 established in the *Bylaws*, and the Board has the authority to establish other funds as divisions of  
1121 the General Fund in accordance with Chapter XII, Section 30 of the *Bylaws*.

1122

- 1123 1. General Fund: The General Fund shall consist of all monies received other than those  
1124 specifically allocated to other funds by the *Bylaws*. This fund shall be used for defraying



- 1125 all expenses incurred by this Association not otherwise provided for in the *Bylaws*  
1126 (Chapter XII, Section 20). The General Fund shall be divided into the Operating Division  
1127 and the Reserve Division. Allocated funds remaining at the end of the fiscal year shall  
1128 revert to the General Fund.
- 1129 2. Operating Division: The Operating Division of the General Fund shall consist of the net  
1130 assets not allocated to the Reserve Fund. Funds of the Operating Division shall be  
1131 invested for periods not to exceed one year, in obligations of the United States  
1132 Government, certificates of deposit of national banks, or in insured accounts of savings  
1133 and loan associations.
- 1134 3. Reserve Division: The Reserve Division of the General Fund shall consist of cash and  
1135 securities allocated to it by vote of the Board. The funds of the Reserve Division may be  
1136 invested in securities other than those specified under Operating Division funds, except  
1137 that no purchases shall be made without prior approval of a majority of the voting  
1138 members of the Board. No withdrawal may be made from the Reserve Division except on  
1139 vote of the Board.
- 1140 4. Reserve Fund Policy: The TDA is to maintain a Reserve Division of the General Fund. The  
1141 Secretary-Treasurer shall maintain \$2,000,000 or 35% of the proposed annual budget,  
1142 whichever is lesser, in the Reserve Division. The value of the Reserve Division amount is  
1143 to be determined on a cost basis rather than a market valuation, and be evaluated and  
1144 amended by the TDA Board of Directors for approval by the House of Delegates at the  
1145 end of each fiscal year. In the event that the reserve division of the general fund falls  
1146 below the prescribed level, the proposed TDA annual budget for the next fiscal year shall  
1147 include a minimum \$50,000 repayment to the reserve division of the general fund and  
1148 shall continue in this manner for consecutive proposed budgets until the prescribed  
1149 amount has been met. (Ref. Resolution 138-2012-RCAS-H in lieu of Resolution 66-2012-  
1150 B1, Resolution 16-1999-H)
- 1151 5. Legislative and Building accounts of the Texas Dental Association were closed and placed  
1152 into the Reserve Division accounts managed by Bland Garvey Investment (Ref. Resolution  
1153 63-2014-B, 35-2015-B).
- 1154 Legislative Affairs Monies (Ref. 67-2015-H): Funds transferred to the Reserve Savings  
1155 Account from the Legislative Account on August 13, 2014, retain their designated  
1156 purpose of funding expenses related to legislative and regulatory affairs, being so named  
1157 the Legislative Affairs monies. The amount of monies available from the former  
1158 Legislative Account shall be equal to the amount of the August 13, 2014 transfer, and will  
1159 continue to be adjusted for debits made to the balance by Board approval on or after the  
1160 date of the transfer. Legislative Affairs monies may be expended only at the request of  
1161 the Legislative Council, currently named the Council on Legislative and Regulatory Affairs.  
1162 The TDA Board must continue to formally approve any use and expenditure of the  
1163 monies, such approval or denial being made by the TDA Board of Directors within 3  
1164 business days of the requested expenditure. Reports of the legislative related balance in  
1165 the Reserve Savings Account, revenues, and expenditures shall be included in the  
1166 financial reports provided to the TDA Board of Directors.
- 1167 6. Annual Session Fund: A separate fund shall be established and maintained which shall  
1168 receive all income from activities related to the annual session. All expenses of the  
1169 annual session shall be paid from this account. The account shall have separate  
1170 accounting and be reported separately to the Board and to the House of Delegates.
- 1171 7. Relief Fund: The Relief Fund is held in the name of the Texas Dental Association and is  
1172 fully detached from any other fund of this Association in accordance with the terms of  
1173 the *Bylaws*. The fund shall be derived from cash, securities and other property  
1174 transferred or appropriated to it by the Board and contributions from dependents and

1175 survivors of deceased members of the dental profession. This fund is administered under  
1176 the provisions of Chapter XII, Section 50 of the *Bylaws*, and in accordance with the rules  
1177 and regulations formulated by the Board. Grants from the Relief Fund may be made to  
1178 other charitable tax-exempt dental organizations and for disaster relief (Ref. Resolution  
1179 36-2018-B). The total sum of such grants would be limited to the amount of interest  
1180 earned on the account in the prior fiscal year. All funding of grants would cease if the  
1181 corpus of the relief fund should drop to less than \$500,000. (Ref. Resolution 119-2001-H  
1182 and Resolution 100-2003-H)

- 1183 8. Investment Policies: It is the policy of the Board to develop and maintain an investment  
1184 program which shall have as its major objective the provision of the funds for (1) the  
1185 adequate conduct of the Association's current programs and (2) the development and  
1186 maintenance of an adequate Reserve Fund. In the conduct of the investment program,  
1187 the conservation of the purchasing power of the assets, rather than the yield, shall be the  
1188 basic objective. The investment program of this Association shall be determined from  
1189 time to time by the Board on the recommendation of the Assets Oversight Committee or  
1190 the Executive Director. (Ref. Resolution 90-2001-H, 82-2003-B)

1191  
1192 **C. POLICY ON SURPLUS FROM ASSOCIATION INSURANCE PROGRAMS**

1193  
1194 **Insurance Surplus:** When a surplus occurs either as a result of improvements to a program,  
1195 reduction of premium or refund to this Association as certificate holder, such funds shall be  
1196 placed in the General Fund of this Association.

1197  
1198 **D. POLICY ON CONTRACTS**

1199  
1200 The following rules shall govern the making of contracts between the Texas Dental Association  
1201 and other parties:

- 1202  
1203 1. Definition: A contract is a formal, written agreement between the Texas Dental  
1204 Association and a second party. This definition shall not be construed, however, as  
1205 applying to memoranda of agreement or routine purchase orders for equipment, supplies  
1206 and services.  
1207 2. Analysis of Contracts: All contracts shall be analyzed by this Association's legal counsel and  
1208 a written report made thereon to the President and Secretary.  
1209 3. Signing of Contracts: All contracts entered into in the name of this Association shall be  
1210 signed by the President and/or the Executive Director at the President's discretion on each  
1211 contract offered. (Ref. Resolution 41-1991-H)  
1212 4. Report of Contracts: All contracts entered into between the meetings of the Board shall be  
1213 reported to the Board at its next meeting.  
1214 5. Review of Contracts: All existing contracts with outside organizations doing business for  
1215 the TDA shall be reviewed by the Finance and Audit Committee on an annual basis. (Ref.  
1216 Resolution 60-1980-H)

1217  
1218  
1219 **E. POLICIES ON NOMINATIONS, APPOINTMENTS AND CONSULTANTS**

- 1220  
1221 1. Nominations to Councils or Standing Committees of the Association: The Board shall not  
1222 nominate a member of this Association for a concurrent membership on more than one  
1223 council or committee, with the exception of committees of the Board (Ref. 163-1999-H).  
1224

1225 The following procedures shall govern the Board in presenting nominations to the House  
1226 of Delegates for membership on the councils or standing committees of this Association:  
1227  
1228 a. Nominees are to be proposed by the President-Elect in consultation with the  
1229 respective Divisional Officers, as the nominations may dictate.  
1230 b. It shall be the policy to nominate the most senior member, displaying strong  
1231 leadership skills, as chair for the coming year.  
1232 c. Nominations are presented to the Board and, upon majority vote of the Board,  
1233 are to be submitted to the House of Delegates.  
1234  
1235 2. Disclosure Policy: Council and Committee members must be free of conflict of interest  
1236 during his/her service in such position, and shall not serve on the board of or be a  
1237 consultant to any firm or organization endorsed by or doing business with the TDA that  
1238 would involve or imply a conflict of interest with this Association. No more than ¼ of any  
1239 TDA subsidiary board may be made up of Council or Committee members. (Ref.  
1240 Resolution 144-1998-H, and Appendix B: *Corporate Code of Ethics and Prohibition and*  
1241 *Disclosure of Conflicts of Interest*)  
1242  
1243 3. Criteria: Selection of Council Chairs and Members: The President may appoint Chairs to  
1244 Council and Committees, with the approval of the Board. The following criteria are to be  
1245 used for selection of TDA Council Chairs and Members:  
1246  
1247 a. Consideration given to division representation  
1248 b. Experience in the field of concern of the particular council  
1249 c. Willingness to work; commitment of time  
1250 d. Excellent communication skills  
1251 e. Leadership abilities  
1252 (1). cooperative; compatible nature  
1253 (2). Diplomacy  
1254 f. Knowledge of TDA structure, function and willingness to work toward the  
1255 strategic plan of the TDA. (Ref. Resolution 115-1992-H)  
1256  
1257 4. Prior to recommending a new Council/Committee member, the President-Elect shall  
1258 advise potential nominees of the following via written communication (Ref. Resolution  
1259 85-2000-H):  
1260  
1261 a. Mission and goals of the Council/Committee  
1262 b. Terms of appointment  
1263 c. Chair, existing members and staff liaison for the Council/Committee  
1264 d. Anticipated obligations and responsibilities  
1265 e. Approximate number of meetings per year  
1266 f. Amount of time and travel required  
1267 g. TDA reimbursement policies (Ref. Resolution 85-2000-H)  
1268  
1269 Recommendations of Divisional Officers: The Divisional Officers of the respective  
1270 Divisions shall make recommendations when called upon by the President or President-  
1271 Elect, of active, life or retired members from their Division qualified for nomination as  
1272 members of the various councils, committees or special committees of this Association.  
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5. Liaison to Councils: At the first meeting of the Board each year, the President may initiate and subsequently appoint a voting member of the Board, as a non-voting liaison member to each of the councils of this Association and to the for profit corporations of this Association and the Texas State Board of Dental Examiners, if the Board deems appropriate. These liaison members are to be placed on the list of the council to which they are appointed. Their duties shall be:
    - a. To attend meetings of the council to which appointed.
    - b. To monitor reports of the council and to stress that recommendations to the Board or House not in the form of a resolution are received for information only and may not be acted upon. Any recommendation for action to be taken by the Board or the House must be in the form of a resolution. (Ref. Appendix D; Ref. Resolution 148-1977-B)
    - c. To report the council's activities to the Board when appropriate or when requested to do so, together with any recommendations thereon.
    - d. To attend the Reference Committee hearings at the next annual session of this Association, considering the report of that council.
  6. Council Meetings: No council meeting shall be held at the same time as a meeting of the Board of Directors, unless approved by the Board. (Ref. Resolution 25-1979-H)
  7. Council Budget Expenditures:
    - a. The Secretary-Treasurer shall be instructed not to pay council or committee vouchers that exceed the amount of the approved budget.
    - b. Any non-itemized council or general budget expenditure of \$500 or more requires prior written approval by the President or the Secretary-Treasurer if not justified in the original approved budget.
  8. Appointment of Additional Personnel (e.g., Consultants): When essential to the fulfillment of the program of a council or committee, the chair may request the Board to authorize the appointment, by the President, of additional council or committee personnel on the basis of technical qualifications and geographical advantages. When supplemental expenditures of funds are necessary to accomplish the specific duty assigned, such personnel shall be eligible for reimbursement according to the reimbursement policy of this Association. The period of service of such supplemental personnel shall terminate when the task assigned is completed or as provided in Chapter IX of the *Bylaws*.
  9. Removal of Council or Committee Members: all recommendations for removal of a council or committee member should be forwarded to the TDA Board for a vote. (Ref. Resolution 78-2000-H)
  10. DENPAC: The administrative and secretarial services of DENPAC shall emanate from the Texas Dental Association Central Office, and these efforts are to be monitored by legal counsel.

1321 **F. POLICIES ON EMPLOYMENT AND EMPLOYEES**

1322

- 1323 1. Automobile Allowance: The TDA will provide an automobile allowance on an individual  
1324 need basis. (Resolution 52-1981-H) (RESCIND?)  
1325 2. Corporate Credit Card: A Corporate Credit Card will be maintained in the name of the  
1326 TDA. (Resolution 171-1995-H)  
1327 3. Direct Reimbursement Dental Program for Staff: The TDA will provide a Direct  
1328 Reimbursement Dental Program for full time employees and their immediate family  
1329 members be administered as follows (Resolution 88-2013-B)  
1330 a. 100% reimbursement for up to at least the first \$600 of dental treatment.  
1331 b. 75% reimbursement for the amount exceeding \$600 of dental treatment.  
1332 c. Maximum benefit for each family \$1000 for the calendar year.  
1333 4. Executive Director: The specific duties of the Executive Director are as provided in the  
1334 Executive Director's Manual.  
1335 5. Legal Counsel: Any request for legal assistance from the legal counsel of this Association  
1336 must be approved by either the Executive Director or the Board of Directors.  
1337 6. Employment Agreements: The Board may offer employment agreements to employees in  
1338 selected cases.  
1339 7. Salary Adjustments: The Board shall approve salary adjustments as part of the budgeting  
1340 process.  
1341 8. Policy on Retirement Program For Employees: See information on the TDA 401(K)  
1342 Retirement Plan (Ref. Resolution 68-2014-B, 74-2015-B, 72-2016-B).  
1343 9. Policy on Christmas Bonus: The Executive Director may grant up to one week's salary or  
1344 as otherwise approved by the Board.  
1345

1346 **G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES**  
1347

1348 In accordance with Chapter XII, Section 50 of the *Bylaws*, it is the general policy to provide  
1349 reimbursement of travel and maintenance expenses for all personnel carrying on official business  
1350 for this Association, with the exception of component society presidents who are members of the  
1351 Committee of Component Society Presidents in accordance with Resolution 154-1999-H.  
1352 Reimbursement is based on (a) funds available in the budget, (b) the completion of signed  
1353 reimbursement requests approved by a proper authorizing official and (c) compliance with the  
1354 following rules: (Ref. Resolution 56-2005-CAS-BS-H)  
1355

- 1356 1. Basis of Reimbursement of In-State Meetings: Reimbursement for day meetings for which  
1357 overnight stays are not required shall be up to \$70 per day. Reimbursement for which an  
1358 overnight stay is required shall be the equivalent of the actual room cost including all  
1359 applicable taxes at the TDA designated hotel and at the negotiated rate, substantiated by  
1360 original receipt of cash or credit card transaction, plus up to \$70 per day. This is intended to  
1361 defray out-of-pocket expenses for hotel rooms, gratuities, meals, etc. It is to be paid to  
1362 members of the Board of Directors, councils and committees for each day of official  
1363 assignment. Reimbursement will not be processed for the value of rewards points used.  
1364 Members of the Central Office staff will be reimbursed for actual hotel room expenses plus  
1365 \$40 per day. (Ref. 119-2015-B)  
1366

1367 Officers, Council and Committee members of the Texas Dental Association (TDA), who are  
1368 meeting on official TDA Board, Council or Committee business, receive a per diem allowance  
1369 in the amount of \$50, effective March 1, 2015 through December 31, 2015, at which time the  
1370 reimbursement rate will be \$70 per diem (Ref. 119-2015-B).  
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2. Out-of-State Travel: Out-of-state travel will be paid at coach or standard economy fare only and designated hotel single rate and tax plus \$70 per day.
  3. Reimbursement for Air Travel: For air travel, this Association will reimburse the traveler or member of staff for coach or standard economy fare, necessary revisions of travel itinerary, surface transportation to and from the airport, and ground transportation and/or airport parking. Additional costs for upgrades in transit seating (e.g., first class) will be the responsibility of the Board member. Out-of-state and in-state automobile transportation and surface transportation reimbursement rate for mileage will be adjusted concurrently with the business mileage rate adjustments by the Internal Revenue Service on that date. (Ref. Resolution 31-2012-B, 75-2015-B)  
  
Extra Day Hotel Stay: The Texas Dental Association will reimburse an extra day's hotel stay excluding per diem if a savings in the airfare deemed exceeds the cost of that extra night stay.  
  
TDA will reimburse members for airline luggage expenses for two bags not to exceed 50 pounds each. (Ref. Resolution 29-2012-B)
  4. Reimbursement for Travel by Auto: For travel by personal automobile, this Association will reimburse the traveler for the round-trip mileage from home-meeting place-home by the most direct route. The rate of reimbursement shall be per mile plus an allowance of \$5. Out-of-state and in-state automobile transportation and surface transportation reimbursement rate for mileage will be adjusted concurrently with the business mileage rate adjustments by the Internal Revenue Service (Ref. Resolution 31-2012-B). The amount reimbursed shall not exceed the amount of the coach or standard economy air-fare for the same route. TDA will reimburse up to a maximum of \$100 per day for out-of state and in-state daily automobile rental expenses (Ref. Resolution 27-2012-B).
  5. Reimbursement for Travel by Taxi: For travel by taxi, both out-of-state and in-state, the daily reimbursement rate shall be \$60. (Ref. 28-2012-B and Resolution 76-2013-B)
  6. Insurance While on Association Business: All members, while in the active course of carrying out affairs of this Association, shall be covered by insurance at the rate of \$ 1. 00 per day, such amount to be deducted from the amount the member is reimbursed. Such insurance shall have both life and accident features with the necessary attendant medical payments.
  7. Reimbursement at Annual Session: There shall be no reimbursement for councils and committees meeting during the regular dates of the annual session of this Association unless authorized by the Board. The members of the Texas Dental Association Board, the editor, the Parliamentarian, Speaker of the House, and the members of the House Standing Committee on Constitution and Bylaws, will be reimbursed at the lesser of the approved headquarters hotel rate or their actual hotel expenses (room and taxes only), during their attendance at the House of Delegates, providing they are not otherwise reimbursed. (Ref. Resolution 91-2016-B)
  8. Reimbursement to Vice-Presidents, Senior Directors and Directors for Travel Within Their Division: It is the policy to reimburse each of the Vice-Presidents, Senior Directors and Directors the actual expenses for travel to meetings of component societies within their division when on official business of the TDA. These officers shall not accept any other honorarium while conducting these visits.

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9. Reimbursement of Expenses of President: It is the policy to reimburse the President for all expenses related to the conduct of official business of this Association. The President may not accept reimbursement or honorarium from any component society of this Association. The President may request reimbursement for expenses related to official business including attendance at meetings of the Board of Directors, and travel incident to other assignments of Association business. The President shall receive reimbursement by the TDA for the cost of housing while on official business of the TDA. In addition, the President will receive a stipend as established by the Board in accordance with Chapter V Section 40Bd of the *Bylaws*.
- The President shall be reimbursed for his/her expenses incurred at the annual session, including his/her party, up to a limit of \$1,575 (beginning in 1996). Future increases shall not exceed 5% of the previous year's budget amount. Additional expenses, if incurred, will be charged to the President's line item. The President shall be reimbursed for air travel and hotel expenses for his/her spouse at the annual meetings of this Association and the American Dental Association.
10. Expenses for ADA 15<sup>th</sup> District Delegates and Alternate Delegates will be reimbursed for attending official ADA 15<sup>th</sup> District meetings and the ADA Annual Session at the approved designated hotel single rate and tax for up to six nights plus up to \$70 per diem for up to six days. The TDA Board will determine the allowable number of reimbursable hotel nights and days for per diem each year while considering the meeting location and the obligations of Delegates and Alternate Delegates. (Ref. 65-1983-H, 75-2015-B, 119-2015-B) The TDA Board of Directors approves 5 hotel nights and 5 days at \$70 per diem for American Dental Association (ADA) 15<sup>th</sup> District Delegates and Alternate Delegates attending the 2018 ADA Annual Session from Thursday, October 18, 2018 to Tuesday, October 22, 2018 in Honolulu, Hawaii (Ref. 45-2018-B) .
- Delegates and Alternate Delegates unable to attend meetings of the House of Delegates, caucus meetings, or other stipulated or called meetings or hearings shall have a pro-rata decrease in reimbursement and/or air fare, as the case may be, for each day of such absence. Delegates and Alternate Delegates failing to return 15<sup>th</sup> District Delegation badges following the conclusion of the final meeting of the American Dental Association House of Delegates shall have \$50 deducted from reimbursement. (Ref. 71-2014-B)
11. Reimbursement of Delegates and Alternate Delegates to the ADA Pre-Caucus Meeting: Delegates and Alternate Delegates attending ADA pre-caucus meetings shall be reimbursed at the regular in-state rate.
12. Reimbursement of Other Official TDA Representatives: Other representatives of the TDA may be reimbursed for expenses incurred while on official TDA business. Such reimbursement shall be at the same rate as the rate for members of the Board. These representatives shall not accept any other honorarium while making such official visits.
13. Request For Reimbursement: All requests for reimbursement from this Association shall be made promptly on a monthly basis after the date of the event being reimbursed or the occurrence of the expense for which reimbursement is requested. Requests received sixty to ninety days after the expense will be reimbursed less twenty percent; thereafter, for each subsequent thirty day period, requests will be reduced by an additional amount equal to the first twenty percent reduction until the reimbursement reaches zero. Also, of necessity, some requests for reimbursement will be carried over from one fiscal year to the next,

1472                    however it is desired to make all reimbursements, whenever possible, in the fiscal year in  
1473                    which the event or the occurrence of expense takes place or is incurred. (Ref. Resolution 20-  
1474                    2014-B)  
1475  
1476                    14. Reimbursement From More Than One Source: Reimbursement shall not be made by this  
1477                    Association when reimbursement is made for the same expenditure by any other agency or  
1478                    organization.  
1479  
1480                    15. Individual Meals & Entertainment - Allowed Expenditures (Ref. 75-2015-B)  
1481  
1482                    General:  
1483  
1484                    Meals and entertainment are recognized business expenses in accordance with IRS rules.  
1485                    In addition to IRS rules, meals and entertainment expenditures should be reasonable,  
1486                    necessary, support business objectives, and/or provide membership value.  
1487  
1488                    Allowable:  
1489  
1490                    Meals taken while on Association business travel or in attendance at an Association  
1491                    function, limited to reasonable purchases for food and beverages, adjusted for per diem  
1492                    limits.  
1493  
1494                    Entertainment expenses, including meals, beverages, and events for members and non-  
1495                    members, both dentists and non-dentists, provided that the expense is reasonable and  
1496                    related to a business objective or providing membership value.  
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## APPENDIX A

### OFFICER VISITS

The Vice-President has the responsibility of making the annual visit to each component society in the Division during the year. The Senior Directors and Directors may also visit the component societies during the year, and when doing so, they and the Vice-Presidents will be fulfilling a responsibility to that particular Division, but it should also be remembered that they are elected officers of the Texas Dental Association and will be representing and bringing this Association to the local members. Thorough study and knowledge of the over-all operation and functions of this Association will be invaluable in communicating with members of the component societies. The majority of the time a report will have to be delivered, questions answered, and background information be provided on various subjects that may be of interest to the members, during a visit to the component society. With this in mind, each officer should give some thought to developing a basic talk one which may be modified, as needed, that could be given on these occasions. Some topics or matters of interest to the members that might be included in a presentation are:

1. **Resolutions of the House of Delegates:** Here the officer can draw upon resolutions considered by the Board, the disposition of these resolutions by the House, and their interest or importance to the general membership .
2. **Other resolutions adopted by the House of Delegates:** Sometimes there are resolutions that have been adopted in the past, which are the policy of this Association, which should be mentioned or emphasized.
3. **Current activities of the Board of Directors:** While many actions of the Board are of continuing nature, and possibly incomplete, there are times that resolutions adopted by the Board, or the discussion of certain topics, will indicate coming events or may show that the Board is aware of a particular situation. It is also equally important for the officer to note member feed-back, which may come in the form of questions, suggestions or in discussion, and be of possible future use.
4. **Discussion of the structure and functions of the TDA:** The use and function of councils and committees, what councils and committees there are in the TDA and how they operate. Here the various portions of the *Bylaws*, Chapter IX, are of value to outline the areas of interest and duties of each council. Also, the various membership services that are available, such as the FSI-sponsored insurance programs, group travel plans, etc., could be mentioned. The Central Office plays a valuable role in Association affairs and is always available to assist the members in these matters or when other problems arise. The individual member should not hesitate to ask for assistance since service to the members is the primary function of this Association.
5. **Knowledge and discussion of the financial affairs of the TDA:** This Association is the individual member who supports it financially, and that member may want to know how its affairs are being conducted. Other members may express an interest in functions such as the Relief Fund or the TDA Smiles Foundation or other financial affairs of this Association.
6. **The inter-relationship between the TDA and the ADA:** The TDA, as a constituent society, is the focal point between the local membership on the one hand, and the parent organization, the ADA, on the other hand. The strength of organized dentistry comes from the component national levels. Policy for the TDA, as well as the ADA, almost always begins on the local level and progresses to become, through the forge of discussion, debate and decision, the policy of organized dentistry. These policies strive to reflect the best interests of the majority of the members of organized dentistry, the whole dental profession and the public which it serves.
7. **Functions of the ADA that deserve the support of the local membership:** Some functions, such as the American Fund for Dental Health, the ADA Relief Fund and various efforts related to dental education, are worthy causes that do, and should, enjoy broad-based membership support.

- 1552 8. **Support for dentistry's political action committees -DENPAC and ADPAC:** Many people  
1553 feel "politics" is a dirty word or something to be shunned. This is unfortunate since "politics",  
1554 rather than something to be avoided, is a fact of life and a vital part of the representative  
1555 democracy in which we live. Politics is nothing more than the inter-action of people going  
1556 through the very difficult process of trying to achieve a majority decision to accomplish a  
1557 given aim or objective. And, almost invariably, this effort is for the ultimate good or for some  
1558 sort of progress, not only for the members of the particular group that may be affected by such  
1559 actions, but for the general public as well.
- 1560 9. **Talking Points:** Talking points drafted by the TDA Executive Director.  
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**APPENDIX B**

**CORPORATE CODE OF ETHICS AND PROHIBITION AND DISCLOSURE  
OF CONFLICTS OF INTEREST**

**ARTICLE I**

**Purpose**

The purpose of this policy is to establish a corporate code of ethics for the leadership of the Texas Dental Association in addition to the applicable standards required by laws and regulations. This policy is also intended to provide a method for identifying conflicts of interest and disclosing actual and potential conflicts of interest.

**ARTICLE II**

**Persons Subject to This Policy**

This policy applies to the officers, Board of Directors and members of councils and committees of the Association. A similar, separate policy applies to employees of the Association.

**ARTICLE III**

**Corporate Code of Ethics**

Persons subject to this policy owe the duty of loyalty to the Association that requires the faithful pursuit of the interests of the Association rather than the person’s own financial or other interests or those of another person or organization. The persons subject to this policy should:

- A. Faithfully pursue the interests of the Association rather than the person’s own financial or other interests.
- B. Act in good faith with the care that an ordinary, prudent person in a like position would exercise under similar circumstances, and in a manner that is believed to be in the best interest of the Association.
- C. Act at all times in a manner that is loyal to the governing principles of the Association and to the members of the Association.
- D. Follow the constitution, by-laws and policies of the Association.
- E. Comply with governmental laws and regulations applicable to the Association.
- F. Treat members and employees of the Association with respect, dignity and fairness.
- G. Maintain confidential information about the Association in a confidential manner.
- H. Fully disclose any conflicts or potential conflicts of interest.

**ARTICLE IV**

**Definitions of Conflicts of Interest**

A person subject to this policy may have a conflict or potential conflict of interest if:

- A. The person is a party to a contract, receives material benefits from or is involved in a transaction with the Association for goods or services.
- B. A person, or a family member of any such person, has a material financial interest in a transaction involving the Association, or an entity in which the person or family member is a person in control, an owner of all or part, or has any other legal relationship with the entity.
- C. A person is involved in a transaction or takes a position that may create the appearance of a conflict.

**ARTICLE V**

**Procedures Regarding Conflicts of Interest**

1614  
1615 Prior to participation in matters regarding the Association, if a person knows of a conflict of interest or a matter  
1616 giving the appearance of a conflict of interest, the person shall disclose, in writing, to the Association, through the  
1617 President, Executive Director or person in charge of a particular function or meeting, the presence of the conflict.  
1618 A person having a conflict of interest shall not participate in a discussion, consideration, decision or vote  
1619 regarding the matter in which the person has a conflict. If a decision or vote is to be made by a board, council or  
1620 committee, and the person is a member of the board, council or committee, the minutes of the meeting shall  
1621 reflect that the person did not participate due to a potential conflict.

1622  
1623 **ARTICLE VI**

1624 **Review of Policy and Disclosure of Conflicts**

1625  
1626 At the time a person subject to this policy assumes a position with the Association, the person shall review this  
1627 policy. The person shall, at all times, remain familiar with the provisions of this policy. At least annually, the  
1628 person shall disclose in writing to the Association the person's awareness of the policy and a statement that the  
1629 person has complied with the policy.

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1632  
1633 **WHISTLEBLOWER POLICY**  
1634

1635 General  
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1637 Texas Dental Association (“Association”) Code of Ethics (“Code”) requires directors, officers and members of  
1638 councils and committees (“TDA Leadership”) to observe high standards of business and personal ethics in the  
1639 conduct of their duties and responsibilities. The Association has a separate code of ethics applicable to  
1640 employees. As employees and representatives of the Association, we must practice honesty and integrity in  
1641 fulfilling our responsibilities and comply with all applicable laws and regulations.  
1642

1643 Reporting Responsibility  
1644

1645 It is the responsibility of TDA Leadership and employees to comply with the Code and to report violations or  
1646 suspected violations in accordance with this Whistleblower Policy.  
1647

1648 No Retaliation  
1649

1650 No member of the TDA Leadership or employee who in good faith reports a violation of the Code shall suffer  
1651 harassment, retaliation or adverse employment consequence. An employee or member of TDA Leadership  
1652 who retaliates against someone who has reported a violation in good faith is subject to discipline up to and  
1653 including termination of employment or the person’s position with the Association. This Whistleblower  
1654 Policy is intended to encourage and enable employees and others to raise serious concerns within the  
1655 Association prior to seeking resolution outside the Association.  
1656

1657 Reporting Violations  
1658

1659 The Association has an open door policy and suggests that TDA Leadership and employees share their  
1660 questions, concerns, suggestions or complaints with someone who can address them properly. In most  
1661 cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not  
1662 comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are  
1663 encouraged to speak with the Executive Director or Chairman of the audit and finance committee.  
1664 Supervisors and managers are required to report suspected violations of the Code of Conduct to the  
1665 Association’s Compliance Officer, who has specific and exclusive responsibility to investigate all reported  
1666 violations. For suspected fraud, or when you are not satisfied or comfortable with following the Association’s  
1667 open door policy, individuals should contact the Association’s Compliance Officer directly. The person  
1668 receiving a complaint or the Compliance Officer will notify the sender and acknowledge receipt of the  
1669 reported violation or suspected violation within five business days. All reports will be promptly investigated  
1670 and appropriate corrective action will be taken if warranted by the investigation.  
1671

1672 Compliance Officer  
1673

1674 The Association’s Compliance Officer is responsible for investigating and resolving all reported complaints and  
1675 allegations concerning violations of the Code and, at his or her discretion, shall advise the Executive Director  
1676 and/or the audit committee. The Compliance Officer has direct access to the audit committee of the Board of  
1677 directors and is required to report to the audit committee at least annually on compliance activity. The  
1678 Association’s Compliance Officer is the chair of the audit committee.  
1679

1680 Accounting and Auditing Matters  
1681

1682 The audit and finance committee of the Board of Directors shall address all reported concerns or complaints  
1683 regarding accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify  
1684 the audit and finance committee of any such complaint and work with the committee until the matter is  
1685 resolved.

1686

1687 Acting in Good Faith

1688

1689 Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good  
1690 faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code.

1691 Any allegations that prove not to be substantiated and which prove to have been made maliciously or  
1692 knowingly to be false will be viewed as a serious disciplinary offense.

1693

1694 Confidentiality

1695

1696 Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of  
1697 violations or suspected violations will be kept confidential to the extent possible, consistent with the need to  
1698 conduct an adequate investigation.

1699

1700

## CORPORATE RECORDS RETENTION POLICY

1701  
1702  
1703 It is the policy of the Association to maintain records necessary to serve its members, conduct the business of the  
1704 Association and meet applicable laws and regulations. It is also the policy of the Association to properly dispose  
1705 of records that are no longer necessary in order to provide for an efficient working environment, reduce the cost  
1706 of records maintenance and prevent maintenance of records that are no longer necessary.  
1707  
1708 The following table provides the minimum requirements for retention of certain types of documents. Documents  
1709 covered by this policy include typed, printed or handwritten documents, documents maintained in electronic  
1710 form and documents on hard drives, computer servers or other electronic storage. Other policies of the  
1711 Association may provide more specific requirements for specific types of records.  
1712  
1713 The destruction of documents, including the method of destruction, is under the direction of the Executive  
1714 Director and Directors of the Association. If there is any question about whether documents should be  
1715 maintained or destroyed, the decision will be made by the Executive Director.  
1716  
1717 If any document is subject to or involved with any litigation or administrative proceeding, the document should  
1718 be retained until approved for destruction by the Executive Director.  
1719  
1720 The following table provides the minimum retention requirements:  
1721

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with members, state officials and vendors)	4 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently

Duplicate deposit slips	2 years
Emails (not described herein as a document)	30 days
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
House of Delegates minutes	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years
Year End Financial Statements	Permanently

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**APPENDIX C**



1727  
1728 The Texas Dental Association Gold Medal for Distinguished Service shall contain the  
1729 following requirements and criteria:  
1730  
1731 1. This is the highest award of the Association.  
1732 2. The award shall only be presented when, in the opinion of the Awards Committee, an individual has met  
1733 the criteria. This award may or may not be given on an annual basis.  
1734 3. Nominations for the award will be encouraged from members of the Board of Directors or component  
1735 societies via confidential proposals to the Awards Committee for consideration. These nominations  
1736 should be accompanied by supporting documentation of the candidate's eligibility.  
1737 4. Texas Dental Association Gold Medal for Distinguished Service  
1738 A. Purpose - This is the highest award given in recognition of outstanding contributions and service to  
1739 the Texas Dental Association.  
1740 B. Criteria - Nominees must have made contributions to the Association in more than one area  
1741 through:  
1742 i. service in leadership positions, which may include, but not limited to, Officers, Board of  
1743 Directors, and Council or Committee members;  
1744 ii. ADA related service, which may include, but not limited to, Officers, Trustees, Committees,  
1745 and other special groups;  
1746 iii. contributions to local component society activities which played a significant role in State  
1747 concerns;  
1748 iv. commitment to organized dentistry through other areas of activity, including education  
1749 through teaching at the predoctoral, advanced or continuing education level;  
1750 v. service to community; and  
1751 vi. the recipient must be an Association member in good standing and not under active  
1752 discipline.  
1753 5. Since this is the highest award of the Association, the presentation ceremony and subsequent events,  
1754 e.g., TDA Journal articles and media releases, should reflect its importance. (Ref. Resolution 111-1997-H)  
1755  
1756 The President shall be the presenter of the Association's Gold Medal for Distinguished Service Award. Should the  
1757 President be selected as the recipient of the award, the Awards Committee shall select an appropriate presenter.  
1758 (Ref. Resolution 108-1999-H)

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APPENDIX D

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**I. BOARD COMMITTEE REPORTS**

If a Texas Dental Association Committee has not met or conducted business, the annual report should so state. (Ref. Appendix D; Ref. Resolution 90-2011-H)

Committees must submit an annual report and/or meeting minutes to the House of Delegates of its activities.

The following is an excerpt of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure:

**A. Form of Board Committee Reports**

Board Committee reports usually include:

1. A statement of the question, subject or work assigned to the committee and any important instructions given to it.
2. A brief explanation of how the committee carried out its work.
3. A description of the work that the committee performed or, in the case of a deliberative or investigating committee, its findings and conclusions.

A Board committee report should be as brief as possible, consistent with clarity. It should give the background necessary to an understanding of any resolutions the committee is submitting for decision by the Board. Credit is given to anyone rendering unusual or outstanding service to the committee, but their report does not give special mention to those who only perform their expected duties. Recommendations from a committee should be in the form of resolutions written with appropriate background statements and in such a form as to be easily understood as to intent. Such resolutions should be attached to the report but should not be included in it. Resolutions which require action by a certain date must specify the month and year. Committees and the Board should be aware that any committee report which is accepted and approved by the Board, and which contains opinions and recommendations, binds the Association to those opinions and recommendations.

**B. Agreement on Board Committee Reports**

The report and the resolutions of a committee must be agreed upon at a meeting of the committee. The committee members must have the opportunity to hear all the different viewpoints on the questions involved and to discuss them freely with each other. Otherwise, the report cannot state the collective judgment of the committee. The approval of a committee report or resolutions by members of the committee individually and separately, without a meeting, is not valid approval unless specifically authorized by the Board.

When it is difficult or impossible for the members of a committee to meet, the *Bylaws* or a motion may authorize the committee to agree on a report without a meeting. A report may be prepared by the chairman and submitted by mail or electronic mail to the members for their suggestions and approval. Every member of the committee must have the opportunity to review the proposed report and to present objections or changes. Members who approve, sign the report and the resolutions, and, if a majority sign, the report becomes the report of the committee. When a report in its final form has been considered and approved by a majority vote at a committee meeting, it is signed by the chair and all the members of the committee. A member may withdraw approval of a report at any time before it is

1814 presented. A member who agrees to a committee report with exceptions or reservations may indicate  
1815 the portions with which he/she does not agree and sign the report, signifying approval of the remainder.  
1816

### 1817 **C. Presentation of Board Committee Reports** 1818

1819 At the time in the order of business for committee reports, the presiding officer calls for each report in  
1820 turn. Standing committees usually report first in the order in which they are listed in the *Bylaws* and are  
1821 to be followed by special committees in the order of their appointment. The order of presenting reports,  
1822 however, should be flexible to meet the needs of the particular meeting, and the order of presentation  
1823 may be varied by majority vote or unanimous consent. A committee report is presented by its chair,  
1824 some member of the committee designated by the chairman. The presenter may introduce the report  
1825 with a brief explanation if it is necessary to an understanding of the report. If a committee report is long,  
1826 usually only a summary of it is presented.  
1827

1828 Committee reports should be distributed to the members of the Board at the next meeting of the Board.  
1829 In this case, the chair may make such explanatory statements as are needed and present only the  
1830 resolutions of the committee.  
1831

### 1832 **D. Consideration of Board Committee Reports** 1833

1834 A committee report, after being presented to the Board, is open for comment, questions, or criticism.  
1835

1836 A committee report cannot be amended except by the committee. A committee report, after it is  
1837 presented, may be disposed of in any of the following ways:  
1838

- 1839 1. The report may be filed. This is the usual method of disposing of a committee report. A report that is  
1840 filed is not binding at any time.  
1841
- 1842 2. A subject and the report covering it may be referred back to the committee if further study,  
1843 modifications, or resolutions are needed.  
1844
- 1845 3. Consideration of a committee report may be postponed to a certain time.  
1846
- 1847 4. A report may be adopted. This commits the Board to all the findings and opinions contained in the  
1848 report and to any recommendations that might be included in it, but not to any resolutions submitted  
1849 separately. The word "accept" is sometimes used instead of adopt, but the word "adopt", which  
1850 cannot be misunderstood, is preferable. A motion "to receive" a committee report is meaningless,  
1851 since an organization cannot refuse to receive and hear the report of its authorized committee. Since  
1852 the adoption of a committee report binds the Board to everything in the report, the Board would  
1853 be wise to file reports instead of adopting them.  
1854
- 1855 5. A final or annual financial report from the Secretary-Treasurer or Finance and Audit  
1856 Committee is referred to the auditors by the President without a motion. No final financial  
1857 report is adopted without an accompanying report from the auditors certifying its correctness.  
1858
- 1859 6. If a financial report concerns proposed or future expenditures only, as in a budget, it is  
1860 treated as any other financial recommendation of a committee.  
1861

### 1862 **E. Minority Reports** 1863

1864 If any members of a committee disagree with the report submitted by a majority of the committee  
1865 members, they may submit a minority report signed by members who agree with it. More than one  
1866 minority report may be submitted. A minority report can be presented only immediately after the  
1867 majority report. A minority has the right to present and read a report, even though a motion is pending to  
1868 dispose of the majority report, but the minority report is not considered unless some member moves to  
1869 substitute it for the report of the majority. If the motion to substitute carries, the minority report  
1870 becomes the official report of the committee and the majority report is filed for reference. If the motion  
1871 to substitute fails, the minority report is filed for reference.  
1872

## 1873 **II. BOARD COMMITTEE RECOMMENDATIONS**

### 1874 **A. Presentation of Board Committee Recommendations**

1875 Resolutions may be acted on separately when they are presented with the committee report,  
1876 postponed to a definite time, or taken up under new business. When several resolutions are interrelated  
1877 and have not been printed or sent to the members previously, they should all be read before  
1878 considering and voting on the individual resolutions. Whenever the Board desires to consider the  
1879 resolutions, the chairman of the committee reads the first resolution from the committee and a  
1880 member of the Board moves its adoption.  
1881  
1882

1883 The motion should be stated in a form that will allow the Board to vote directly on the proposal itself,  
1884 not on whether to agree or disagree with the recommendation of the committee. For example, if a  
1885 committee recommends "that a membership drive should be held in the spring of each year," the  
1886 motion to the Board should be, "I move that a membership drive be held in the spring of each year."  
1887 This statement of the proposal allows the Board to consider, apply motions (for example, the motion to  
1888 amend), and to vote directly on the actual proposal. This motion is much clearer than a motion such as  
1889 "I move that we concur with (adopt, reject, accept approve, or agree with) the recommendation of the  
1890 committee."  
1891

1892 A well-stated motion requiring a decision directly on the proposal prevents the confusion caused by such  
1893 motions as, "I move that we approve the recommendation of the finance committee rejecting the  
1894 proposal of the Secretary-Treasurer to modify the system of keeping financial records." It is impossible  
1895 to amend or affect this motion in any way that will reach the original proposal, even though members  
1896 may wish to do so. The original motion should be stated: "I move that the Secretary-Treasurer be  
1897 authorized to modify the present system of keeping financial records." The President or chairman of the  
1898 committee would then state, for the information of the members, that the original motion had been  
1899 proposed by the Secretary-Treasurer, and that the finance committee recommends a "NO" vote on it.  
1900 After a motion embodying a recommendation has been stated to the Board, it is considered and acted  
1901 on as any other main motion.  
1902

1903 Bibliography: American Institute of Parliamentarians Standard Code of Parliamentary Procedure.  
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## B. Resolutions

### Definition of Resolution

A formal request for action by an organization, a legislature, a club, or other group. It is voted upon by the House and can be adopted or defeated as its final disposition.

Our organization recognizes resolutions as either affecting policy or mandating action to implement the will of the House.

A policy resolution affects and becomes the policy of the TDA. A policy is ongoing and remains policy until rescinded or amended. A mandate resolution is a request of the House for action. It has a finite point of completion and is not ongoing.

### **Examples:**

Resolved, that the TDA fund the Rite to Smile Golf Tournament.

As written, the resolution is confusing as to the maker's intent. It should be rewritten as either a clean policy statement or mandate of the House:

### ***Policy Resolution***

Resolved, that it is the policy of the TDA to fund the annual Rite to Smile Golf Tournament.

### ***Mandate Resolution***

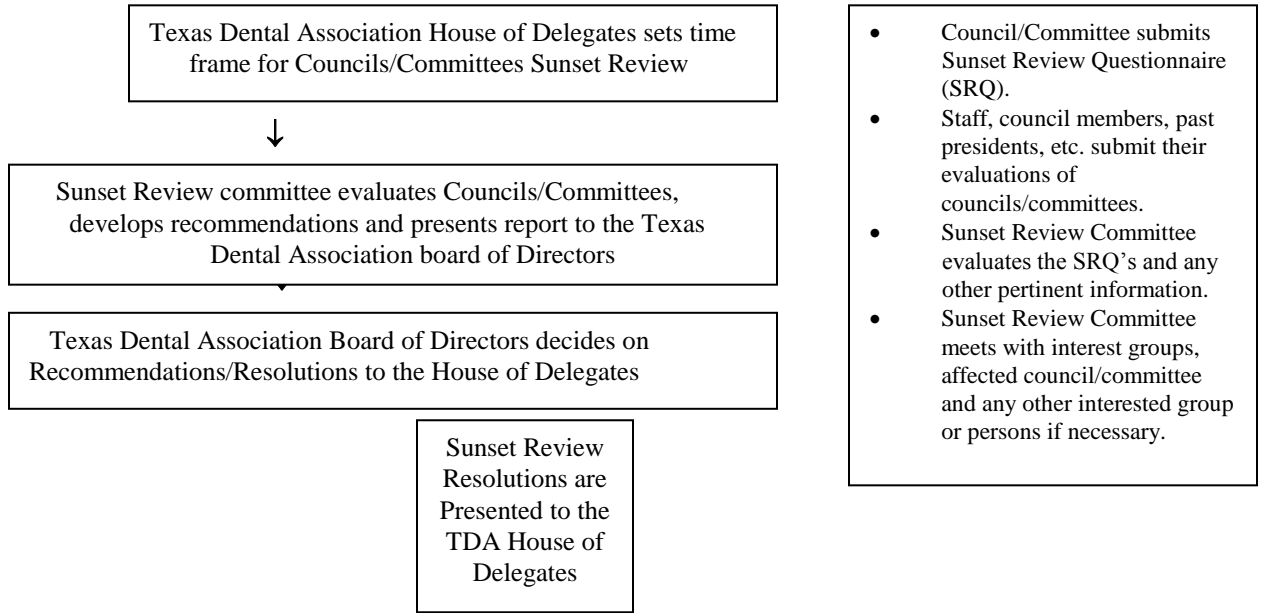
Resolved, that the TDA fund the 2012 Rite to Smile Golf Tournament.

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**APPENDIX E**

**SUNSET REVIEW IN THE TEXAS DENTAL ASSOCIATION**

**SUNSET REVIEW PROCESS**



**SUNSET REVIEW TIMEFRAMES**

JUNE	Send out Sunset Review Questionnaire
AUGUST	Sunset Review Committee starts compiling information from the evaluations
NOVEMBER/ FEBRUARY	Sunset Review Committee gives report with recommendations to the TDA Board of Directors
MAY	Resolutions to the TDA House of Delegates

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**REVIEW SCHEDULE**

<b>4 YEAR REVIEW SCHEDULE</b>	<ul style="list-style-type: none"> <li>• <b>COUNCIL/COMMITTEE</b></li> </ul>
<b>2012, 2016, 2020, ETC.</b>	<ul style="list-style-type: none"> <li>• <b>COUNCIL ON PEER REVIEW</b></li> <li>• <b>COUNCIL ON ETHICS &amp; JUDICIAL AFFAIRS</b></li> </ul>
<b>2013, 2017, 2021, ETC</b>	<ul style="list-style-type: none"> <li>• <b>COUNCIL ON MEMBERSHIP</b></li> <li>• <b>COMMITTEE ON THE NEW DENTIST</b></li> <li>• <b>COUNCIL ON LEGISLATIVE &amp; REGULATORY AFFAIRS</b></li> </ul>
<b>2014, 2018, 2022, ETC</b>	<ul style="list-style-type: none"> <li>• <b>COUNCIL ON CONSTITUTION AND BYLAW</b></li> <li>• <b>COUNCIL ON ANNUAL SESSION</b></li> <li>• <b>COMMUNICATIONS COMMITTEE</b></li> <li>• <b>COMMITTEE ON ACCESS TO DENTAL CARE IN MEDICAID AND CHIP</b></li> </ul>
<b>2015, 2019, 2023, ETC.</b>	<ul style="list-style-type: none"> <li>• <b>COUNCIL ON DENTAL EDUCATION, TRADE &amp; ANCILLARIES</b></li> <li>• <b>COUNCIL ON DENTAL ECONOMICS</b></li> <li>• <b>COMMUNITY FLUORIDE COMMITTEE</b></li> </ul>

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**SUNSET REVIEW QUESTIONNAIRE (SRQ)**

The Sunset Review Committee uses the following criteria to evaluate each of the programs and functions of the council/committee placed under Sunset Review. The criteria and questions are as follows:

1. What is the purpose of the Council/Committee?
2. What are the duties of this Council/Committee?
3. What achievements or successes has your Council/Committee had over the last 4 years?
4. How successful has the Council/Committee been in achieving its objectives?
5. Were there any new innovations started or any projects planned?
6. How efficiently does the Council/Committee operate?
7. To what degree is your Council/Committee needed and used?
8. How promptly and effectively does your Council/Committee respond to inquiries, input, or complaints from TDA members?
9. How much do other council/Committees duplicate your work, projects, etc.? Could the Councils/Committees programs or projects be consolidated or better done by another Council or Committee?
10. To what extent does the Council/Committee encourage TDA member input?
11. What would make the Council/Committee better?
12. Would abolishing your Council/Committee diminish the value of membership to the TDA?
13. What change would you like to see happen with this Council/Committee?
14. What effect would the above suggestions have on the Council/Committee?
15. Your personal views on the Committee/Council?

2005  
2006 The Sunset Review Committee reviews typically take from three to six months depending on the size and  
2007 complexity of the council/committee. The Sunset Review Committee gathers information from a broad  
2008 range of sources. As a part of the review process, each staff member, and past and present  
2009 council/committee chairmen submit a Sunset Review Questionnaire (SRQ) to the Sunset Review  
2010 Committee. Other reports are received from the council/committee members, past-presidents, current  
2011 presidents, etc. The reports identify problems, opportunities and issues that the council/committee and others  
2012 feel should be considered in the Sunset Review. Once the evaluation phase of the review is completed, the  
2013 Sunset Review Committee presents a report to the Texas Dental Association Board of Directors containing  
2014 recommendations for any changes or suggestions to improve the council/committee.  
2015  
2016 All information presented to the Sunset Review committee is reviewed and compiled.  
2017  
2018

## 2019 **FREQUENTLY ASKED QUESTIONS (FAQ'S)**

### 2020 2021 **1. What Changes Can Be Made Through Sunset?**

2022  
2023 The Sunset Review Committee's report on the Council/Committee must include a recommendation to abolish or  
2024 continue the Council/Committee and may also contain other recommendations and suggestions. If the Sunset  
2025 Review Committee recommends continuation of the Council/Committee, no resolution is required. The  
2026 recommendation should be emphasized in the report. Unless there is a recommended alteration of the 4 - year  
2027 cycle for review, no resolution is needed for declaring the next time for review, however, for clarity and  
2028 completeness, it may be included in the recommendations. Recommendations to abolish a Council/Committee  
2029 *must* be in resolution form in order for the Board and the House to take action.  
2030

### 2031 2032 **2. What is Sunset?**

2033  
2034 Sunset is the regular assessment of the continuing need for the Texas Dental Association's Council/Committees to  
2035 exist. Sunset asks a more basic question: Does the council/committees duties continue to be needed? The  
2036 Sunset Review process works by setting a date on which a council/committee will be abolished unless the House  
2037 of Delegates decides to continue its functions. This creates a unique opportunity for the Texas Dental Association  
2038 to look closely at each Council/Committee and make fundamental changes to a councils/committees mission or  
2039 operations if needed.  
2040

2041 The Sunset Review process is guided by the Senior Directors and Board Liaisons of the Texas Dental Association in  
2042 accordance with the Texas Dental Association *Bylaws* CHAPTER IX, SECTION 130 that reads as follows:  
2043

2044 Each council and committee shall be required to undergo a sunset review by the Senior Directors and the  
2045 Board Liaisons to the Council that are being reviewed every four (4) years or whenever directed by the  
2046 Board of Directors.  
2047

2048 The Senior Directors will be assisted by a staff member, and may consult with past and present  
2049 council/committee chairmen, council/committee members, past presidents, and staff whose reports  
2050 provide an assessment of a council's/committee's programs and operations, giving the Texas Dental  
2051 Association the information needed to draw conclusions about the council's/committee's necessity and  
2052 workability.  
2053  
2054



2055 **3. How is a Council/Committee Scheduled for Review under Sunset?**

2056  
2057 All Texas Dental Association Councils/Committees are subject to Sunset Review. Review of Councils/Committees  
2058 under Sunset typically undergoes review once every 4 years. The Texas Dental Association Board of Directors  
2059 may change the review schedule to enable a close look at certain councils/committees of special interest. By  
2060 using the Sunset Review process to examine problem areas, the Texas Dental Association further strengthens the  
2061 accountability of all Councils/Committees.

2062  
2063  
2064 **4. How are Councils/Committees Reviewed?**

2065  
2066 Members of the Sunset Review Committee work with each council/committee under review to evaluate the need  
2067 for the council/committee propose needed changes and develop resolutions necessary to implement any  
2068 proposed changes. A summary of the steps in a Sunset Review can be found in the flow chart, **Sunset Review**  
2069 **Process.**

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Sunset Review Process Rev. 5/4/2003

1 **BOARD POLICIES OF GOVERNANCE**

2  
3 **(CHRONOLOGICAL LIST)**

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6 **63-2003-CCB-B**

Resolved, that one of the following designations be placed on each resolution:

<u>Origin of Resolution</u>	<u>Designation</u>	<u>Example</u>
Council	C-(Council Abbreviation)	3-2003-CDETA
Component Society	CS-(Component No.)	3-2003-CS8
Individual Member	CS-(Component No.)/i	3-2003-CS8/i
House Floor	HR	3-2003-HR
Reference Committee	RC-(Ref. Comm. Letter)	3-2003-RCE
Board of Directors	B	3-2003-B
House of Delegates	H	3-2003-H

and be it further

Resolved, that these letter designations remain with the resolution throughout its life.

6  
7 Supplemental: Council on Annual Session (CAS)  
8 Council on Constitution and Bylaws (CCB)  
9 Council on Dental Economics (CODE)  
10 Council on Dental Education, Trade and Ancillaries (DETA)  
11 Council on Ethics and Judicial Affairs (CEJA)  
12 Council on Legislative and Regulatory Affairs (CLRA)  
13 Council on Membership (COM)  
14 Council on Peer Review (PR)  
15 Texas Dental Association Smiles Foundation (TDASF)  
16 Committees ("name of committee")  
17 Task Force (TF "name of task force")  
18 Substitute Resolution (Designation followed with "S")  
19

20 **19-1977-B**

Resolved, that the Council on Manpower Distribution be reduced to a four member Council.

21  
22  
23 **75-1978-11**

Resolved, that the following resolutions from the Report of the Long Range Planning Committee be adopted:

Resolved, that the Secretary-Treasurer of the TDA be an active or life member, elected annually by the House of Delegates, unsalaried, whose duties shall be:

1. Chair of the Budget Committee
2. Oversee the income and expenses of the Association
3. Insure that minutes of the House of Delegates and the Board of Directors be maintained
4. Be an ex officio member of the Board of Directors
5. Shall be limited to two one year terms

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and be it further

Resolved, that the Executive Secretary of the Texas Dental Association shall be employed and discharged by the Board of Directors, whose salary shall be determined by the Board of Directors, and whose duties shall be:

1. To have authority over the Central Office with the consent of the Board of Directors.
2. Assist the legal counsel and lobbyist when required
3. Assist all councils and committees when required
4. Prepare the annual budget with the aid of the Secretary-Treasurer and submit same to the Budget Committee of the Board for its approval.
5. Act as Assistant Chairman for the Annual Session to facilitate the duties of the Chair.
6. Assist the public relations firm employed by the Texas Dental Association
7. Perform other such duties as prescribed by the Board of Directors, and be it further

Resolved, that a committee be appointed to investigate a retirement program for employees of the Texas Dental Association, and be it further

Resolved, that a portion of the annual salary of the Business Manager of the Journal and the Exhibit Manager of the Annual Session shall consist of a percentage of gross income from the sale of Journal advertising and exhibit space, the amount of such percentage to be determined by the Board of Directors, and be it further

Resolved, that the intent of this resolution become effective at the conclusion of the 1980 Annual Session of the Texas Dental Association, and be it further

Resolved, that the Board of Directors employ a public relations firm to conduct an ongoing public relations campaign for both its members and the general public.

**80-1978-H**

Resolved, that the host district dental society or societies for the Annual Session be nominated by the Council on Annual Session and affirmed by the Board of Directors four years in advance of the specified Annual Session.

**25-1979-H**

Resolved, that no council meeting shall be held at the same time as a meeting of the Board of Director.

**60-1980-H**

Resolved, that the Finance and Audit Committee be authorized to review, on an annual basis, all contracts with outside organizations doing business for the TDA.

**69-1980-H**

Resolved, that the Board of Directors shall have the authority to reallocate surplus line item funds as deems necessary during the fiscal year.

**3-1981-B**

Resolved, that the "No Smoking Rule" be invoked during business sessions of the Board of Directors.

**5-1981-B**

Resolved, that a record of the vote on all issues that are not unanimously adopted be reported.

83 **65-1983-H**  
84 Resolved, that the ADA alternate delegates be paid the same per diem as ADA delegates.  
85  
86 **103-1989-H**  
87 Resolved, that the Procedures for Recall of Members of the Board of Directors and Elected Officers of the Texas  
88 Dental Association, be approved.  
89  
90 **118-1990-H**  
91 Resolved, that the Council on Education and Health Resource Planning and the Council on Dental Trade,  
92 Ancillaries and Laboratory Relations be merged into one council to be known as the Council on Education, Trade  
93 and Auxiliaries, and be it further  
94  
95 Resolved, that the Council on Education, Trade and Auxiliaries be composed of six members for one year only  
96 with no new appointments made for 1990-91 and the Bylaws be amended to reflect these changes.  
97  
98 **145-1990-H**  
99 Resolved, that the Editor will accept reports on council activities, such reports to be published at the discretion of  
100 the Editor  
101  
102 **41-1991-H**  
103 Resolved, that all contracts entered into in the name of this Association shall be signed by the President  
104 and/or the Executive Director at the President's discretion on each contract offered.  
105  
106 **74-1991-H**  
107 Resolved, that all resolutions referring to previous resolutions have the previous resolutions printed in their  
108 entirety within the body of the pending resolution.  
109  
110 **115-1992-H**  
111 Resolved, that the following criteria for selection of TDA Council Chairs and Members be  
112 included in the Board of Directors' Manual:  
113 1. Consideration given to division representation  
114 2. Experience in the field of concern of the particular council  
115 3. Willingness to work; commitment of time  
116 4. Excellent communication skills  
117 5. Leadership abilities  
118 a. cooperative; compatible nature  
119 b. diplomacy  
120 6. Knowledge of TDA structure, function and willingness to work toward the strategic plan of the TDA.  
121  
122 **83-1995-H**  
123 Resolved, that the President of the Texas Dental Association appoint a Pension Plan Administrative  
124 Committee with the chairman to be the Executive Director or Interim Executive Director and two  
125 other staff members.  
126  
127 **108-1996-H**  
128 Resolved, that the Texas Dental Association Board of Directors establish a standing Resolutions Committee whose  
129 function is to ensure that resolutions coming from the TDA House of Delegates to the ADA shall be properly  
130 formatted. This committee consisting of the President of the TDA, the Speaker of the House, the Fifteenth District  
131 Trustee and the Parliamentarian of the TDA shall maintain the intent of said resolutions; and be it further  
132

133 Resolved, that the 15th District Trustee serve as chairman, and be it further

134  
135 Resolved, that the Resolution Committee expenditures, if any, be charged to the TDA Delegation budget, and be  
136 it further

137  
138 Resolved, that the TDA Council on Constitution and Bylaws make any changes necessary to the Constitution and  
139 Bylaws and Manuals of the Association.

140

141 **38-1997-NP**

142 Resolved, that the Council on Annual Session, in consultation with the San Antonio Convention and  
143 Visitors Bureau and the President of the Texas Dental Association determine the function site, meal  
144 selection, the time and the agenda of the event; and be it further

145

146 Resolved, that persons attending the Council Dinner be limited to members of the Board of Directors and their  
147 spouses, members of the Council on Annual Session (to include the Host Society Chair) and their spouses and  
148 appropriate TDA staff, including, but not limited to the Executive Director, Assistant to the Executive Director,  
149 Director of Annual Session and Meeting Services and the Exhibits Manager (Decisions regarding staff will be made  
150 by the Executive Director.)

151

152 **49-1997-H**

153 Resolved, that all letters of information or opinion that are generated by the Texas Dental Association  
154 or subsidiaries (e.g. Paid Dental or Financial Services, Inc.) or the Texas Dental Foundation shall be  
155 directed to the Executive Director and the President for consideration of review by legal counsel prior  
156 to being mailed.

157

158 **86-1997-H2**

159 Resolved, that the Board of Directors establish the per diem of those members who attend to the affairs of the  
160 Texas Dental Association, except the President who shall receive no per diem beginning in 1998.

161

162 **111-1997-H**

163 Resolved, that the Texas Dental Association Gold Medal for Distinguished Service contain the  
164 following requirements and criteria:

- 165 1. This is the highest award of the Association.
- 166 2. The award shall only be presented when, in the opinion of the Awards Committee, an individual has met  
167 the criteria. This award may or may not be given on an annual basis.
- 168 3. Nominations for the award will be encouraged from members of the Board of Directors or component  
169 societies via confidential proposals to the Awards Committee for consideration. These nominations  
170 should be accompanied by supporting documentation of the candidate's eligibility.
- 171 4. Texas Dental Association Gold Medal for Distinguished Service
- 172 A. Purpose - This is the highest award given in recognition of outstanding contributions and service to  
173 the Texas Dental Association.
- 174 B. Criteria - Nominees must have made contributions to the Association in more than one area  
175 through:
- 176 i. service in leadership positions, which may include, but not limited to, Officers, Board of  
177 Directors, and Council or Committee members;
- 178 ii. ADA related service, which may include, but not limited to, Officers, Trustees, Committees,  
179 and other special groups;
- 180 iii. contributions to local component society activities which played a significant role in State  
181 concerns;

- 182                   iv.     commitment to organized dentistry through other areas of activity, including education  
183                                through teaching at the predoctoral, advanced or continuing education level;  
184                   v.     service to community; and  
185                   vi.    the recipient must be an Association member in good standing and not under active  
186                                discipline.
- 187           5.    Since this is the highest award of the Association, the presentation ceremony and subsequent events,  
188                   e.g., TDA Journal articles and media releases, should reflect its importance. (Ref. Resolution 111-1997-H)  
189

190   **144-1998-H**

191   Resolved, that no more than 1/4 of any Texas Dental Association subsidiary board be made up of committee or  
192   council members.  
193

194   **194-1998-H**

195   Resolved, that resolutions which require action by a certain date specify the month and year.  
196  
197

198   **16-1999-H**

199   Resolved, that if the Reserve Fund falls below “the trigger point” the money placed into the reserves be figured  
200   into the next budget passed by the House.  
201

202   **108-1999-H**

203   Resolved, that the Board of Directors' Manual be amended by the addition of a new section to read:  
204

205                   The President shall be the presenter of the Association's Gold Medal for Distinguished Service Award.  
206                   Should the President be selected as the recipient of the award, the Awards Committee shall select an  
207                   appropriate presenter.  
208

209   **126-1999-H** (Rescinds Resolution 143-1998-H)

210   (See also 93-2006-Task Force on Charitable Foundations-H )

211   Resolved, that any member who serves on a committee, Council, or Board of Directors of this Association be a  
212   member free from any conflict of interest with the Bylaws and policies of this Association during his/her service in  
213   such position; and be it further  
214

215   Resolved, that no member of a committee, Council or Board of Directors of this Association shall serve on the  
216   Board of any firm or organization endorsed by or doing business with the Texas Dental Association that would  
217   involve or imply a conflict of interest with this Association; and be it further  
218

219   Resolved, that no Texas Dental Association Board member may serve simultaneously on any TDA subsidiary  
220   board, except for charitable, non-profit corporations, and the TDA Holding Company Board.  
221

222   **153-1999-H** (See also 65-2013-B, 72-2013-B)

223   Resolved, that the Committee on the New Dentist be made a standing committee of the Board of Directors; and  
224   be it further  
225

226   Resolved, that the Committee shall be made up of four (4) dentists who have been in  
227   practice less than ten (10) years; and be it further  
228

229   Resolved, that the members- shall be appointed by the President of the Association, and  
230   shall be entitled to no more than four (4) terms; and be it further  
231

232 Resolved, that the following shall be the duties of the committee:

- 233
- 234 1. One Committee member per Council shall serve as a non-voting liaison to
- 235 the following: [To serve as *ex officio* members without vote of the following
- 236 Councils:]
- 237
- 238 A. Council on Annual Session
- 239 B. Council on Dental Care Programs and Community Oral Health
- 240 C. Council on Dental Education, Trade, and Ancillaries
- 241 D. Council on Membership
- 242
- 243 2. To meet yearly as an entire committee, unless directed to do otherwise, the meeting to
- 244 occur in March.
- 245
- 246 3. To provide input to the Councils on issues related to new practitioners.
- 247
- 248 4. To provide a written report to the Board of Directors following each of their meetings.
- 249
- 250 5. Such other duties as may be assigned by the Board of Directors.
- 251

252 **163-1999-H**

253 Resolved, that no member shall serve on more than one Council. Members of the Board of Directors

254 shall not be eligible of membership on any Council except the Council on Legislative and Regulatory

255 Affairs. When a member of any other Council is elected to the Board of Directors, the member shall

256 resign from that council.

257

258 **14-2000-H** (See also 124-2011)

259 Resolved, that the TDA Board of Directors Manual be amended in Chapter VIII, Rules of Procedure, Paragraph

260 "Presentation of New Business" (Page 18) by deletion of the word [shall] and insertion of "should" after New

261 Business; and be it further

262

263 Resolved, that a second sentence be added to read "In the event new business needs to be acted on that has not

264 been previously submitted to the Secretary/Treasurer 15 days prior to the regular Board meeting, the

265 introduction of the new business shall require a 2/3 majority vote of the Board of Directors present and voting."

266

267 **78-2000-H**

268 Resolved, that all recommendations for removal of a council or committee member be forwarded to the TDA

269 Board for a vote and that this procedure be placed in the appropriate portion of the TDA Board Manual.

270

271 **85-2000-H**

272 Resolved, that prior to [appointing] recommending a new Council/Committee member, the Texas Dental

273 Association President-Elect advise potential Council/Committee nominees of the following via written

274 communication:

275

276 Mission and goals of the Council/Committee; Terms of appointment; Chair, existing members and staff

277 liaison for the Council/Committee; Anticipated obligations and responsibilities; Approximate number of

278 meetings per year; Amount of time and travel required; and TDA

279 covered expenses.

280

281 and be it further

282  
283 Resolved, that each TDA Council and Committee submit the required information to the President-Elect and  
284 Executive Director by December 1, 2000; and be it further

285  
286 Resolved, that the required information be updated annually.

287  
288 **88-2000-H** (See also 55-2010-BS, 23-2014-B)

289 Resolved, that Guidelines for the Finance and Audit Committee be:

- 290 A. The Finance and Audit Committee is a Board Committee responsible directly to the Board.  
291 B. It should operate apart from any officer or agency of the Association and be permitted access to  
292 information relating to the finances of the Association.  
293 C. The following outlines the minimum functions the committee should perform:  
294 1. The chair meets with the auditors at the beginning and end of the audit process and  
295 report to the Finance and Audit committee.  
296 2. The Finance and Audit Committee meets semi-annually to review:  
297 a. the audit report and management letters produced by the auditors  
298 b. internal financial policy and procedures  
299 c. financial position of the Association  
300 d. contracts  
301 e. financial trends report  
302 3. The Finance and Audit committee will submit written reports and recommendations to  
303 the Texas Dental Association Board as needed.

304  
305 **13-2001-H**

306 Resolved, that the Texas Dental Association Committee on the New Dentist be permitted to meet up to three  
307 times in a calendar year for the purpose of planning and implementation of committee goals.....

308  
309 **74-2001-H**

310 Resolved, that the Manual of the Board of Directors be amended by the addition of a new standing committee of  
311 the Board entitled, Committee of Component Society Presidents with the inclusion of the following criteria:

- 312 A. Composition. The Committee of Component Society Presidents shall be composed of the presidents of  
313 each of the component societies of the Association and the chair will be the Texas Dental Association  
314 President-Elect.  
315 B. Term of Office. Each member of the Committee shall serve for the duration of his/her term of office as  
316 component society president.  
317 C. Duties. The duties of the Committee shall be:  
318 1. To serve as a conduit for information between the component societies and the Board of  
319 Directors.  
320 2. To make policy recommendations to the Board of Directors.  
321 3. To provide an avenue through which information may be shared between component societies.  
322 4. To meet separately on the same day in June as the Leadership Training Meeting for Component  
323 Presidents and Presidents-Elects. Additional meetings should be held as necessary at the  
324 discretion of or at the request of Texas Dental Association's Board of Directors.  
325 5. To provide a written report to the Board of Directors following each of the Committee's  
326 meetings.

327  
328 **119-2001-H**

329 Resolved, that legal counsel make the necessary legal changes in any and all Relief Fund documents to implement  
330 Relief Fund grants to other charitable tax-exempt dental organizations. The total sum of such grants would be  
331 limited to the amount of interest earned on the account in the prior fiscal year. All funding of grants would cease



332 if the corpus of the relief fund should drop to less than \$500,000, and be it further  
333  
334 Resolved, that use of the Relief Fund for grants to charitable tax-exempt dental organizations is contingent upon  
335 IRS approval in which the Texas Dental Association Relief Fund retains its tax-exempt status.  
336

337 **120-2001-H**

338 Resolved, that the Board of Directors annually determine the charitable tax-exempt organization(s), I.R.S.  
339 501(c)(3) organizations, to receive the Relief Fund grants and the amount of the grant(s), and be it further  
340

341 Resolved, that the amount available for distribution as grants to charitable tax-exempt dental organizations from  
342 the Relief Fund in a TDA fiscal year be the amount of interest earned on the account in the prior fiscal year, and  
343 be it further  
344

345 Resolved, that the amount available be included as a separate line entry in the budget with the designated  
346 charitable organization(s) recipient(s) listed, and be it further  
347

348 Resolved, that if the corpus of the Relief Fund should drop to less than \$500,000.00 that all grants to other  
349 charitable tax-exempt dental organizations shall cease unless the Board directs otherwise.  
350

351 **140-2001-H**

352 Resolved, that the report entitled, "guide to the Texas Dental Association Sunset Review Process" be accepted as  
353 the process by which the Sunset Review Committee will be operated.  
354

355 **165-2002-H**

356 Resolved, that at any official event of the Texas Dental Association the invocation should be as ecumenical as  
357 possible to reflect the diversity of the membership.  
358

359 **178-2002-H**

360 Resolved, that any qualifying 501(c)3 non-profit organization affiliated with dentistry may apply to be considered  
361 for financial help from the Relief Fund income as directed by the Texas Dental Association Board of Directors, and  
362 be it further  
363

364 Resolved, that this application must be submitted by January 31 of each year, and be it further  
365

366 Resolved, that the Texas Dental Association Board of Directors determine at the winter Board meeting which  
367 groups will be the recipients of the Relief Fund interest income from the preceding year.  
368

369 **63-2003-CCB-B**

370 Resolved, that one of the following designations be placed on each resolution:  
371

<u>Origin of Resolution</u>	<u>Designation</u>	<u>Example</u>
Council	C-(Council Abbreviation)	3-2003-CDETA
Component Society	CS-(Component No.)	3-2003-CS8
Individual Member	CS-(Component No.)/i	3-2003-CS8/i
House Floor	HR	3-2003-HR
Reference Committee	RC-(Ref. Comm. Letter)	3-2003-RCE
Board of Directors	B	3-2003-B
House of Delegates	H	3-2003-H

372  
373 and be it further

374  
375 Resolved, that these letter designations remain with the resolution throughout its life.

376  
377 **101-2012-B**

378 Resolved, that duties of the Committee on Communications shall be:

- 379  
380 a. To review and maintain a written comprehensive communication plan for the Texas Dental Association;  
381 b. To ensure that the membership receives succinct, timely information about the activities of the  
382 Association including the leadership activities and critical issues;  
383 c. To manage and promote public and media relations, including communications messages for the public;  
384 d. To review existing communication programs and methods for distribution of issues and if appropriate, to  
385 develop and recommend communications programs to the Board that incorporate emerging technology;  
386 e. To recommend to the Board communications messages for the public and private image of dentistry;  
387 f. To receive approval of the Board or Executive Committee prior to distribution of critical issues materials;  
388 g. To be responsible for the oversight design, content and management of the Association Web site, and  
389 emerging technology;  
390 h. Develop continuing education courses for the dental team through the publications and online forums of  
391 the TDA;  
392 i. To propose and develop programs for dental health education of the public.

393  
394 and be it further,

395  
396 Resolved, that the Board Manual, Chapter VII, A. Standing Committees, Section 3, Communications Committee,  
397 be amended to reflect these changes, and be it further

398  
399 Resolved, that Resolution 99-2000-H, as amended by Resolution 59-2003-CCB-B, which reads:

400  
401 *99-2000-H (As Amended by Resolution 59-2003-CCB-B)*  
402 *Resolved, that a new Standing Committee of the Board, the Committee on Communications be established*  
403 *to assume responsibility for oversight of all communications activities of the Texas Dental Association,*  
404 *including but not limited to those duties previously assigned to the Task Force on Communications and the*  
405 *Critical Issues Committee; and be it further*

406  
407 *Resolved, that the Committee on Communications be composed of five (5) active, life, or retired members,*  
408 *one of whom shall be the Editor of the Texas Dental Journal, who shall not serve as chairman; and be it*  
409 *further*

410  
411 *Resolved, that duties of the Committee on Communications shall be*

- 412  
413 *a. to develop and maintain a comprehensive communications plan for the Texas Dental*  
414 *Association;*  
415 *b. to ensure that the membership receives succinct, timely information about the activities of the*  
416 *Association including the leadership activities and critical issues;*  
417 *c. to review public and media relations issues;*  
418 *d. to review existing communications programs and, if appropriate, to develop and recommend*  
419 *communications programs to the Board;*  
420 *e. to prepare critical issues material for distribution when a critical issue arises and the Board*  
421 *directs a quick response*  
422 *f. to recommend to the Board communications messages for the public and private image of*  
423 *dentistry*

- 424 g. to receive approval of the Board or Executive Committee prior to distribution of critical issues  
425 materials  
426 h. to be responsible for the oversight of the design, content and management of the Association  
427 Web site, TDA Online;

428  
429 and be it further

430  
431 Resolved, that Resolution 155-1999-H (Task Force on Communications), and Resolution 145-1999-  
432 H (Critical Issues Committee) be rescinded.

433  
434 be rescinded.

435  
436 Section 3 of the Board Manual now reads:

437  
438 3. COMMITTEE ON COMMUNICATIONS

439  
440 Composition: Shall consist of five (5) active, life, or retired members, one of whom shall be the  
441 Editor of the Texas Dental Journal, who shall not serve as chair.

442  
443 Duties: Duties shall include, but not be limited to:

- 444  
445 a. To review and maintain a written comprehensive communication plan for the Texas  
446 Dental Association;
- 447 b. To ensure that the membership receives succinct, timely information about the activities  
448 of the Association including the leadership activities and critical issues;
- 449 c. To manage and promote public and media relations, including communications messages  
450 for the public;
- 451 d. To review existing communication programs and methods for distribution of issues and if  
452 appropriate, to develop and recommend communications programs to the Board that  
453 incorporate emerging technology;
- 454 e. To recommend to the Board communications messages for the public and private image  
455 of dentistry;
- 456 f. To receive approval of the Board or Executive Committee prior to distribution of critical  
457 issues materials;
- 458 g. To be responsible for the oversight design, content and management of the Association  
459 Web site and emerging technology;
- 460 h. Develop continuing education courses for the dental team through the publications and  
461 online forums of the TDA;
- 462 i. To propose and develop programs for dental health education of the public.

463  
464 **94-2003- RCAS-H**

465 Resolved, that a senior representative from one of the three Texas dental schools be invited to attend the  
466 regularly scheduled meetings of the Texas Dental Association Committee on the New Dentist, and be it further

467  
468 Resolved, that a senior representative be selected through the school's American Student Dental Association  
469 program, and be it further

470  
471 Resolved, that a schedule be developed allowing one representative to attend the Texas Dental Association  
472 Committee on the New Dentist meeting on a rotating basis among the schools.

473

474 **100-2003-H**  
475 Resolved, that the Texas Dental Association grant \$100,000 from the Relief Fund to Texas Dentists for Healthy  
476 Smiles, and be it further  
477

478 Resolved, that a one-time exception be granted to the interest only rule in Resolution 119-2001-H which reads:  
479

480 119-2001-H  
481 Resolved, that legal counsel make the necessary legal changes in any and all Relief Fund documents to  
482 implement Relief Fund grants to other charitable tax-exempt dental organizations. The total sum of such  
483 grants would be limited to the amount of interest earned on the account in the prior fiscal year. All  
484 funding of grants would cease if the corpus of the relief fund should drop to less than \$500,000.00, and  
485 be it further  
486

487 Resolved, that use of the Relief Fund for grants to charitable tax-exempt dental organizations is  
488 contingent upon IRS approval in which the Texas Dental Association Relief Fund retains its tax-exempt  
489 status.  
490

491 **31-2004-B**

492 Resolved, that the Committee on Communication develop an appropriate form stating conditions under which a  
493 component society may receive and use e-mail addresses collected by the TDA. Such form to be signed by the  
494 appropriate representative of the component society prior to the release of the e-mail information; and be it  
495 further  
496

497 Resolved, that the Committee on Communication recommend to the Board of Directors actions to be taken by  
498 the TDA in the event of violations by a component society of the terms of use of TDA-collected e-mail addresses;  
499 and be it further  
500

501 Resolved, that the Committee on Communication suggest appropriate changes to the wording of requests for e-  
502 mail addresses on the annual dues statement regarding use, publication, and/or release of e-mail information;  
503 and be it further  
504

505 Resolved, that the Committee on Communication report to the Board of Directors with recommendations  
506 regarding e-mail at the August meeting.  
507

508  
509 **56-2005-BS-H**

510 Resolved, that the Texas Dental Association travel per diem be increased from \$35 per day to \$70 per day  
511 for both in-state travel, and out of state travel, and be it further  
512

513 Resolved, that the Texas Dental Association out-of-state and in-state daily taxi reimbursement be \$40 per  
514 day, and be it further  
515

516 Resolved, that the Texas Dental Association out-of-state and in-state daily automobile rental  
517 reimbursement be increased from \$35 per day to \$50 per day, and be it further  
518

519 Resolved, that the Texas Dental Association out-of-state and in-state automobile transportation and  
520 surface transportation reimbursement be raised from \$.325 per mile to \$.375 per mile, and be it further  
521

522 Resolved, that the Texas Dental Association continue to pay discounted round-trip airfare, parking fees  
523 and surface transportation as is current practice, and be it further

524  
525 Resolved, that this become effective January 1, 2005 to be paid in 2005 with the 2004 surplus and be it  
526 further

527  
528 Resolved, that these figures be reevaluated on a regular basis.

529  
530 **103-2005- H**

531 Resolved, that the Assets Management Committee shall be composed of four members of the Board of  
532 Directors, one Director, one Senior Director and two Vice-Presidents, and the Secretary-Treasurer shall  
533 serve as Chair, and be it further

534  
535 Resolved, that the President shall appoint all four members in May of 2005 based on their experience,  
536 knowledge and willingness to serve up to three years on the Assets Management Committee, and be it  
537 further

538  
539 Resolved, that after 2005 the President shall appoint one Director and one Vice-President each May to  
540 maintain the balance and experience of the membership of the Assets Management Committee. The  
541 remaining two members will advance one year in seniority, and be it further

542 Resolved, that

543  
544 Meetings: Shall be subject to the call of the chair or any two (2) of its members before each Board  
545 meeting.

546  
547 Duties:

548 a. To supervise the investments of the Texas Dental Association and the Texas Dental Association  
549 Relief Fund and the Texas Dental Association Building Fund in accordance with the Investment  
550 Policies of the Texas Dental Association. The Board must approve investments. This does not  
551 prohibit the Board of Directors from delegating the day by day management of the investment  
552 portfolio funds. Investment funds should be covered by FDIC or FSLIC insurance when available.

553 b. To recommend engaging a professional investment counselor when deemed necessary.

554 c. To periodically review and make recommendations on the investment schedule of the Texas  
555 Dental Association and the Texas Dental Association Relief Fund.)

556 d. To periodically review the cases of individuals receiving aid from the Texas Dental Association  
557 Relief Fund in accordance with Chapter XII, Section 40 of the *Bylaws*.

558 e. To review and make recommendations on the policies of administration of the Texas Dental  
559 Association Relief Fund.

560 f. Take necessary reports and recommendations to the Board of Directors.

561 g. The Chairman will sign on behalf of the Association and convey instructions to the managers of  
562 the Investment Management Account.

563  
564 and be it further

565  
566 Resolved, that appropriate changes in the wording be made in the appropriate Association documents.

567  
568 **61-2006-H**

569 Resolved, that the Texas Dental Association (TDA) Board of Directors establish a standing committee on Access to  
570 Dental Care in Medicaid and Children's Health Insurance Program (CHIP) to advise the Board and other councils  
571 and committees and help develop TDA policy relating to Medicaid and the Children's Health Insurance Program.  
572 The proposed committee would have the following charges:

573

- 574 1. to monitor issues related to Medicaid and CHIP;  
575 2. to serve as a clearinghouse for information and resources on Medicaid and CHIP and to  
576 identify and maintain a list of spokespersons around the state who can be called upon in various  
577 situations to represent TDA;  
578 3. to develop and recommend appropriate policies relating to Medicaid and CHIP to the TDA Board  
579 of Directors for consideration and possible implementation; and  
580 4. to cooperate with other Association councils or committees in developing and recommending  
581 legislative and regulatory policy relating to access to care;

582 and be it further

583  
584 Resolved, that the committee consist of four members who are Medicaid/CHIP providers or have experience and  
585 working knowledge of the Medicaid/CHIP process. The committee should meet at least quarterly and more often  
586 if necessary. The TDA President shall appoint the committee chair; and be it further

587  
588 Resolved, that the Committee on Access to Dental Care in Medicaid and CHIP present an initial report at the  
589 February 2006 Board meeting.

590  
591  
592 **145-2008-H**

593 Resolved, that the Manuals of the Texas Dental Association be amended in order to allow the Board of Directors  
594 to send a resolution that it feels is politically sensitive to the House of Delegates without taking a vote of final  
595 disposition on that resolution.

596  
597 **52-2009-H**

598 Resolved, that for purposes of corporate governance and oversight, the following Texas Dental Association Code  
599 of Ethics and Prohibition and Disclosure of Conflicts of Interest policy be adopted:

600  
601 CORPORATE CODE OF ETHICS AND PROHIBITION AND DISCLOSURE  
602 OF CONFLICTS OF INTEREST

603  
604 ARTICLE I

605 Purpose

606  
607 The purpose of this policy is to establish a corporate code of ethics for the leadership of the Texas  
608 Dental Association in addition to the applicable standards required by laws and regulations. This  
609 policy is also intended to provide a method for identifying conflicts of interest and disclosing  
610 actual and potential conflicts of interest.

611  
612 ARTICLE II

613 Persons Subject to This Policy

614  
615 This policy applies to the officers, Board of Directors and members of councils and committees of  
616 the Association. A similar, separate policy applies to employees of the Association.

617  
618 ARTICLE III

619 Corporate Code of Ethics

620  
621 Persons subject to this policy owe the duty of loyalty to the Association that requires the faithful  
622 pursuit of the interests of the Association rather than the person's own financial or other  
623 interests or those of another person or organization. The persons subject to this policy should:

- 624 A. Faithfully pursue the interests of the Association rather than the person’s own financial
- 625 or other interests.
- 626 B. Act in good faith with the care that an ordinary, prudent person in a like position would
- 627 exercise under similar circumstances, and in a manner that is believed to be in the best
- 628 interest of the Association.
- 629 C. Act at all times in a manner that is loyal to the governing principles of the Association and
- 630 to the members of the Association.
- 631 D. Follow the constitution, by-laws and policies of the Association.
- 632 E. Comply with governmental laws and regulations applicable to the Association.
- 633 F. Treat members and employees of the Association with respect, dignity and fairness.
- 634 G. Maintain confidential information about the Association in a confidential manner.
- 635 H. Fully disclose any conflicts or potential conflicts of interest.

636  
637 ARTICLE IV  
638 Definitions of Conflicts of Interest

- 639 A person subject to this policy may have a conflict or potential conflict of interest if:
- 641 A. The person is a party to a contract, receives material benefits from or is involved in a
  - 642 transaction with the Association for goods or services.
  - 643 B. A person, or a family member of any such person, has a material financial interest in a
  - 644 transaction involving the Association, or an entity in which the person or family member
  - 645 is a person in control, an owner of all or part, or has any other legal relationship with the
  - 646 entity.
  - 647 C. A person is involved in a transaction or takes a position that may create the appearance
  - 648 of a conflict.

649  
650 ARTICLE V  
651 Procedures Regarding Conflicts of Interest

652  
653 Prior to participation in matters regarding the Association, if a person knows of a conflict of  
654 interest or a matter giving the appearance of a conflict of interest, the person shall disclose, in  
655 writing, to the Association, through the President, Executive Director or person in charge of a  
656 particular function or meeting, the presence of the conflict. A person having a conflict of interest  
657 shall not participate in a discussion, consideration, decision or vote regarding the matter in which  
658 the person has a conflict. If a decision or vote is to be made by a board, council or committee,  
659 and the person is a member of the board, council or committee, the minutes of the meeting shall  
660 reflect that the person did not participate due to a potential conflict.

661  
662 ARTICLE VI  
663 Review of Policy and Disclosure of Conflicts

664  
665 At the time a person subject to this policy assumes a position with the Association, the person  
666 shall review this policy. The person shall, at all times, remain familiar with the provisions of this  
667 policy. At least annually, the person shall disclose in writing to the Association the person’s  
668 awareness of the policy and a statement that the person has complied with the policy.

669  
670 and be it further

671  
672 Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental Association  
673 manuals may be revised.

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**53-2009-H**

Resolved, that for purposes of corporate governance and oversight, the following Texas Dental Association Whistleblower policy be adopted:

Texas Dental Association  
Whistleblower Policy

General

Texas Dental Association (“Association”) Code of Ethics (“Code”) requires directors, officers and members of councils and committees (“TDA Leadership”) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The Association has a separate code of ethics applicable to employees. As employees and representatives of the Association, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of TDA Leadership and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No member of the TDA Leadership or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee or member of TDA Leadership who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment or the person’s position with the Association. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Association prior to seeking resolution outside the Association.

Reporting Violations

The Association has an open door policy and suggests that TDA Leadership and employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the Executive Director or Chairman of the audit and finance committee. Supervisors and managers are required to report suspected violations of the Code of Conduct to the Association's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or comfortable with following the Association's open door policy, individuals should contact the Association's Compliance Officer directly. The person receiving a complaint or the Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Compliance Officer



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The Association's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his or her discretion, shall advise the Executive Director and/or the audit committee. The Compliance Officer has direct access to the audit committee of the Board of Directors and is required to report to the audit committee at least annually on compliance activity. The Association's Compliance Officer is the chair of the audit committee.

#### Accounting and Auditing Matters

The audit and finance committee of the Board of Directors shall address all reported concerns or complaints regarding accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit and finance committee of any such complaint and work with the committee until the matter is resolved.

#### Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

#### Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

and be it further

Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental Association manuals may be revised.

#### **54-2009-H**

Resolved, that for purposes of corporate governance and oversight, the following Texas Dental Association Records Retention policy be adopted:

#### Texas Dental Association Corporate Records Retention Policy

It is the policy of the Association to maintain records necessary to serve its members, conduct the business of the Association and meet applicable laws and regulations. It is also the policy of the Association to properly dispose of records that are no longer necessary in order to provide for an efficient working environment, reduce the cost of records maintenance and prevent maintenance of records that are no longer necessary.

The following table provides the minimum requirements for retention of certain types of documents. Documents covered by this policy include typed, printed or handwritten documents, documents maintained in electronic form and documents on hard drives, computer servers or

774 other electronic storage. Other policies of the Association may provide more specific  
775 requirements for specific types of records.

776  
777 The destruction of documents, including the method of destruction, is under the direction of the  
778 Executive Director and Directors of the Association. If there is any question about whether  
779 documents should be maintained or destroyed, the decision will be made by the Executive  
780 Director.

781  
782 If any document is subject to or involved with any litigation or administrative proceeding, the  
783 document should be retained until approved for destruction by the Executive Director.

784  
785 The following table provides the minimum retention requirements.  
786

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with members, state officials and vendors)	4 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Emails (not described herein as a document)	30 days
Employment applications	3 years

Expense Analyses/expense distribution schedules	7 years
House of Delegates minutes	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years
Year End Financial Statements	Permanently

787  
788 and be it further  
789  
790 Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental Association  
791 manuals may be revised.  
792  
793 **55-2010-BS-H** (See also 88-2000-H, 23-2014-B)  
794 Resolved, that the TDA Finance and Audit Committee shall be responsible for recommending to the TDA Board of  
795 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries; and it be further  
796  
797 Resolved, the selection of an audit firm shall be approved by the TDA Board of Directors; and it be further

798  
799 Resolved, commencing in 2010 an audit firm shall be contracted to perform the annual audit for a one year  
800 period and for no more than five consecutive years with the right of TDA to change auditors at any time; and it be  
801 further

802  
803 Resolved, the TDA Board of Directors is ultimately responsible for the acceptance and approval of the annual  
804 audit.

805  
806 **76-2010-H**

807 Resolved, that the Manual of the Board of Directors be amended by deletion of the words in the 2<sup>nd</sup> paragraph, in  
808 the 2<sup>nd</sup> line, "*and the official recorder,*" and in the 3<sup>rd</sup> line, "*the President,*" and insertion of the words "*and*  
809 *consent of the Board,*" after the words "invitation of" in the 3<sup>rd</sup> line; and add another sentence, "*Board members*  
810 *may request, through the President, for others to attend with the consent of the Board,*" so that the amended  
811 version reads:

812  
813 When an Executive Session is voted by the Board, there shall be present for such session only the  
814 members of the Board as designated by the *Bylaws* ~~and the official recorder~~. Others may be  
815 privileged to attend for consultation on the invitation of the President and consent of the Board.  
816 Board members also may request, through the President, for others to attend with consent of the  
817 Board. No action shall be taken by the Board until such consultants have retired. The record of any  
818 Executive Session shall be at the discretion of the Board.

819  
820 **77-2010-H**

821 Resolved, that Section IV., subsection F., paragraph 2 be amended by deleting the words, "as long as all  
822 consultants have retired," and insertion of the words, "while in closed session except for personnel matters, and  
823 attorney-client privilege," so that it would read:

824  
825 When an Executive Session is voted by the Board, there shall be present for such session only the  
826 members of the Board as designated by the *Bylaws* ~~and the official recorder~~. Others may be privileged to  
827 attend for consultation on the invitation of the President and consent of the Board. Board members also  
828 may request, through the President, for others to attend with consent of the Board. No action shall be  
829 taken by the Board ~~until such consultants have retired~~ while in closed session, except for personnel  
830 matters, and matters related to attorney-client privilege. The record of any Executive Session shall be at  
831 the discretion of the Board.

832  
833 **78-2010-H**

834 Resolved, that the Board Manual of the Texas dental Association be amended to include the definition and policy  
835 of Attorney-client session which follows:

836  
837 An Attorney-client meeting is a form of closed meeting during which legal advice is sought from  
838 an attorney representing the Association as client, and the communications relating to that  
839 purpose are made in confidence by the client or attorney. For attorney-client meetings, the  
840 President and Secretary shall consult with the General Counsel of the Association regarding  
841 attendance during the meeting and any Board action. Any necessary Board action may be taken  
842 during an attorney-client meeting.

843  
844 **127-2010-BS-H**

845 Resolved, that Chapter VII, section A, subsection 9. Personnel Committee of the Texas Dental Association Board  
846 of Directors Board Manual be amended by deleting subsection 9. and inserting a new subsection 9 to read:

847

848 9. PERSONNEL COMMITTEE

849 Composition: The Committee shall consist of the Immediate Past President, President, President-  
850 elect, Secretary-Treasurer, and a vice-president and a senior director. The vice-president and  
851 senior director shall each serve a two year term, beginning their term as a senior director, and  
852 completing their term as a vice-president. The senior director and vice-president positions shall  
853 rotate clockwise geographically through the four divisions of the state such that the senior  
854 director shall be from the division immediately clockwise geographically to that of the vice-  
855 president serving their second year on the committee. The Immediate Past President shall serve  
856 as chair of the committee.

857 NOTE: To initiate the new rotating committee positions, the vice-president shall be from the  
858 division geographically clockwise to the incoming president elect.

859 Duties:

- 860 a. Act as a liaison between the TDA Executive Director and the Board of Directors regarding  
861 personnel issues and to be knowledgeable about the salary structure of the staff.
- 862 b. Act as a support mechanism to the Executive Director and offer insight and advice when  
863 requested by the Executive Director.
- 864 c. Review and be knowledgeable about changes in staff personnel and to advise the Executive  
865 Director to ensure that proper procedures are followed when terminations are necessary.
- 866 d. Be a conduit from the Board of Directors to the Executive Director for any information the  
867 Board of Directors wishes to convey to the Executive Director concerning staff size, duties, or  
868 compensation.
- 869 e. Inform the Budget Committee of the Board of Directors of concerns as to the size and cost of  
870 the staff of this Association.
- 871 f. Review office personnel manual.
- 872 g. To conduct an annual performance review of the Executive Director of the Association and  
873 recommend changes in duties and compensation to the Board of Directors by the November  
874 Board meeting.

875  
876 and be it further

877  
878 Resolved, that this Board policy take effect sine die after the May 2010 House of Delegates meeting.

879  
880 **90-2011-H**

881 Resolved, that if a Texas Dental Association Council or Committee has not met or conducted business, the annual  
882 report should so state.

883  
884 **124-2011-H**

885 Resolved, that the *Board Manual* Chapter IV, Section J, which reads:

886  
887 PRESENTATION OF NEW BUSINESS: New business must be presented to the Secretary at least fifteen  
888 (15) days in advance of a regular session of the Board in order to place new items on the agenda and  
889 mailing to the Board within ten (10) days of the regular session. In the event new business needs to  
890 be acted on that has not been previously submitted to the Secretary/Treasurer 15 days prior to the  
891 regular Board meeting, the introduction of the new business shall require a 2/3 majority vote of the  
892 Board of Directors present and voting. **(Ref. Resolution 14-2000-H)**

893  
894 be amended as follows:

895  
896 PRESENTATION OF NEW BUSINESS: New business brought by anyone other than sitting Board  
897 members must be presented to the Secretary at least fifteen (15) days in advance of a regular session

988 of the Board in order to place new items on the agenda and mailing to the Board within ten (10) days  
989 of the regular session. In the event new business needs to be acted on that has not been previously  
990 submitted to the Secretary/Treasurer 15 days prior to the regular Board meeting, the introduction of  
991 the new business shall require a 2/3 majority vote of the Board of Directors present and voting. New  
992 business brought by sitting Board members may be presented at any time prior to or during a Board  
993 of Directors meeting. (Ref. Resolution 14-2000-H)  
994

995 **181-2011-H**

996 Resolved, that all Board members of the Texas Dental Association (TDA) should have access to written  
997 information, report(s), and/or attorney-client report(s) dealing with the specific issue(s) the TDA Board is  
998 reviewing.  
999

1000 **67-2012-B2**

1001 Resolved, that the building account be used for maintenance and improvements for the central TDA building and  
1002 annex, and all references in manuals and policies reflect the name change to the building account rather than the  
1003 Building Reserve Fund, and be it further  
1004

1005 Resolved, that resolution 100-1996-H which reads:

1006  
1007 *100-1996-H*  
1008 *Resolved, that the building fund be designated The Building Reserve Fund; and be it further*  
1009  
1010 *Resolved, that the Building Reserve Fund be restricted to use for building maintenance and depreciation.*

1011 be rescinded, and be it further

1012 Resolved, that Resolution 149-2011-H which reads:

1013  
1014 *149-2011-H*  
1015 *Resolved, that the Building Account and the interest income generated from the account funds be*  
1016 *restricted for use of building maintenance, repairs and remodeling of the buildings. Any unused interest*  
1017 *generated from the Building Account shall, at the end of the budget year, be returned to the principle of*  
1018 *the Building Account, and be it further,*

1019 Resolved, that Resolution 100-1996 which reads:

1020  
1021 *100-1996-H*  
1022 *Resolved, that the Building fund be designated The Building Reserve Fund; and be it further*  
1023  
1024 *Resolved, that the fund in the Building Reserve Fund be restricted to use for building maintenance*  
1025 *and depreciation.*

1026 be rescinded, and be it further,

1027 Resolved, that Resolution 132-1997 which reads:

1028  
1029 *132-1997-H*  
1030 *Resolved, that the interest generated from the Building Maintenance Fund from two years*  
1031 *previous to the budget year shall be used for the routine maintenance, repairs, and remodeling of*  
1032 *the building, and any remaining funds shall, at the end of the budget year, be returned to the*

948 *principle of the Building Maintenance Fund.*

949  
950 *be rescinded.*

951  
952 be rescinded.

953  
954 **138-2012-RCAS-H**

955 Resolved, that it is the policy of the Texas Dental Association to maintain a Reserve Division of the General Fund,  
956 and be it further

957  
958 Resolved, that the Reserve Division maintain an amount of \$2,000,000 or 35% of the proposed annual budget  
959 whichever is the lesser, and be it further

960  
961 Resolved, that the value of the Reserve Division amount be determined on a cost basis rather than a market  
962 valuation, and be evaluated and amended by the TDA Board of Directors for approval by the House of Delegates  
963 at the end of each fiscal year, and be it further

964  
965 Resolved, that in the event that the reserve division of the general fund falls below the prescribed level, the  
966 proposed TDA annual budget for the next fiscal year shall include a minimum \$50,000 repayment to the reserve  
967 division of the general fund and shall continue in this manner for consecutive proposed budgets until the  
968 prescribed amount has been met.

969  
970 **58-2013-B (Rescinded by 35-2015-B)**

971 Resolved, that the Texas Dental Association, on an annual basis, at the beginning of the 2014 fiscal year, will  
972 maintain the Building Account at the minimum level of \$350,000 to maintain the two TDA buildings, and be it  
973 further

974  
975 Resolved, the minimum level of \$350,000 will be maintained by transferring, no greater than \$100,000 in any  
976 given fiscal year, at the beginning of each subsequent fiscal year, and be it further

977  
978 Resolved, that the Building Account be invested the same as the Emergency Reserve Account.

979  
980 **65-2013-B**

981 Resolved, that the following duty of the Committee on the New Dentist be amended in the Board Manual by  
982 striking "Council on Annual Session" and replaced with "Communications Committee" to read:

983  
984 One Committee member per Council or Committee shall serve as a non-voting liaison to the following:  
985 [To serve as *ex officio* members without vote of the following Councils or Committees:]

- 986  
987 A. Communications Committee  
988 A. ~~Council on Annual Session~~  
989 B. Council on Dental Care Programs and Community Oral Health  
990 C. Council on Dental Education, Trade, and Ancillaries  
991 D. Council on Membership

992  
993 **72-2013-B**

994 Resolved, that the TDA Committee on the New Dentist is expanded from 4 members to 6 members with liaison  
995 assignments to the Council on Legislative and Regulatory Affairs and to the Communications Committee  
996 beginning with the 2013-2014 leadership year.

997

998 **74-2013-B** (In Lieu of Referred Resolution 144-2011-B)  
999 Resolved, that the Assets Oversight Committee shall be comprised of four voting members. The Chair shall be  
1000 the Secretary-Treasurer of the TDA. Three members shall be from the Board of Directors. The President shall  
1001 appoint the members in the following manner:

1002  
1003 Beginning in 2013, and thereafter, the President will appoint a new Director for a three-year term to  
1004 replace the retiring Vice President. The current Director and Senior Director will be reappointed,  
1005  
1006 and be it further

1007  
1008 Resolved, that

1009  
1010 Meetings: Shall be subject to the call of the chair or any two (2) of its members before each Board  
1011 meeting.

1012  
1013 Duties:

- 1014 1. Review and/or report, and make recommendations to the Board of Directors:
- 1015 a. Regarding the finances of the TDA Reserve Division of the General Fund and Relief Fund as
  - 1016 outlined in the Bylaws and any other investment accounts.
  - 1017 b. Reviewing monthly all investments and, at least yearly, the investment financial policies of the
  - 1018 TDA Relief Fund and Reserve Division accounts, and any other investment accounts, and report
  - 1019 them at each Board meeting.
  - 1020 c. Regarding yearly disbursement amounts from the Relief Fund to be distributed to qualifying
  - 1021 individuals and/or charitable corporations as per Bylaws or resolution.
  - 1022 d. Regarding the amounts of funds held in each account and maintain the appropriate
  - 1023 percentages in the Reserve Division accounts to cover any possible uninsured and/or
  - 1024 unanticipated liabilities.
  - 1025 e. Regarding the engagement of professional financial managers or consultants as needed.
- 1026 2. The President or Secretary/Treasurer and the Executive Director shall sign on behalf of the Association
- 1027 for investments in the Reserve Division and the Relief Fund accounts, and any other investments
- 1028 accounts, that have been approved by the Board of Directors.
- 1029 3. Make resolutions to the Board related to any of the above.
- 1030

1031 **76-2013-B**

1032 Resolved, that the Texas Dental Association reimbursement for taxi fare per meeting day be increased to \$60  
1033 when the member has no rental car listed on their reimbursement form.

1034  
1035 **86-2013-B**

1036 Resolved, that the Board Manual, Section VII, Paragraph A. Committees of the Board, Subsection 2. Budget  
1037 Committee, Duties, which reads:

1038  
1039 Duties: Duties shall include, but not be limited to: The committee shall prepare a budget for each  
1040 succeeding year. Upon approval of the budget by the Board of Directors, the budget shall be  
1041 presented to the House of Delegates for adoption in accordance with Chapter IV, Section 140, A.,  
1042 c. of the Bylaws. The Committee shall also assist the House of Delegates if it considers business  
1043 requiring funds that are not provided in the budget as provided in Chapter IV, Section 140-b.

1044  
1045 be amended by adding the final sentence:

1046  
1047 The committee shall annually review all insurance policies and make recommendations, along



1048 with our insurance representative, to the Board through the budgeting process as to appropriate  
1049 insurance coverage for the TDA.

1050

1051 So that the paragraph now reads:

1052

1053 **Duties:** Duties shall include, but not be limited to: The committee shall prepare a budget for each  
1054 succeeding year. Upon approval of the budget by the Board of Directors, the budget shall be  
1055 presented to the House of Delegates for adoption in accordance with Chapter IV, Section 140, A.,  
1056 c. of the Bylaws. The Committee shall also assist the House of Delegates if it considers business  
1057 requiring funds that are not provided in the budget as provided in Chapter IV, Section 140-b. The  
1058 committee shall annually review all insurance policies and make recommendations, along with  
1059 our insurance representative, to the Board through the budgeting process as to appropriate  
1060 insurance coverage for the TDA.

1061

1062 **88-2013-B**

1063 Resolved, that the staff Direct Reimbursement Plan for all Texas Dental Association full time employees and their  
1064 immediate family members be administered as follows, effective January 1, 2013:

1065

- 1066 1. 100% reimbursement for ~~up to at least~~ the first ~~\$600~~ ~~\$300~~ of dental treatment.
- 1067 2. ~~75%~~ ~~70%~~ reimbursement for the ~~amount exceeding \$600~~ ~~next \$1000~~ of dental treatment.
- 1068 3. Maximum benefit for each family \$1000 for the ~~calendar~~ Fiscal year.

1069

1070 and be it further

1071

1072 Resolved, that Resolution 130-2000-H, which reads:

1073

1074 *130-2000-H*

1075 Resolved, that a staff Direct Reimbursement Plan for all Texas Dental Association full time employees and  
1076 their immediate family members be administered as follows:

- 1077 1. 100% reimbursement for the first \$300 of dental treatment.
- 1078 2. 70% reimbursement for the next \$1000 of dental treatment.
- 1079 3. Maximum benefit for each family \$1000 for the Fiscal year.

1080

1081 *Plan effective dates January 2000.*

1082

1083 be rescinded.

1084

1085 **102-2013-B**

1086 Resolved, that members of the Texas Dental Association Board, the editor, the Parliamentarian, Speaker of the  
1087 House, and up to two members of the House Standing Committee on Constitution and Bylaws, be reimbursed at  
1088 the lesser of the approved headquarters hotel rate or their actual hotel expenses (room and taxes only), during  
1089 their attendance at the House of Delegates, providing they are not otherwise reimbursed, and be it further

1090

1091 Resolved, that Resolution 97-2001-BS2, which reads:

1092

1093 *97-2001-BS2*

1094 Resolved, that members of the Texas Dental Association Board, the editor, the Parliamentarian and  
1095 Speaker of the House be reimbursed for their actual hotel expenses (room and taxes only), during their  
1096 attendance at the House of Delegates

1097

1098 be rescinded, and be it further

1099

1100 Resolved, that Resolution 97-2001-H, which reads:

1101

1102 *97-2001-H (As Amended by Resolution 153-2001-H)*

1103 *Resolved, that any member of the Association, by virtue of office or position, required to attend the annual*  
1104 *session, be reimbursed for their hotel expenses (room and taxes only) for attending the annual session*  
1105 *beginning with the 2002 annual session, and be it further*

1106

1107 Resolved: that resolution 28-1983-H, which reads:

1108 *Resolved, that no Texas Dental Association member be reimbursed by TDA for attending the*  
1109 *Annual Session of the Texas Dental Association unless authorized by its Board of Directors.*  
1110 *be rescinded.*

1111

1112 be rescinded.

1113

1114 **18-2014-B**

1115 Resolved, that Amendment to Cease Future Accruals to Texas Dental Association Pension Plan (the "Plan"), a  
1116 copy of which is attached hereto, is hereby approved and adopted and that the Executive Director of the  
1117 Corporation is hereby authorized and directed to execute the same, and be it further

1118

1119 Resolved, that the Executive Director of the Corporation is hereby directed to notify participants in the Plan of  
1120 the Corporation's decision to cease future accruals to the Plan, and be it further

1121

1122 Resolved, that the Executive Director of the Corporation be authorized to take any and all steps, do any and all  
1123 things, and execute and deliver any and all documents in the name and on behalf of the Corporation, as may be  
1124 necessary or appropriate to carry out the purposes of the foregoing resolutions.

1125

1126 **20-2014-B**

1127 Resolved, that, effective October 1, 2013, all requests for reimbursement from this Association shall be made  
1128 promptly on a monthly basis or within sixty days of the date of the event being reimbursed or the occurrence of  
1129 the expense for which reimbursement is requested. Requests received sixty to ninety days after the expense will  
1130 be reimbursed less twenty percent; thereafter, for each subsequent thirty day period, requests will be reduced  
1131 by an additional amount equal to the first twenty percent reduction until the reimbursement reaches zero, and  
1132 be it further

1133

1134 Resolved, that the Board Manual, Section IX, Paragraph 14 of Subsection G. REIMBURSEMENT OF TRAVEL,  
1135 MAINTENANCE AND OTHER EXPENSES be revised accordingly.

1136

1137 IX. POLICIES OF THE BOARD

1138

1139 G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES

1140

1141 14. Request For Reimbursement: All requests for reimbursement from this Association shall  
1142 be made promptly on a monthly basis after the date of the event being reimbursed or  
1143 the occurrence of the expense for which reimbursement is requested. Requests  
1144 received sixty to ninety days after the expense will be reimbursed less twenty percent;  
1145 thereafter, for each subsequent thirty day period, requests will be reduced by an  
1146 additional amount equal to the first twenty percent reduction until the reimbursement  
1147 reaches zero. Also, of necessity, some requests for reimbursement will be carried over

1148 from one fiscal year to the next, however it is desired to make all reimbursements,  
1149 whenever possible, in the fiscal year in which the event or the occurrence of expense  
1150 takes place or is incurred.  
1151

1152 **23-2014-B**

1153 Resolved, that the Board Manual Section VII, A7- FINANCE AND AUDIT COMMITTEE be amended by the addition  
1154 of a third position on the Finance and Audit Committee to read as follows:  
1155

1156 7. FINANCE AND AUDIT COMMITTEE  
1157

1158 Composition: The Committee shall consist of two (2) members of the Board and two (2) non-Board  
1159 members and one consultant, ~~with chair to be designated by the President with approval of the Board.~~  
1160

1161 The committee members should be financially literate or must become financially literate within a  
1162 reasonable period of time. They should be able to read and understand fundamental financial  
1163 statements including balance sheets, income statements and cash flow statements.  
1164

1165 The President will appoint the committee members and designate the chair, with Board approval, prior to  
1166 the first board meeting after the House of Delegates Annual Session.  
1167

1168 The President shall appoint a non-board consultant with additional financial experience will be vetted by  
1169 the Finance and Audit Committee and recommended for appointment by the President to serve as the  
1170 qualified "Financial expert consultant" for the Finance and Audit Committee. The Financial Expert  
1171 Consultant is not required to be a member dentist.  
1172

1173 Requirements of the Financial Expert Consultant should include:

- 1174 • Have an understanding of generally accepted accounting principles (GAAP) and financial  
1175 statements.
- 1176 • Have the ability to access the general application of GAAP in connection with the accounting for  
1177 estimates, accruals and reserves.
- 1178 • Have an understanding of internal controls and procedures for financial reporting
- 1179 • Have an understanding of the Audit committee function.  
1180

1181 Meetings: Shall be subject to the call of the chair or any two (2) of its members.  
1182

1183 Guidelines (Refer to Resolution 88-2000-H and Resolution 55-2010-BS-H):  
1184

- 1185 a. The Finance and Audit Committee is a Board Committee responsible directly to the Board.
- 1186 b. It should operate apart from any officer or agency of this Association and be permitted access to  
1187 information relating to the finances and governance of this Association.
- 1188 c. The following outlines the minimum functions the committee should perform:
  - 1189 1. The chair meets with the auditors at the beginning and end of the audit process and report to  
1190 the Finance and Audit committee.
  - 1191 2. The Finance and Audit Committee meets semi-annually to review:
    - 1192 a. the audit report and management letters produced by the auditors
    - 1193 b. the internal financial policy and procedures
    - 1194 c. the financial position of this Association
    - 1195 d. all contracts
    - 1196 e. the current financial trends report.
  - 1197 3. The Finance and Audit committee will submit written reports and recommendations to the

1198 Texas Dental Association Board as needed.  
1199 4. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of  
1200 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The  
1201 selection of an audit firm shall be approved by the TDA Board of Directors. Commencing in 2010  
1202 an audit firm shall be contracted to perform the annual audit for a one year period and for no  
1203 more than five consecutive years with the right of TDA to change auditors at any time. The TDA  
1204 Board of Directors is ultimately responsible for the acceptance and approval of the annual audit.  
1205 ~~(Refer to Resolution 55-2010-BS-H)~~  
1206

1207 The amended section to read:

1208  
1209 7. FINANCE AND AUDIT COMMITTEE  
1210

1211 Composition: The Committee shall consist of two (2) members of the Board and two (2) non-Board  
1212 members.  
1213

1214 The committee members should be financially literate or must become financially literate within a  
1215 reasonable period of time. They should be able to read and understand fundamental financial  
1216 statements including balance sheets, income statements and cash flow statements.  
1217

1218 The President will appoint the committee members and designate the chair, with Board approval, prior to  
1219 the first Board meeting after the House of Delegates Annual Session.  
1220

1221 A Non- Board consultant with additional financial experience will be vetted by the Finance and Audit  
1222 Committee and recommended for appointment by the President to serve as the qualified “Financial  
1223 expert consultant” for the Finance and Audit Committee. The Financial Expert Consultant is not required  
1224 to be a member dentist.  
1225

1226 Requirements of the Financial Expert Consultant should include:

- 1227 • Have an understanding of generally accepted accounting principles (GAAP) and financial  
1228 statements.
- 1229 • Have the ability to access the general application of GAAP in connection with the accounting for  
1230 estimates, accruals and reserves.
- 1231 • Have an understanding of internal controls and procedures for financial reporting.
- 1232 • Have an understanding of the Audit committee function.  
1233

1234 Meetings: Shall be subject to the call of the chair or any two (2) of its members.  
1235

1236 Guidelines (Refer to Resolution 88-2000-H and Resolution 55-2010-BS-H):  
1237

- 1238 a. The Finance and Audit Committee is a Board Committee responsible directly to the Board.
- 1239 b. It should operate apart from any officer or agency of this Association and be permitted access to  
1240 information relating to the finances and governance of this Association.
- 1241 c. The following outlines the minimum functions the committee should perform:
  - 1242 1. The chair meets with the auditors at the beginning and end of the audit process and report to  
1243 the Finance and Audit committee.
  - 1244 2. The Finance and Audit Committee meets semi-annually to review:
    - 1245 a. the audit report and management letters produced by the auditors
    - 1246 b. the internal financial policy and procedures
    - 1247 c. the financial position of this Association

- 1248 d. all contracts  
1249 e. the current financial trends report  
1250 3. The Finance and Audit committee will submit written reports and recommendations to the  
1251 Texas Dental Association Board as needed.  
1252 4. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of  
1253 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The  
1254 selection of an audit firm shall be approved by the TDA Board of Directors. Commencing in 2010  
1255 an audit firm shall be contracted to perform the annual audit for a one year period and for no  
1256 more than five consecutive years with the right of TDA to change auditors at any time. The TDA  
1257 Board of Directors is ultimately responsible for the acceptance and approval of the annual audit.  
1258

1259 **24-2014-B**

1260 Resolved, that the Texas Dental Association (TDA) Board of Directors (BOD) accept “The Navigator” as presented  
1261 by the Council on Dental Education, Trade & Ancillaries in completion of Resolutions 91-2013-H and 110-2013-H,  
1262 and be it further

1264 Resolved, that The Navigator be made available to TDA members and Texas dental students in its entirety in the  
1265 form as presented to the TDA BOD, and be it further

1267 Resolved, that in addition to making The Navigator available in the form as presented to the TDA BOD, content in  
1268 The Navigator be made accessible for use in other efforts to enhance membership recruitment and retention  
1269 including other electronic means of communication (eg, TDA Website), as well as appropriate print media.  
1270

1271 **28-2014-B**

1272 Resolved, that the following process be used for the Annual Strategic Planning process for the Texas Dental  
1273 Association as follows:

- 1274
- 1275 a. There shall be an annual strategic planning session at a Board of Directors meeting prior to the Texas Dental  
1276 Association (TDA) House of Delegates Annual Session, the meeting date shall be determined by the Board of  
1277 Directors of the Texas Dental Association (TDA). This meeting should be held as early in the calendar year as  
1278 possible to allow proper development and maximize effectiveness within the proper timeline;
  - 1279 b. The TDA's Strategic Planning Facilitator, whose position requires approval of the Board of Directors of the  
1280 TDA, shall develop a retreat or focus groups, to be held prior to the expiring of the current 5 year strategic  
1281 plan, to review, update and create a new 5 year strategic plan. All funding of the retreat or focus groups will  
1282 require the approval of the Board of Directors of the TDA;
  - 1283 c. The Future Focus Committee shall facilitate training and develop resources for new members of the Board of  
1284 Directors as well as the new chairs and members of the councils and committees so they may become  
1285 familiar with the strategic planning process;
  - 1286 d. The Future Focus Committee shall prepare a list of “mega-issues” and present the list for consideration and  
1287 discussion at the August Board meeting;
  - 1288 e. The Future Focus Committee shall be responsible for updating the plan, as approved by the Board,  
1289 throughout the year and will advise all councils and committees of the revised strategic plan so that any  
1290 necessary and appropriate action plan changes can be made;
  - 1291 f. All councils and committees shall discuss, review and update their action plans as necessary at each of their  
1292 meetings and include a report on their strategic planning activity on all of their reports to the Board of  
1293 Directors;
  - 1294 g. Board Liaisons and/or the Future Focus Committee shall briefly report on the progress and status of the TDA  
1295 strategic plan, including updates to “Action Plans” at every Board of Directors meeting;
  - 1296 h. The Future Focus Committee shall submit a final summary report to the Board of Directors, on its activities  
1297 for the year, at its last meeting prior to the meeting of the TDA House of Delegates;

1298 i. New members of the Board of Directors shall receive the current strategic plan at their new member  
1299 orientation.

1300

1301 **38-2014-B**

1302 Resolved, that the Texas Dental Association pension plan is amended as provided on the attached amendment to  
1303 provide that the sole trustee shall be the chairman of the Assets Oversight Committee and the amendment and  
1304 certificate of amendment is approved:

1305

1306 AMENDMENT TO ADOPTION AGREEMENT TO REDUCE TRUSTEES

1307 FOR THE TEXAS DENTAL ASSOCIATION PENSION PLAN

1308

1309 This Amendment to the Texas Dental Association Pension Plan Adoption Agreement #005,  
1310 Standardized Money Purchase Pension Plan (the "Adoption Agreement") is made to be effective as of  
1311 September 30, 2013 for the purposes and consideration stated herein.

1312

1313 RECITALS

- 1314 1. The Texas Dental Association (the "Corporation") IS the plan sponsor of the Texas Dental  
1315 Association Pension Plan (the "Plan").
- 1316 2. The plan documents for the Plan are comprised of the Texas Dental Association Pension Plan  
1317 Basic Plan Document #E-O1 and the Adoption Agreement, and were amended and restated  
1318 effective as of January 1, 2010.
- 1319 3. The Corporation has determined that it is in the best interest of Plan participants and  
1320 beneficiaries to amend the Adoption Agreement to reduce the number of trustees for the Plan.

1321

1322 THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby  
1323 acknowledged, the Adoption Agreement for the Plan is hereby amended as follows:

1324

- 1325 1. Section G, 23 of the Adoption Agreement is amended to state, "The sole trustee of the Plan shall  
1326 be the Chairman of the Assets Oversight Committee."

1327

1328 EXECUTED this 22<sup>nd</sup> day of November,  
1329 2013.

1330 TEXAS DENTAL ASSOCIATION

1331 By: \_\_\_\_\_

1332 Name: \_\_\_\_\_

1333 Title: \_\_\_\_\_

1334 ACCEPTANCE BY SOLE TRUSTEE

1335

1336 \_\_\_\_\_

1337 Dr. Ron Collins

1338 Chairman of Assets Oversight Committee

1339

1340 **39-2014-B**

1341 Resolved, that the Interim Executive Director's decision to select Bland Garvey Wealth Advisors, Charles Schwab  
1342 and related entities to provide a new Texas Dental Association (TDA) employees' retirement plan is ratified and  
1343 confirmed, and be it further

1344

1345 Resolved, that the Interim Executive Director's authority to execute any and all service contracts and plan  
1346 documents necessary or convenient for TDA to establish and maintain the new retirement plan in accordance  
1347 with TDA policy is confirmed, and be it further

1348  
1349 Resolved, that the Interim Executive Director present an annual report on the TDA Pension Plan to the TDA Board  
1350 of Directors.

1351  
1352 **58-2014-B**

1353 Resolved, that the Texas Dental Association Board of Directors Manual, Chapter VII. A. Standing Committees, be  
1354 revised by the addition of the following Section 15:

1355  
1356 15. Minutes Review and Approval Committee

1357  
1358 Composition. The Committee will consist of Secretary-Treasurer, Speaker of the  
1359 House of Delegates, the House of Delegates Standing Committee on Constitution  
1360 and Bylaws Chair, and TDA Legal Counsel.

1361 Duties. It shall be the duty of the Committee:

- 1362 a. To receive from the Executive Director's Office of the Texas Dental Association, the  
1363 draft minutes of the Board of Directors meeting. These minutes will be delivered  
1364 within 2 weeks of the close of the meetings.
- 1365 b. To review these minutes, submit corrections to these minutes to the Secretary-  
1366 Treasurer, and to approve these minutes within 2 weeks of receipt of these minutes.
- 1367 c. These approved minutes will then be submitted by the Committee to the Board of  
1368 Directors at their next meeting and, as recommended by our parliamentary  
1369 reference, will be subject to further correction and final approval by the appropriate  
1370 governing body.

1371  
1372 **63-2014-B**

1373 Resolved, that the Texas Dental Association Legislative account be transferred before the 2014 February Board  
1374 meeting to Bland Garvey Wealth Advisors to be managed the same as our Emergency Account.

1375  
1376 **68-2014-B**

1377 Resolved, that as of December 1, 2013, Schwab Bank has been appointed as Custodian to the Texas Dental  
1378 Association 401(k) Plan.

1379  
1380 **71-2014-B (See also 119-2015-B)**

1381 Resolved, effective October 1, 2014, \$50 will be deducted from a 15<sup>th</sup> District Delegate/Alternate expense  
1382 reimbursement for failure to return 15<sup>th</sup> District Delegation badges to the Texas Dental Association after the final  
1383 meeting of the American Dental Association House of Delegates, and be further

1384  
1385 Resolved, that the Board Manual, Section IX, Paragraph 11 of Subsection G. Reimbursement of Delegates and  
1386 Alternate Delegates to the ADA Annual Session be revised accordingly to read:

1387  
1388 IX. POLICIES OF THE BOARD

1389  
1390 G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES

1391  
1392 11. Reimbursement of Delegates and Alternate Delegates to the ADA Annual Session: Out-of-State  
1393 expenses will be reimbursed at the approved designated hotel single rate and tax plus \$70 per diem and  
1394 appropriate travel expenses with the TDA Board to set the amount each year for Delegates and Alternate  
1395 Delegates attending the ADA Annual Session. (Ref. Resolution 56-2005-CAS-BS-H)

1396  
1397 Delegates and Alternate Delegates to the American Dental Association House of Delegates will be

1398 reimbursed for six days per diem. (Ref. Resolution 36-1990-H and Resolution 65-1983-H).  
1399  
1400 Delegates and Alternate Delegates unable to attend meetings of the House of Delegates, caucus  
1401 meetings, or other stipulated or called meetings or hearings shall have a pro-rata decrease in  
1402 reimbursement and/or air fare, as the case may be, of 1/6th (16.67%) for each day of such absence.  
1403 Delegates and Alternate Delegates failing to return 15<sup>th</sup> District Delegation badges following the  
1404 conclusion of the final meeting of the American Dental Association House of Delegates shall have \$50  
1405 deducted from reimbursement.  
1406

1407 **BACKGROUND STATEMENT**

1408 Sunset Review Committee: Restructure of Committee on the New Dentist  
1409 The 2013-2014 Sunset Review Committee (SRC) was charged with reviewing the Committee on the New  
1410 Dentist (CND). Although the CND is fulfilling the majority of its mandates, respondents of Review  
1411 Questionnaire conveyed several areas of improvements to the SRC. These include:

- 1412 1. Insufficient number of meetings to fulfill CND mandate to its fullest
- 1413 2. Failure to develop programs useful to new dentist
- 1414 3. Lack of ideas for making the CND more useful
- 1415 4. Lack of fulfillment by many members serving on the CND
- 1416 5. Request for more accountability to the Board of Directors

1417 In short, many members of the CND thought there was an overall lack of guidance making the CND  
1418 function far below its potential. The vast majority of respondents reported that their liaison role to other  
1419 Councils and Committees as being their most fulfilling part of being a member on this Committee. The  
1420 SRC in its deliberation on how best to improve the CND envisioned the following changes to CND and the  
1421 Council on Membership (COM):

- 1422 1. All members of CND would be member on the COM. This would fulfill the COM request for  
1423 additional members, including members from different regions of the state. The incorporation of  
1424 CND into COM would allow for the development of guidance for programs and projects that  
1425 would be beneficial to new dentist in Texas. In short, a much closer working relationship  
1426 between CND and COM would allow for a synergistic improvement to both of these essential  
1427 entities. This collaboration would also allow for developing strong mentoring relationships  
1428 between CND members and those of COM.
- 1429 2. CND would continue to operate as a unique entity and would have “breakout” meetings held in  
1430 conjunction with COM to discuss issues solely related to CND.
- 1431 3. CND would continue to act as a Committee of the Board of Directors.
- 1432 4. CND members would have the option of continuing to act as liaisons to other Councils and  
1433 Committees.

1434 Therefore, be it  
1435

1436 **78-2014-B**

1437 **Submitted by: Sunset Review Committee, Chair Dr. Steven Hill**

1438 Resolved, that the Texas Dental Association (TDA) Committee on the New Dentist (CND) and the TDA  
1439 Council on Membership (COM) investigate the feasibility of the addition of CND members to COM with a  
1440 report back to the TDA Board of Directors (BOD) at the April 2014 for further action by the Board in  
1441 consultation with the TDA Council on Constitution and Bylaws and the TDA Budget Committee. If it is the  
1442 conclusion of CND and COM that such a collaborative effort would not be beneficial, the submitted report  
1443 will address the shortcomings of each committee and make suggestions for improvement.  
1444

1445 FINANCIAL IMPLICATION: None

1446 **24-2015-B**



1447 Resolved, that the decision of the Executive Director of the Corporation to select Bland Garvey Wealth  
1448 Advisors, LLC, as Investment Advisor, BAM Advisor Services, LLC, as Investment Manager, Charles Schwab  
1449 Bank, as Custodian, Alliance Benefit Group North Central States, Inc. as record-keeper, and related  
1450 entities to provide administrative and investment services for the Texas Dental Pension Plan is confirmed.

1451

1452 **BACKGROUND STATEMENT**

1453 To simplify the financial picture of the TDA, to create a more disciplined culture of spending, to gain over  
1454 time a considerably higher return on investments, and to comply with Constitution and Bylaws and Board  
1455 Manuals of the TDA, the following resolution is presented. Therefore, be it

1456

1457 **35-2015-B**

1458 Resolved, that the Legislative and Building accounts of the Texas Dental Association be closed and placed  
1459 into the Reserve Division accounts managed by Bland Garvey Investment, and be it further

1460

1461 Resolved, that Resolution 58-2013-B be rescinded.

1462

1463 **BACKGROUND STATEMENT**

1464 The Texas Dental Association (the "Association") is the sponsor of the Texas Dental Association 401(k)  
1465 Plan (the "401(k) Plan"). The Association is also the "Plan Administrator" of the 401(k) Plan, as that term  
1466 is defined under the Employee Retirement Income Security Act of 1974 ("ERISA"). Under ERISA and the  
1467 plan document for the 401(k) Plan, the Association has the authority to designate other parties to  
1468 perform some duties of the Administrator, such as conduct oversight of compliance reviews involving  
1469 service provider contracts and functions related to administering the plan; therefore, be it

1470

1471 **74-2015-B**

1472 Resolved, that the TDA Board Manual, Chapter VII-A, Standing Committees of the Board, Subsection 7,  
1473 Finance and Audit Committee Guidelines, which reads:

1474

1475 Guidelines: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)

1476

- 1477 a. The chair meets with the auditors at the beginning and end of the audit process and report to the  
1478 Finance and Audit committee.
- 1479 b. The Finance and Audit Committee meets semi-annually to review:
- 1480 1. the audit report and management letters produced by the auditors
  - 1481 2. the internal financial policy and procedures
  - 1482 3. the financial position of this Association
  - 1483 4. all contracts
  - 1484 5. the current financial trends report
- 1485 c. The Finance and Audit committee will submit written reports and recommendations to the Texas  
1486 Dental Association Board as needed.
- 1487 d. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of  
1488 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The  
1489 selection of an audit firm shall be approved by the TDA Board of Directors. Commencing in 2010  
1490 an audit firm shall be contracted to perform the annual audit for a one year period and for no  
1491 more than five consecutive years with the right of TDA to change auditors at any time. The TDA  
1492 Board of Directors is ultimately responsible for the acceptance and approval of the annual audit.  
1493 (Ref. Resolution 55-2010-BS-H)

1494

1495 be amended by changing the word "Guidelines" to the word "Duties" and by adding a new duty "e" to  
1496 oversee retirement plans:

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Duties: Guidelines: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)

- a. The chair meets with the auditors at the beginning and end of the audit process and report to the Finance and Audit committee.
- b. The Finance and Audit Committee meets semi-annually to review:
  - 1. the audit report and management letters produced by the auditors
  - 2. the internal financial policy and procedures
  - 3. the financial position of this Association
  - 4. all contracts
  - 5. the current financial trends report
- c. The Finance and Audit committee will submit written reports and recommendations to the Texas Dental Association Board as needed.
- d. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The selection of an audit firm shall be approved by the TDA Board of Directors. Commencing in 2010 an audit firm shall be contracted to perform the annual audit for a one year period and for no more than five consecutive years with the right of TDA to change auditors at any time. The TDA Board of Directors is ultimately responsible for the acceptance and approval of the annual audit. (Ref. Resolution 55-2010-BS-H)
- e. The Finance and Audit Committee will conduct oversight of the administration of any TDA retirement plan that may be in existence, including the TDA 401(k) Plan and the TDA Pension Plan. The oversight shall be coordinated with the Assets Oversight Committee and the Pension Plan Task Force.

so that, if approved, the amended section will read as follows:

Duties: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)

- a. The chair meets with the auditors at the beginning and end of the audit process and report to the Finance and Audit committee.
- b. The Finance and Audit Committee meets semi-annually to review:
  - 1. the audit report and management letters produced by the auditors
  - 2. the internal financial policy and procedures
  - 3. the financial position of this Association
  - 4. all contracts
  - 5. the current financial trends report
- c. The Finance and Audit committee will submit written reports and recommendations to the Texas Dental Association Board as needed.
- d. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The selection of an audit firm shall be approved by the TDA Board of Directors. Commencing in 2010 an audit firm shall be contracted to perform the annual audit for a one year period and for no more than five consecutive years with the right of TDA to change auditors at any time. The TDA Board of Directors is ultimately responsible for the acceptance and approval of the annual audit. (Ref. Resolution 55-2010-BS-H)

The Finance and Audit Committee will conduct oversight of the administration of any TDA retirement plan that may be in existence, including the TDA 401(k) Plan and the TDA Pension

1547 Plan. The oversight shall be coordinated with the Assets Oversight Committee and the Pension  
1548 Plan Task Force.

1549

1550 BACKGROUND STATEMENT

1551 It is necessary to identify individuals who are authorized to sign on matters relating to reserve division  
1552 investment accounts on behalf of the Texas Dental Association; therefore, be it

1553

1554 **39-2016-B**

1555 Resolved, that it is the policy of the Texas Dental Association (TDA) Board of Directors that the TDA  
1556 President, TDA President-elect, TDA Secretary-Treasurer, and TDA Executive Director are authorized to  
1557 sign on TDA reserve division investment accounts on behalf of TDA.

1558

1559 ESTIMATED FINANCIAL IMPACT: None

1560

1561 BACKGROUND STATEMENT

1562 With the 2015 election of the TDA Secretary-Treasurer, it is necessary for TDA to make a change to the  
1563 associated authorized individual for Charles Schwab & Co., Inc. investments through Bland Garvey  
1564 Wealth. Although the Texas Dental Association allows for a change in authorized signatures on accounts  
1565 when there is a change in an elected position, it is prudent to adopt the financial resolution required of  
1566 the associated financial institution. Schwab requires that the new authorized individual must submit a  
1567 copy of the organizational document (i.e., corporate resolution, board resolution, or board meeting  
1568 minutes) as proof of appointment to transact on behalf of the organization; therefore, be it

1569

1570 **40-2016-B**

1571 Resolved, that the following "Required Certificate of Authority and Resolution" statement for the new  
1572 authorized individual signature of Dr. Cody C. Graves, TDA Secretary-Treasurer, be approved:

1573

- 1574 1. Each individual whose signature appears in Section 6 (each, an Authorized Individual) is authorized to  
1575 (1) provide tax certifications; 2) establish, maintain and operate an account(s) with Schwab on behalf  
1576 of the Organization and to bind the Organization to the Application Agreement and all incorporated  
1577 agreements and disclosures, including, but not limited to, the Schwab One Account Agreement and  
1578 the applicable Charles Schwab Pricing Guide, each as amended from time to time (the "Agreement  
1579 and Disclosures"); and (3) designate persons to operate such account(s).
- 1580 2. Each Authorized Individual is authorized to act individually, independently and without the consent of  
1581 the owner, members, manager, partner, officer or director of the Organization. Notice sent to any  
1582 Authorized Individual will constitute notice to the Organization. Nothing in the organizational  
1583 documents, resolutions, agreements and laws governing the Organization imposes any obligation  
1584 upon Schwab for determining the purpose or propriety (i) of any instructions received from any  
1585 Authorized Individual or (ii) of payments or deliveries to or among Authorized Individuals.
- 1586 3. In the exercise of such authority each Authorized Individual is empowered, on behalf of the  
1587 Organization, to use or acquire any service offered by Schwab and its affiliates and to execute and  
1588 deliver any and all documents, in the name of and on behalf of the Organization as may be requested  
1589 or required by Schwab. This authority includes the power to open, now or in the future, one or more  
1590 accounts, and with respect to each account, to execute, on behalf of the Organization, any and all  
1591 forms and agreements, including but not limited to agreements to arbitrate controversies, and to  
1592 deal and transact with Schwab in connection with the accounts, including the authority to (i), obtain  
1593 and terminate all such services as Schwab (or its affiliates or third-party service providers) may offer  
1594 in connection with the accounts (including without limitation any margin lending or Internet-based  
1595 online services) and to execute on behalf of the Organization such documents and agreements as  
1596 required by Schwab in connection with such services; (ii) appoint one or more individuals to act on

1597 behalf of the Organization as an Authorized Individual with regard to the Organization’s Accounts  
1598 with authority as described herein or in such forms and to deliver to Schwab any change form for an  
1599 Authorized Individual, Power of Attorney, or other document to effect or evidence such  
1600 appointment; and (iii) terminate any authorized Individual’s authority to act on the accounts. This  
1601 authority also includes the power to instruct the transfer of funds, securities and other assets,  
1602 including, but not limited to, the entire account, by wire, check or otherwise from the account to or  
1603 for the account of any other person, including the Authorized Individual giving the instruction,  
1604 without limit as to amount and without inquiry. This authority also includes the power to (i) give  
1605 written, oral or electronic instructions to Schwab to buy or sell stocks, bonds, options and/or other  
1606 securities, commodities and commodity futures, and other property, whether for immediate or  
1607 future delivery; and (ii) to secure payment with property of the Organization, including, but not  
1608 limited to, stocks, bonds, options, and/or other securities.

1609 4. The authority thereby conferred is not inconsistent or in conflict with any organizational documents,  
1610 resolutions, agreements, or other applicable constituent documents or laws governing the  
1611 Organization and is within the Organization’s power and authority and agreements and laws  
1612 governing the Organization.

1613 5. In case of the death or withdrawal of any one of the partners or members or in case of the  
1614 termination or dissolution of the Organization, each of the undersigned agrees to notify Schwab  
1615 promptly in writing, and to execute any supplementary authorization that Schwab may require in  
1616 such an event. If Schwab is not notified in writing, Schwab is authorized to continue to receive orders  
1617 for the Accounts(s) that may be given to Schwab by any one of the Authorized Individuals then  
1618 surviving.

1619  
1620 ESTIMATED FINANCIAL IMPACT: None

1621  
1622 **BACKGROUND STATEMENT**

1623 The Texas Higher Educating Coordinating Board (THECB) published a new rule—Chapter 21, Subchapter R,  
1624 §§21.560–21.566, concerning the Dental Education Loan Repayment Program (DELRP)—in the July 31,  
1625 2015, issue of the Texas Register for 30-day public comment. Texas Dental Association (TDA) staff and the  
1626 Council on Dental Education, Trade & Ancillaries reviewed the draft rule and prepared the attached  
1627 comment letter for TDA Board of Directors approval prior to submission to the THECB; therefore be it,  
1628

1629 **42-2016-B**

1630 **Submitted by Council on Dental Education, Trade and Ancillaries**

1631 Resolved, that, consistent with Policy 72-2008-RCDS-H, the Texas Dental Association approve and submit  
1632 to the Texas Higher Education Coordinating Board the policy paper providing comment on the proposed  
1633 new rule—Chapter 21, Subchapter R, §§21.560–21.566, concerning the Dental Education Loan  
1634 Repayment Program as published in the July 31, 2015, issue of the Texas Register.

1635  
1636 ESTIMATED FINANCIAL IMPACT:None

1637  
1638 **BACKGROUND STATEMENT**

1639 The Texas State Board of Dental Examiners (TSBDE) held a stakeholder meeting on August 7, 2015, to  
1640 discuss possible rule amendments to 22 Texas Administrative Code §108.54, *Advertising of Specialties*.

1641  
1642 The specialty advertising rule addresses which areas of dental practice may be considered “specialty  
1643 areas” of dental practice for the purposes of advertising, and the qualifying criteria a dentist must meet in  
1644 order to advertise as specialist in one of the specialty areas. The TSBDE is considering amending the rule  
1645 to permit the advertising of areas of dental practice not recognized as “specialty areas” by the current  
1646 rule.

1647  
1648 As a valued stakeholder, the TSBDE asked the Texas Dental Association (TDA) to review and informally  
1649 comment on the stakeholder discussion questions disseminated during the August 7, 2015, stakeholder  
1650 meeting. TDA staff and the Council on Dental Education, Trade & Ancillaries reviewed the discussion  
1651 questions and prepared responses for TDA Board of Directors approval prior to submission to the TSBDE;  
1652 therefore be it,

1653  
1654 **43-2016-B**

1655 **Submitted by Council on Dental Education, Trade and Ancillaries**

1656 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of Dental  
1657 Examiners responses to the document titled, "Discussion Questions-Stakeholder Meeting 22 TEX. ADMIN.  
1658 CODE 108.54; August 7, 2015."

1659  
1660 ESTIMATED FINANCIAL IMPACT:None

1661  
1662 BACKGROUND STATEMENT

1663 The TDA Pension Plan (Pension Plan) has existed since 1978. Since 1978, the Pension Plan periodically  
1664 has been amended and restated, as required by law, to comply with changes in tax and other laws  
1665 applicable to the Pension Plan. Currently, the Pension Plan must be amended and restated to comply  
1666 with requirements of the Pension Protection Act of 2006; therefore, be it

1667  
1668 **49-2016-B**

1669 Resolved, that the Texas Dental Association (TDA) Board of Directors hereby adopts the amended and  
1670 restated Texas Dental Association Pension Plan, a copy of which is attached as Exhibit A; and be it further

1671  
1672 Resolved, that the TDA Board of Directors hereby authorizes and directs the Executive Director of the  
1673 TDA to execute the amended and restated Pension Plan on behalf of the TDA and deliver a copy of the  
1674 executed amended and restated Pension Plan to the Sole Trustee of the Pension Plan for his signature;  
1675 and be it further

1676  
1677 Resolved, that the Executive Director of the TDA and the Sole Trustee of the Pension Plan are hereby  
1678 authorized to take any and all actions necessary to effectuate the foregoing resolutions.

1679  
1680 ESTIMATED FINANCIAL IMPACT: None

1681  
1682 **50-2016-B**

1683 Resolved, that the Texas Dental Association (TDA) Board of Directors hereby determines that termination  
1684 of the TDA Pension Plan will be in the best interest of TDA and the participants of the Pension Plan; and  
1685 be it further

1686  
1687 Resolved, that the TDA Board of Directors hereby authorizes and directs the Executive Director of the  
1688 TDA to deliver the Notice of Intent to Terminate the Texas Dental Association Pension Plan, substantially  
1689 in the form attached as Exhibit A, to all persons lawfully entitled to such notice, not less than 15 days  
1690 prior to the effective date of the termination of the Pension Plan; and be it further

1691  
1692 Resolved, that the TDA Board of Directors hereby adopts the Amendment to Terminate the Texas Dental  
1693 Association Pension Plan, substantially in the form attached hereto as Exhibit B, which provides for  
1694 termination of the Pension Plan effective as of September 15, 2015; and be it further

1696 Resolved, that the Sole Trustee of the Pension Plan and the Executive Director of the TDA shall be and  
1697 hereby are authorized to take any and all steps, do any and all things, and execute and deliver any and all  
1698 documents in the name and on behalf of the TDA, as may be necessary or appropriate to prudently and  
1699 legally terminate the Pension Plan; and be it further  
1700

1701 Resolved, that the Pension Plan Sole Trustee, Pension Plan Task Force, Finance and Audit Committee, and  
1702 Assets Oversight Committee will retain their respective oversight activities until all Pension Plan assets  
1703 have been distributed.  
1704

1705 ESTIMATED FINANCIAL IMPACT: None  
1706

1707 BACKGROUND STATEMENT

1708 As established by the *TDA Board Policy Manual*, the TDA Communications Committee is charged with  
1709 reviewing and maintaining a written comprehensive communications plan for the Texas Dental  
1710 Association. Additionally, TDA President Dr. Craig Armstrong has specifically requested that the  
1711 Committee align its work with *TDA Strategic Plan 2020* by including in the plan elements related to: 1)  
1712 current TDA communications, and 2) messaging specific to dental health education and to the  
1713 improvement of the image of dentistry. The Committee has also been asked to provide resources to  
1714 component societies.  
1715

1716 In light of these directives, the 2015-2016 Communications Committee reviewed the Comprehensive  
1717 Communications Plan submitted in 2013 and felt that it provided solid direction for the new plan  
1718 submitted here. The new plan is segmented into two distinct parts, messaging to the public and  
1719 messaging to dentists (both members and non-members), with particular focus on dentists who are  
1720 within the first ten years of their careers. The broad and general structure of the new plan provides a  
1721 timeless, yet malleable framework for the overall TDA communications strategy. Without being too  
1722 restrictive, it allows flexibility for the Committee and staff to target and expand upon segments of the  
1723 plan according to the TDA's current needs. At the same time, it should also allow for simple revision  
1724 based on future needs. Therefore, be it  
1725

1726 **70-2016-H**

1727 Submitted by: Communications Committee

1728 Resolved, that the Texas Dental Association *Comprehensive Communications Plan* be approved.  
1729

1730 ESTIMATED FINANCIAL IMPACT: None  
1731

1732 BACKGROUND STATEMENT

1733 The TDA Communications Committee proposed a *Comprehensive Communications Plan* to the November  
1734 2015 TDA Board of Directors. A primary component of the plan, and a specific presidential charge to the  
1735 Communications Committee, is messaging to the public that is specific to dental health education and to  
1736 the improvement of the image of dentistry, particularly TDA dentists. To that end, the Committee  
1737 proposes a regionally-based TDA public awareness media campaign as a pilot program. This pilot  
1738 program, methodically planned and executed, would serve as a first step in our efforts to expand TDA  
1739 messaging to the public. It would also enable the TDA to gain valuable information about the potential  
1740 benefit of a more widespread campaign. The pilot program may involve the following media venues:

- 1741 • Development, implementation and optimization of a free-standing patient-/consumer-  
1742 focused website, possibly with stand-alone domain name(s)
- 1743 • Regionally targeted print advertising
- 1744 • Regionally targeted steaming radio
- 1745 • Regionally targeted conventional radio advertising

1746 The Committee and staff will research the most efficacious way to utilize any requested funding.  
1747 Therefore, be it

1748  
1749 **71-2016-B**

1750 Submitted by: Communications Committee  
1751 Resolved, that the Texas Dental Association Public Awareness Pilot Program be approved in accordance  
1752 with the approved *TDA Comprehensive Communications Plan*.

1753  
1754 ESTIMATED FINANCIAL IMPACT: \$30,000

1755  
1756 BACKGROUND STATEMENT

1757 The Texas Dental Association 401(k) Profit Sharing Plan has existed since the effective date of April 1,  
1758 2013. The TDA 401(k) Plan must be amended and restated, as required by law; therefore, be it

1759  
1760 **72-2016-B**

1761 Resolved, that the Texas Dental Association 401(k) Plan be amended and restated in the form attached  
1762 hereto, and be it further

1763  
1764 Resolved, that the Texas Dental Association Executive Director and/or appropriate officers of the Texas  
1765 Dental Association be authorized and directed to execute the TDA 401(k) Plan on behalf of TDA, and be it  
1766 further

1767  
1768 Resolved, that Charles Schwab Bank is hereby retained as the Trustee of the Texas Dental Association  
1769 401(k) Plan, and be it further

1770  
1771 Resolved, that the Executive Director and/or officers of the Texas Dental Association be authorized and  
1772 directed to take any and all actions and execute and deliver such documents as they may deem  
1773 necessary, appropriate, or convenient to effect the foregoing resolutions including, without limitation,  
1774 causing to be prepared and filed such reports, documents, or other information as may be required under  
1775 applicable law.

1776  
1777 ESTIMATED FINANCIAL IMPACT: None

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1781  
1782 BACKGROUND STATEMENT

1783 The Building Committee was established by Resolution 100-1988-B as a standing committee of the TDA  
1784 Board of Directors on February 12, 1988 following the construction of the TDA Headquarters in the mid-  
1785 1980s. The duties are found in the TDA Board Manual. The committee has been anchored with member  
1786 dentists from Austin as a tradition.

1787  
1788 In our recent past has come refinement of the exact duties and powers of the Building Committee. This  
1789 resolution is an attempt to update the duties of the committee.

1790  
1791 The TDA Board of Directors has the ultimate power over the building responsibilities.

1792  
1793 The committee reviewed its duties as written in the Board Manual and discussed possible changes to the  
1794 wording to more appropriately describe duties of the committee and staff liaison at the October 31,  
1795 2014; therefore, be it

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**80-2016-B**

Submitted by: Building Committee

Resolved, that the TDA Board Manual be amended with additions and deletions concerning the duties of the Texas Dental Association Building Committee as follows:

Duties: The duties shall include, but not be limited to:

~~a. Give final approval to all new tenants, leases, and contracts.~~

~~b. a. Advise, guide, and work with the assigned staff person to oversee the day to day operations of the TDA building including all maintenance and repairs. This includes maintenance contracts and all upkeep, both the exterior and interior.~~

~~c. Oversee the fiduciary responsibilities including but not limited to insurance, taxes, and utilities.~~

~~d. b. Prepare a Building Committee budget and present it to the Budget Committee for each fiscal year.~~

~~e. Advise, guide and work with an assigned staff person to assure that the consistent and complete attention is given to all aspects of the building operation.~~

~~f. Approve any changes or renovation to the building floor plan.~~

c. Report to the TDA Board of Directors annually, or as necessary, with appropriate current information regarding the building condition, occupancy, and any apparent future needs.

Other duties

a. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

If approved, the section will read:

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

a. Advise, guide and work with the assigned staff person to oversee the day-to-day operations of the TDA building including all maintenance and repairs.

b. Prepare a Building Committee budget and present it to the Budget Committee for each fiscal year.

c. Report to the TDA Board of Directors annually, or as necessary, with appropriate current information regarding the building condition, occupancy, and any apparent future needs.

Other duties:

a. To perform such other duties as may be requested by the Board of Directors or the House of Delegates.

ESTIMATED FINANCIAL IMPACT: None



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BACKGROUND STATEMENT

The 2013 TDA Board of Directors approved resolution 102-2013-B which added the reimbursement of hotel expenses for up to two members of the TDA House Standing Committee on Constitution and Bylaws to attend and support the House of Delegates. To further support the Reference Committees and Speaker of the TDA House of Delegates, all members of the Council on Constitution and Bylaws should attend; therefore, be it

**91-2016-B ( )**

**Submitted by: Council on Constitution and Bylaws**

Resolved, that members of the Texas Dental Association Board, the editor, the parliamentarian, the speaker of the house, and the members of the House Standing Committee on Constitution and Bylaws, be reimbursed at the lesser of the approved headquarters hotel rate or their actual hotel expenses (room and taxes only), during their attendance at the TDA House of Delegates, providing they are not otherwise reimbursed, and be it further

Resolved, that Resolution 102-2013-B which reads:

*102-2013-B*

*Resolved, that members of the Texas Dental Association Board, the editor, the Parliamentarian, Speaker of the House, and up to two members of the House Standing Committee on Constitution and Bylaws, be reimbursed at the lesser of the approved headquarters hotel rate or their actual hotel expenses (room and taxes only), during their attendance at the House of Delegates, providing they are not otherwise reimbursed, and be it further*

*Resolved, that Resolution 97-2001-BS2 be rescinded, and be it further*

*Resolved, that Resolution 97-2001-H be rescinded.*

be rescinded.

ESTIMATED FINANCIAL IMPACT:     \$ 768     (2016 Contingency: 1 additional council member)  
(Budgeted: Board, Editor, Parliamentarian, Speaker, two members of the House Standing Committee on Constitution and Bylaws)  
\$1,536     (2017 Contingency: 2 additional council members)  
(Budgeted: Board, Editor, Parliamentarian, Speaker, two members of the House Standing Committee on Constitution and Bylaws)

BACKGROUND STATEMENT

The Texas State Board of Dental Examiners (TSBDE) published an amended rule—22 Texas Administrative Code §108.12, concerning the *Dental Treatment of Obstructive Sleep Apnea*—in the March 18, 2016, issue of the Texas Register for 30-day public comment. Texas Dental Association (TDA) staff and the Council on Dental Education, Trade & Ancillaries reviewed the amended rule and prepared the attached comment letter for TDA Board of Directors approval prior to submission to the TSBDE; therefore be it,

**93-2016-B**

1896 **Submitted by: Council on Dental Education, Trade and Ancillaries**  
1897 Resolved, that, consistent with Policy 88-2015-H, the Texas Dental Association approve and submit to the  
1898 Texas State Board of Dental Examiners the policy paper providing comment on the proposed amended  
1899 rule—22 Texas Administrative Code §108.12, *Dental Treatment of Obstructive Sleep Apnea* as published  
1900 in the March 18, 2016, issue of the *Texas Register*.

1901  
1902 ESTIMATED FINANCIAL IMPACT: None

1903  
1904 BACKGROUND STATEMENT  
1905 The Texas State Board of Dental Examiners (TSBDE) published new and amended rules concerning the  
1906 dental board’s investigation and enforcement processes in the March 18, 2016, issue of the *Texas*  
1907 *Register* for 30-day public comment. Texas Dental Association (TDA) staff and legal counsel reviewed the  
1908 draft rules and prepared the attached comment letter for TDA Board approval prior to submission to the  
1909 TSBDE; therefore be it,

1910  
1911 **96-2016-B**  
1912 **Submitted by: Council on Legislative and Regulatory Affairs**  
1913 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of Dental  
1914 Examiners an information paper (ie, comment letter) to the proposed new and amended rules found at  
1915 22 Texas Administrative Code §107.69, concerning temporary suspensions in an emergency; §§107.100,  
1916 107.101, 107.102, 107.103, 107.104, 107.105, 107.106, 107.107, 107.108, 107.109, concerning  
1917 procedures for investigating complaints; §§107.200, 107.201, 107.202, and 107.205, disposition of  
1918 complaints; and §107.300, concerning the compliance program as published in the March 18, 2016, issue  
1919 of the *Texas Register*.

1920  
1921 ESTIMATED FINANCIAL IMPACT: None

1922  
1923 BACKGROUND STATEMENT  
1924 The Health and Human Services Commission (HHSC) published a new rule—1 Texas Administrative Code  
1925 §371.35, concerning *Use of Statistical Sampling and Extrapolation*—in the March 4, 2016, issue of the  
1926 *Texas Register* for 30-day public comment.

1927  
1928 Texas Dental Association (TDA) staff and the Committee on Access, Medicaid & CHIP reviewed the new  
1929 proposed rule and prepared the attached comment letter for TDA Board of Directors approval prior to  
1930 submission to the HHSC; therefore be it,

1931  
1932 **98-2016-B**  
1933 **Submitted by: Committee on Access, Medicaid & CHIP**  
1934 Resolved, that, consistent with Policy 141-2000-H, the Texas Dental Association approve and submit to  
1935 the Health and Human Services Commission the policy paper providing comment on the proposed new  
1936 rule—1 Texas Administrative Code §371.35, concerning *Use of Statistical Sampling and Extrapolation* as  
1937 published in the March 4, 2016, issue of the *Texas Register*.

1938  
1939 ESTIMATED FINANCIAL IMPACT: None

1940  
1941 **103-2016-B**  
1942 **Submitted by: Editor**  
1943 Resolved, that the Texas Dental Journal be distributed electronically to senior students at the three Texas  
1944 dental schools, and that printing copies for the senior students be ceased.

1945

1946 ESTIMATED FINANCIAL IMPACT: \$5,000 savings

1947

1948 **104-2016-B ( )**

1949 **Submitted by: TDA Sunset Review Committee**

1950 Resolved, that the Texas Dental Association (TDA) Council on Dental Economics be continued with the  
1951 provision that the TDA President appoint a task force to review and redefine the duties of the council  
1952 with a report back to the August 2016 TDA Board of Directors meeting.

1953

1954 ESTIMATED FINANCIAL IMPACT: None

1955

1956 **106-2016-B ( )**

1957 Resolved, that the Texas Dental Association (TDA) President, or their designee, may act on behalf of the  
1958 TDA in any Texas Medical Liability Insurance Underwriting Association (Texas JUA) meetings by  
1959 participating as a voting or ex-officio advisory Board member, or in any other function that requires an  
1960 action to be taken on behalf of TDA.

1961

1962 ESTIMATED FINANCIAL IMPACT: \$450 (Budgeted: President’s Travel Line Item)

1963

1964

1965

BACKGROUND STATEMENT

1966 Hundreds of dentists are moving to Texas each year for a variety of reasons. We are pleased that many  
1967 of these dentists and resident dentists are applying for membership in the Texas Dental Association (TDA)  
1968 and their local component dental societies. We, the members of the TDA, hold ourselves out as the voice  
1969 of outstanding moral and ethical standards in dentistry. In order to maintain this position, as it is our  
1970 responsibility to ensure that the dentists we accept as members reflect our values.

1971

1972 The Membership Application Form available on the TDA website does not give the TDA or the component  
1973 dental societies sufficient data to properly vet applicants. Also, the Membership Application Form  
1974 contains statements that are inconsistent with current practices.

1975

1976 The Dallas County Dental Society believes that The Membership Application Form needs to be revised.

1977

1978 Considerations for revisions in the Membership Application Form include:

1979

- 1980 • Requesting the status of applicant’s dental licenses from all states; whether currently
- 1981 active, inactive, or subject to any imposed condition, probation, suspension, investigation
- 1982 or inquiry, or revocation,
- 1983 • Requesting disclosure of any past adjudicated disciplinary action taken by any state
- 1984 dental licensing agency, including any imposed condition, probation, suspension, or
- 1985 revocation of a dental license held by the applicant,
- 1986 • Requesting disclosure of any felony conviction of the applicant,
- 1987 • Revising or deleting parts of the last paragraph of the Membership Application Form that
- 1988 read “I certify that I have received a copy of the Constitution and Bylaws, Principles and
- 1989 Ethics and the Code of Professional Conduct of the American Dental Association, Texas
- 1990 Dental Association, and Component Society and agree to abide by the tenets of these
- 1991 documents. I understand that failure to abide by such can result in disciplinary action. I
- 1992 am aware that if my application is not approved, or in the future my membership is
- 1993 rescinded, I can appeal the action,” for the following reasons:
- 1994 • The Constitution and Bylaws of the ADA, TDA, and components societies should
- 1995 only be available to members; not non-member applicants,

- 1996 • Most applicants are not being supplied with the Principles of Ethics and Code of
- 1997 Professional Conduct of the ADA, TDA, and component society to which they are
- 1998 applying. It may be better to provide links in the Membership Application Form
- 1999 to these documents and ask the applicant to certify that he or she has read the
- 2000 documents and agrees to their tenants. Or, it may be beneficial to summarize
- 2001 the Principles of Ethics and Codes of Professional Conduct of the ADA and TDA in
- 2002 the Membership Application Form and ask applicants to agree to each,
- 2003 • It may be unnecessary to state that if the application is denied, the applicant can
- 2004 appeal the action,
- 2005 • It may be unnecessary to state that if the applicant’s future membership is
- 2006 rescinded, the member can appeal the action,
- 2007 • Working with the appropriate council or committee of the ADA to develop a
- 2008 common Association-wide application form.
- 2009 • Reviewing the proposed changes to the Membership Application Form with legal counsel.

2010  
2011 Therefore, be it

2012  
2013 **118-2016-H (HOUSE MANDATE)**

2014 **Submitted by: Dr. Marshal Goldberg (District 5)**

2015 Resolved, that the President of the Texas Dental Association (TDA) will appoint the appropriate council or

2016 committee to review and revise the Membership Application Form of the TDA so that the Membership

2017 Application Form will allow proper vetting of applicants and be consistent with current practices of the

2018 TDA, and be it further

2019  
2020 Resolved, that the appointed council or committee will submit the revised Membership Application Form

2021 to the TDA Board of Directors for approval prior to their Spring 2017 meeting.

2022  
2023 FINANCIAL IMPLICATION: NONE

2024  
2025 BACKGROUND STATEMENT

2026 Any member of the House of Delegates (HOD) may request a vote by secret ballot. Voting by ballot is a

2027 time-consuming process and thus should be considered carefully. A request for vote by ballot must be

2028 approved by the HOD, and a vote by voting card is taken to determine if the request for vote by ballot

2029 will be granted. A problem arises in that one’s vote by voting card is open for all to see and may disclose

2030 the way a member of the House will be voting on the main motion. This defeats the intent of voting by

2031 secret ballot.

2032  
2033 Electronic voting is utilized by the House of Delegates of the American Dental Association. Electronic

2034 voting is instantaneous and anonymous thus eliminating the problems associated with voting by ballot.

2035  
2036 The Dallas County Dental Society believes that the Texas Dental Association (TDA) should investigate the

2037 feasibility of instituting electronic voting for the 2017 House of Delegates, therefore, be it

2038  
2039 **119-2016-H (HOUSE MANDATE)**

2040 **Submitted by: Dr. Marshal Goldberg (District 5)**

2041 Resolved, that the President of the Texas Dental Association will appoint the appropriate council or

2042 committee to review the feasibility of instituting electronic voting for the 2017 House of Delegates and

2043 be it further

2044

2045 Resolved, that the appointed council or committee report its findings and recommendations to the Board  
2046 of Directors no later than December 31, 2016.

2047  
2048 FINANCIAL IMPLICATION: NONE  
2049

2050 BACKGROUND STATEMENT

2051 Based on the new schedule for the Annual Session, members of the TDA House of Delegates should be  
2052 sent a formal survey for feedback on the new format of the House; therefore, be it

2053  
2054 **2-2017-B ( )**

2055 Resolved, that TDA will survey all TDA Delegates and Alternate Delegates, who attended the 2016 TDA  
2056 Annual Session, regarding the new format of the TDA House of Delegates and the Texas Meeting.

2057 ESTIMATED FINANCIAL IMPACT: None  
2058  
2059

2060 BACKGROUND STATEMENT

2061 With the approval of Resolution 104-2016-B, originating from TDA Sunset Review Committee, the TDA  
2062 President is to appoint a task force to review and redefine the duties of the Council on Dental Economics  
2063 with a report back at the August 2016 TDA Board meeting; therefore, be it

2064  
2065 **12-2017-B ( )**

2066 Resolved, that a Task Force on the Council on Dental Economics be established to review and redefine  
2067 the Council's duties with a report back to the August 2016 TDA Board of Directors, and be it further

2068  
2069 Resolved, that the Task Force on the Council on Dental Economics be composed of three members to  
2070 include Dr. Craig S. Armstrong, Dr. Joshua A. Austin, and Dr. Sarah Tevis Poteet, with Dr. Craig S.  
2071 Armstrong serving as Chair.

2072 ESTIMATED FINANCIAL IMPACT: \$150 (Contingency)  
2073  
2074

2075 **20-2017-B ( )**

2076 Resolved, that the TDA Financial Services, Inc. bylaws amendment concerning disposition of TDA Financial  
2077 Services, Inc. (FSI) Stock Shares be approved.

2078 ESTIMATED FINANCIAL IMPACT: None  
2079  
2080

2081 BACKGROUND STATEMENT

2082 Resolution 22-2015-B (BP) created a 401(k) Plan Committee, to which it delegated the responsibilities  
2083 related to the Texas Dental Association's 401(k) Plan for its employees. The 401(k) Plan Committee is  
2084 composed of the Executive Director and two employees approved by the TDA Board of Directors. The  
2085 delegation of responsibilities under 22-2015-B (BP) is extensive, and includes fiduciary responsibilities and  
2086 all power, authority, and obligations of the Association with regard to the 401(k) Plan. It is the  
2087 recommendation of the Executive Director to phase in the delegation of authority and allow for a  
2088 designee to act in the place of an appointee if necessary; therefore, the policy enacted by Resolution 22-  
2089 2015-B (BP) needs to be revised by adopting a new resolution and rescinding 22-2015-B (BP). Therefore,  
2090 be it

2091  
2092 **21-2017-B ( )**

2093 Resolved, that the Texas Dental Association (TDA) Board of Directors, effective July 15, 2016, hereby  
2094 creates the TDA 401(k) Plan Committee, to be composed of the Executive Director and two employees,

2095 selected by the Executive Director and approved by the TDA Board of Directors, with a third employee  
2096 selected as alternate to serve in the place of an appointed employee if either appointed employee is  
2097 unwilling or unable to serve; and be it further  
2098

2099 Resolved, that the duties of the 401(k) Plan Committee be as follows:  
2100

- 2101 1. Meet at least once each calendar quarter with the 401(k) Plan's investment advisor and third-  
2102 party administrator to conduct oversight of the performance of the investment options available  
2103 to participants of the Plan and aggregate measures of contributions, withdrawals, distributions,  
2104 rollovers, and allocations for all Plan assets.
- 2105 2. Review of periodic compliance testing performed and related reports prepared by the third party  
2106 administrator or other applicable service providers.
- 2107 3. At the discretion of the Committee, present recommendations to the TDA Board of Directors  
2108 regarding the investment options or the service providers.
- 2109 4. A report or minutes of meetings shall be submitted to the TDA Board of Directors and members  
2110 of the Finance and Audit Committee.

2111  
2112 and be it further  
2113

2114 Resolved, that Policy 22-2015-B which reads:  
2115

2116 *22-2015-B (BP)*

2117 *Submitted by: Pension Task Force*

2118 *Resolved, that the Texas Dental Association (TDA) hereby delegates its responsibilities related to*  
2119 *the 401(K) Plan, including but not limited to its fiduciary responsibilities, to the 401(K) Plan*  
2120 *Committee, which will have all of the power, authority and obligations of the Association*  
2121 *regarding the 401(K) Plan. The 401(K) Plan Committee shall comply with fiduciary responsibilities*  
2122 *in maintaining tax-qualified status of the plan, compliance with ERISA, and selection and*  
2123 *monitoring of service providers with specific duties to be decided upon by the 401(k) Plan*  
2124 *Committee. The 401(K) Plan Committee shall consist of the Executive Director of the Association*  
2125 *and two employees of the Association to be selected by the Executive Director and approved by*  
2126 *the TDA Board of Directors, and shall report to the TDA Board of Directors biannually at the April*  
2127 *and November TDA Board Meetings.*

2128  
2129 be rescinded.  
2130

2131 ESTIMATED FINANCIAL IMPACT: None  
2132

2133 BACKGROUND STATEMENT

2134 Board Policy 74-2015-B, approved at the November 2014 TDA Board meeting, added a new duty to the  
2135 Finance and Audit Committee to enable oversight of the 401(k) Plan for TDA employees and the now  
2136 terminated Pension Plan. With the established 401(k) Plan Committee comprised of TDA employees to  
2137 conduct oversight, the duties of the Finance and Audit Committee should be revised accordingly while still  
2138 providing for involvement as conditions warrant; therefore, be it  
2139

2140 **23-2017-B ( )**

2141 Resolved, that the TDA Board Manual, Chapter VII-A, Standing Committees of the Board, Subsection 7,  
2142 Finance and Audit Committee Duty "e" which reads:  
2143

2144 e. The Finance and Audit Committee will conduct oversight of any TDA retirement plan that may  
2145 be in existence, including the TDA 401(k) Plan and the TDA Pension Plan.

2146  
2147 be amended by addition and deletion as follows:

2148  
2149 e. The Finance and Audit Committee ~~will~~ may conduct oversight or make inquiry of the  
2150 administration of any TDA retirement plan that may be in existence, including the TDA 401(k)  
2151 Plan ~~and the TDA Pension Plan, if the Board has established and appointed another plan or~~  
2152 oversight committee to do the same. Upon direction of the President or the Board, the  
2153 Finance and Audit Committee shall assume the responsibilities and duties of any plan or  
2154 oversight committee. ~~The oversight shall be coordinated with the Assets Oversight~~  
2155 ~~Committee and the Pension Plan Task Force.~~

2156  
2157 so that, if approved, the “Duties” section will read:

- 2158  
2159 f. The chair meets with the auditors at the beginning and end of the audit process and report to  
2160 the Finance and Audit committee.
- 2161 g. The Finance and Audit Committee meets semi-annually to review:
- 2162 1. the audit report and management letters produced by the auditors
  - 2163 2. the internal financial policy and procedures
  - 2164 3. the financial position of this Association
  - 2165 4. all contracts
  - 2166 5. the current financial trends report
- 2167 h. The Finance and Audit committee will submit written reports and recommendations to the  
2168 Texas Dental Association Board as needed.
- 2169 i. The Finance and Audit Committee shall be responsible for recommending to the TDA Board  
2170 of Directors an audit firm to perform the annual audit of the TDA, its affiliates and  
2171 subsidiaries. The selection of an audit firm shall be approved by the TDA Board of Directors.  
2172 Commencing in 2010 an audit firm shall be contracted to perform the annual audit for a one  
2173 year period and for no more than five consecutive years with the right of TDA to change  
2174 auditors at any time. The TDA Board of Directors is ultimately responsible for the acceptance  
2175 and approval of the annual audit. (Ref. Resolution 55-2010-BS-H)
- 2176 j. The Finance and Audit Committee may conduct oversight or make inquiry of the  
2177 administration of any TDA retirement plan that may be in existence, including the TDA 401(k)  
2178 Plan, if the Board has established and appointed another plan or oversight committee to do  
2179 the same. Upon direction of the President or the Board, the Finance and Audit Committee  
2180 shall assume the responsibilities and duties of any plan or oversight committee.

2181  
2182 ESTIMATED FINANCIAL IMPACT: None

2183  
2184 BACKGROUND STATEMENT

2185 Alerus Financial, N.A. (“Alerus”), a national bank that provides financial services and retirement benefits,  
2186 acquired Alliance Benefit Group (ABG). ABG serves as the Texas Dental Association 401(k) Plan (the  
2187 “Plan”) record keeper. In addition, Charles Schwab Bank (“Schwab”) serves as the Directed Trustee and  
2188 Custodian for the Plan. In addition to the change in the record keeping function, the Directed Trustee  
2189 and Custodian for the Plan will change. Alerus will replace Schwab as the primary Custodian and  
2190 Directed Trustee.

2191  
2192 With respect to the change in the Custodian and Directed Trustee of the Texas Dental Association  
2193 401(k) Plan, the following resolutions are hereby adopted. Therefore, be it

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**24-2017-B ( )**

Resolved, that after due consideration, the Board of Directors of the Texas Dental Association hereby approves the removal of Charles Schwab Bank as the non-discretionary, Directed Trustee of the Plan and the appointment of Alerus Financial, N.A. as the non-discretionary, Directed Trustee of the Plan, to be effective as of July 15, 2016; and be it further

Resolved, that the Board of Directors of the Texas Dental Association hereby approves the removal of Charles Schwab Bank as the Custodian of the Plan and the appointment of Alerus Financial, N.A. as the Custodian of the Plan, to be effective as of July 15, 2016; and be it further

Resolved, that the Board of Directors of the Texas Dental Association hereby approves the transfer of the record keeping services from ABG to Alerus, pursuant to the acquisition of ABG by Alerus and Alerus' assumption of ABG's obligations to provide such services; and be it further

Resolved, that the Executive Director of the Texas Dental Association is hereby authorized and directed to execute and deliver that certain Trust Agreement (Directed Trustee) between Texas Dental Association and Alerus Financial, N.A., dated to be effective as of July 15, 2016, a copy of which is attached hereto as Exhibit A, that certain Custodial Agency Agreement between Texas Dental Association and Alerus Financial, N.A., dated July 15, 2016, a copy of which is attached as Exhibit B, and execute and delivers any and all other documents and agreements, and take any and all other actions, as he may deem necessary, appropriate or convenient to effect the foregoing resolutions including, without limitation, causing to be prepared and filed such reports, documents or other information as may be required under applicable law. And be it further

Resolved, that the afore-stated resolutions and directive constitute a formal record of action taken by the governing body of Texas Dental Association (the "Association").

ESTIMATED FINANCIAL IMPACT: None

**BACKGROUND STATEMENT**

The 2015 House of Delegates implemented a new, five-year strategic plan (Resolution 147-2015-H). The "TDA Strategic Plan 2020" (Plan 2020) establishes goals and areas of work that will guide decision-making and resource allocation. Consistent with the duties of the TDA Council on Annual Session, there are areas where additional study and oversight are warranted to ensure the Association's activities are aligned with the strategic plan; therefore, be it

**25-2017-B ( )**

Resolved, that a Task Force on the Texas Meeting be established, composed of four members including Dr. Richard B. Derksen (Dallas), Dr. Dean V. Hutto (Houston), Ms. Paula Lerash (Austin), Dr. John B. Mason (Corpus Christi), and Dr. Lisa B. Masters (San Antonio), with Dr. Masters serving as Chair, and be it further.

Resolved, that the task force is to evaluate the Texas Meeting in its current format and to recommend changes and new concepts for consideration to the Texas Dental Association (TDA) Board of Directors and the Council on Annual Session, and be it further

Resolved, that in developing the recommendations, the task force should consider the multiple aspects, including but not limited to length, timing, location, of the current Texas Meeting, its relevancy, finances, membership meetings in general, and whether there are alternatives to the current approach to fulfill the



2243 business purposes of providing professional development, knowledge, and social benefits to members,  
2244 and be it further

2245  
2246 Resolved, that the task force should propose concepts that start with membership needs as the  
2247 foundation to determining what the meeting or its successor programs could be, and identify where  
2248 collaboration with other existing dental meetings will be probable or preferable, and be it further

2249  
2250 Resolved, that the task force report back to the TDA Board of Directors by the February 2017 TDA Board  
2251 of Directors meeting.

2252  
2253 ESTIMATED FINANCIAL IMPACT: Contingency

2254  
2255 BACKGROUND STATEMENT

2256 The Council on Annual Session budget includes a stipend to the Texas Dental Assistants Association for  
2257 \$1,000. Because of the decline in attendance of the Texas Dental Association's Meeting, this has resulted  
2258 in a decrease in revenue for the Annual Session of the Texas Dental Association. The Council on Annual  
2259 Session recommends that we eliminate the stipend paid to TDAA; therefore, be it

2260  
2261 **29-2017-B ( )**

2262 **Submitted by: Council on Annual Session**

2263 Resolved, that the stipend to the Texas Dental Assistants Association be eliminated from the Council on  
2264 Annual Session's budget, and be it further

2265  
2266 Resolved, that a \$1,000 stipend be paid to the Texas Dental Assistants Association using Non-Budgeted  
2267 Contingency funds from the 2017 Texas Dental Association Budget or paid using funds from the Reserve  
2268 Division, and be it further

2269  
2270 Resolved, that Resolution 96-2011-H which reads:

2271  
2272 *96-2011-H (BP)*  
2273 *Submitted by: Council on Annual Session*  
2274 *Resolved, that the \$750 stipend paid to the Texas Dental Assistants Association (TDAA) be*  
2275 *increased in the amount of \$250, beginning with the 2012 stipend payment, for a total annual*  
2276 *stipend of \$1000. In addition, the TDAA will be given a complimentary 6' educational table in the*  
2277 *Texas Meeting registration area to promote the TDAA programs and activities (\$75 annual fee).*

2278  
2279 be rescinded.

2280  
2281 ESTIMATED FINANCIAL IMPACT: \$1,000 Reduction

2282  
2283 BACKGROUND STATEMENT

2284 The Council on Annual Session budget includes a stipend to the Alliance of the Texas Dental Association  
2285 (TDA) for \$7,000. Due to declining attendance at the annual session, resulting in a loss of revenue and  
2286 steep hotel room attrition costs, the Council on Annual Session recommends that we eliminate the stipend  
2287 paid to the Alliance of the TDA from the Annual Session budget. The Alliance of the TDA holds their annual  
2288 meeting directly over the dates of the Annual Session of the TDA. Because of this, the Alliance of the TDA  
2289 is not able to provide any direct support to the TDA Meeting. The sponsorship for speaker support from  
2290 the Alliance comes out of said stipend. The Council on Annual Session is grateful the Alliance supports the  
2291 TDA, but recommends that the stipend should come out of a budget other than the Annual Session's due  
2292 to the direct competition with the Annual Session of the Texas Dental Association; therefore, be it

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**30-2017-B ( )**

**Submitted by: Council on Annual Session**

Resolved, that the stipend to the Alliance of the Texas Dental Association be eliminated from the Council on Annual Session’s budget, and be it further

Resolved, that a \$7,000 stipend be paid to the Alliance of the Texas Dental Association using Non-Budgeted Contingency funds from the 2017 Texas Dental Association Budget or paid using funds from the Reserve Division, and be it further

Resolved, that Resolution 54-2010-H which reads:

*54-2010-H*

*Submitted by: Council on Annual Session*

*Resolved, that the stipend of \$6500 that is currently allocated to the Texas Dental Association Alliance be increased \$500 in 2011.*

be rescinded

ESTIMATED FINANCIAL IMPACT: \$7,000 Reduction

**BACKGROUND STATEMENT**

From a 1995 concept to meet the indigent dental care needs of the Rio Grande Valley, the charitable organization “Dentists Who Care” was created and has since continuously and successfully addressed access to care barriers to improve public oral health in the Rio Grande Valley; therefore, be it

**32-2017-B ( )**

Resolved, that a plaque be presented on behalf of the Texas Dental Association to Dentists Who Care at their 20<sup>th</sup> Annual Charity Dental Conference, October 28-29, 2016, in recognition of its contribution to the profession of dentistry and twenty years of significant service to public oral health in the Rio Grande Valley.

ESTIMATED FINANCIAL IMPACT: \$112.58 (Central Office)

**BACKGROUND STATEMENT**

At their September 2, 2016 meeting, the TDA Council on Membership learned that beginning with the 2017 membership year, new payment and renewal options are available online through Aptify, the ADA’s association management software. The Director of Member Services presented the Council with an overview of these new options and data on existing payment plans. TDA now has the ability to allow all members to take advantage of the existing Extended Dues Payment (EDP) program online through the Aptify system. Currently EDP is only offered to new dentist members out of school less than 10 years. Within the membership software, there is no way in which to segregate the option for new dentists only. After reviewing the data provided, the Council agreed that the Extended Dues Payment plan should be offered online to all members providing additional payment options and potentially resulting in greater member retention; therefore be it

**33-2017-B ( )**

Resolved, that beginning with the 2017 membership year, the existing Extended Dues Payment program be broadened to include all TDA members providing additional payment options for every member and greater member retention.

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ESTIMATED FINANCIAL IMPACT: Based on the percentage of new dentists currently using the Extended Dues Payment program, TDA staff estimates an additional 280 members will take advantage of the plan, affecting \$138,600 in TDA dues revenues. Where dues are typically collected in full by May of each year, this plan extends the receipt of dues an additional five months (June through October). This extension will result in \$69,300 (50% of the \$138,600) being collected after May. Based on historical expense patterns, this shift in revenue collections will not adversely affect Association operations.

**BACKGROUND STATEMENT**

The Texas Dental Association Community Fluoride Committee was designed, in Board Policy 25-2016-B, to function as a public health advocacy committee, specifically at the municipal or utility district level where decisions on water fluoridation are made. The TDA utilizes a mostly centralized strategy to promote and protect water fluoridation; however, the organizational infrastructure is not present to support such an approach. A limited number of volunteers with rotating staff support attempt to direct related advocacy efforts at the local level. While beneficial to the public at large, the manner in which water fluoridation is pursued does not comport with the Association’s mission of helping its members succeed. A re-orientation to an informational and clearinghouse approach is recommended based on the practical use of available volunteer and staff resources; therefore, be it

**36-2017-B ( \_\_ )**

**Submitted by: Community Fluoride Committee**

Resolved, that the duties of the Texas Dental Association (TDA) Fluoride Committee be amended in the TDA Board Manual, Chapter VII-A, Standing Committees, Section 17, to read:

- ~~a. To carry out all activities in coordination with the Council on Dental Economics.~~
- ~~ba.~~ To monitor community water fluoridation issues, research and trends relevant to ~~in~~ the State of Texas and community oral health in general.
- ~~cb.~~ To act as a clearinghouse for information and research on fluoride, related advocacy strategies, and resources for TDA component societies, member dentists, and patients by designating material for distribution using available publications and electronic media. To the extent possible, material published by the American Dental Association shall be utilized. ~~provide reports to the Board and the American Dental Association as needed regarding fluoridation issues and activities.~~
- ~~dc.~~ To present at local component societies, at the request of the component society, on the issue of fluoridation and available resources. ~~provide written and/or oral testimony before municipal authorities regarding fluoridation.~~
- ~~ed.~~ To act otherwise on~~regarding~~ fluoridation issues as directed by the Board.

so that, if approved, the section will read:

- a. To monitor community water fluoridation issues, research and trends relevant to the State of Texas and community oral health in general.
- b. To act as a clearinghouse for information and research on fluoride, related advocacy strategies, and resources for TDA component societies, member dentists, and patients by designating

2392 material for distribution using available publications and electronic media. To the extent possible,  
2393 material published by the American Dental Association shall be utilized.  
2394 c. To present at local component societies, at the request of the component society, on the issue  
2395 of fluoridation and available resources.  
2396 d. To act otherwise on fluoridation issues as directed by the Board.

2397  
2398 ESTIMATED FINANCIAL IMPACT: To Be Determined  
2399

2400 BACKGROUND STATEMENT

2401 The 85<sup>th</sup> Session of the Texas Legislature convenes on January 10, 2017, and the Texas Dental Association  
2402 (TDA) will once again focus its efforts on protecting the dental profession, dentists, and dental patients.  
2403 TDA's Council on Legislative & Regulatory Affairs (CLRA) works with the legislature, the Texas State Board  
2404 of Dental Examiners, and other regulatory entities to represent organized dentistry and implement  
2405 policies as adopted by the TDA House of Delegates. The TDA legislative team (TDA Department of  
2406 Legislative & Regulatory staff and legislative consultants) works alongside CLRA and TDA leadership to  
2407 assist with achieving the goals.  
2408

2409 The TDA's legislative agenda, as approved by the TDA's Board of Directors, highlight's the Association's  
2410 legislative direction for the 85<sup>th</sup> Texas Legislature and includes current over-arching issues in the  
2411 legislative and regulatory arenas; therefore be it,  
2412

2413 **37-2017-( )**

2414 **Submitted by: Council on Legislative & Regulatory Affairs**

2415 **Strategic Plan Goal: Advocacy**

2416 Resolved, the Texas Dental Association Board of Directors approve the legislative agenda prepared by the  
2417 Council on Legislative & Regulatory Affairs for use during the 85<sup>th</sup> Texas Legislature in 2017.  
2418

2419 ESTIMATED FINANCIAL IMPACT: None  
2420

2421 BACKGROUND STATEMENT

2422 As of September 30, 2016, the current Reserve Savings Account balance at cost value is \$1,014,253.84.  
2423

2424 As of October 28, 2016, the current, reconciled balance of Operations Checking is \$665,494.34.  
2425

2426 Cash flow projections as of September 30, 2016 indicate a possible need to transfer funds from the  
2427 Reserve Savings Account to Operations Checking in order to cover estimated operating expenses for the  
2428 remainder of the year. This action will be contingent on final expenses as of the close of the 2016 fiscal  
2429 year. Note that cash is reconciled on a daily basis, and cash need projections change daily as accrued  
2430 invoices are due or adjusted.  
2431

2432 In the event actual payments will exceed the projected balance in Operations Checking, the transfer will  
2433 need to occur; therefore, be it  
2434

2435 **39-2017-B ( )**

2436 Resolved, that the Secretary-Treasurer be authorized to withdraw up to \$75,000 from the Texas Dental  
2437 Association (TDA) Reserve Division for the sole purpose of deposit into the TDA Operations Checking  
2438 Account, effective December 1, 2016 and expiring January 31, 2017.  
2439

2440 ESTIMATED FINANCIAL IMPACT: The Reserve Division balance will be reduced,  
2441 while the Operations Checking account balance  
2442 will be increased should a transfer be made.

2443 BACKGROUND STATEMENT

2444 At their September 2, 2016 meeting, the TDA Council on Membership reviewed a current membership  
2445 trend analysis and compared it to three different tiered dues pricing constructs: modified, cost-based and  
2446 simple rate. All tiered dues scenarios focus on providing a bare-bones membership to new dentists  
2447 (under 5 years out of dental school), and a longer discounted rate to dentists 5-10 years in the profession  
2448 while continuing to provide full benefits to members over 10 years in the profession.

2449  
2450 After reviewing the different concepts presented, the Council feels that the Texas Dental Association  
2451 Board of Directors, along with the TDA Secretary-Treasurer and Budget Committee, should consider the  
2452 feasibility of a pilot program that would allow for a modified tiered dues structure; therefore be it  
2453

2454 **41-2017-B ( )**

2455 **Submitted by: Council on Membership**

2456 Resolved, that a program be developed by Texas Dental Association staff which would allow for tiered  
2457 dues pricing in an effort to increase membership growth and retention with a completion date for  
2458 program development by April, 2017.

2459

2460 ESTIMATED FINANCIAL IMPACT: None

2461

2462 BACKGROUND STATEMENT

2463 In November 2015, the Texas Dental Association (TDA) Board of Directors approved Resolution 71-2016-B  
2464 authorizing the Communications Committee's *Comprehensive Communications Plan* which included  
2465 messaging to the public that is specific to dental health education and to the improvement of the image  
2466 of dentistry, particularly TDA dentists. The estimated financial impact was \$30,000 for various media  
2467 venues. Therefore, be it

2468

2469 **45-2017-B ( )**

2470 **Submitted by: Budget Committee**

2471 Resolved, that the Texas Dental Association allocate costs for the Public Awareness Pilot Program  
2472 approved in accordance with the approved *TDA Comprehensive Communications Plan* from Non  
2473 Budgeted Contingency in the 2016 Budget.

2474

2475 ESTIMATED FINANCIAL IMPACT: \$ 18,090 (2016 Contingency)

2476

2477 BACKGROUND STATEMENT

2478 The Texas State Board of Dental Examiners (TSBDE) published amendments to rules 22 Texas  
2479 Administrative Code §§110.1, concerning definitions; 110.2, concerning sedation/anesthesia permits;  
2480 110.3, concerning nitrous sedation; 110.4, concerning minimal sedation; 110.5, concerning moderate  
2481 sedation; 110.6, concerning deep sedation; 110.9, concerning permit renewal; and new rule 110.11,  
2482 concerning pediatric patients in the December 16, 2016, issue of the Texas Register for 30-day public  
2483 comment. Texas Dental Association (TDA) staff and the Council on Dental Education, Trade & Ancillaries  
2484 reviewed the rule proposals and prepared the attached comment letter for TDA Board of Directors  
2485 approval prior to submission to the TSBDE; therefore be it,

2486

2487 **51-2017-B ( )**

2488 **Submitted by: Council on Dental Education, Trade & Ancillaries**

2489 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of Dental  
2490 Examiners the information paper providing comment on the proposed rule amendments to 22 Texas  
2491 Administrative Code §§110.1, concerning definitions; 110.2, concerning sedation/anesthesia permits;  
2492 110.3, concerning nitrous sedation; 110.4, concerning minimal sedation; 110.5, concerning moderate  
2493 sedation; 110.6, concerning deep sedation; 110.9, concerning permit renewal; and new rule 110.11,  
2494 concerning pediatric patients, as published in the December 16, 2016, issue of the *Texas Register*.  
2495

2496 ESTIMATED FINANCIAL IMPACT: None  
2497

2498 **60-2017-B**

2499 Resolved, that the Board of Directors of the Texas Dental Association directs the Secretary-Treasurer and  
2500 Texas Dental Association Staff, in conjunction with the Assets Oversight Committee, to immediately  
2501 commence transition of the investment advisor for the Reserve Division and Relief Fund accounts from  
2502 Bland Garvey to Austin Asset Management Company, to be completed on or before December 31, 2017;  
2503 and be it further  
2504

2505 Resolved, that the Secretary-Treasurer and Executive Director notify the presidents and treasurers for  
2506 TDA Financial Services, Inc. and the TDA Smiles Foundation of this resolution.  
2507

2508 **BACKGROUND STATEMENT**

2509 The current Board policy regarding contracting with an auditing firm does not allow for hiring the most  
2510 appropriate firm in light of the changing landscape of Austin-area audit firms. Therefore, be it  
2511

2512 **78-2017-B**

2513 Resolved, that the TDA Board of Directors Board Policy Manual, Chapter VII, Committees of the Board;  
2514 Section A, Standing Committees; Subsection 7, Finance and Audit Committee be amended as follows:  
2515

2516 7. FINANCE AND AUDIT COMMITTEE  
2517

2518 Composition: The Committee shall consist of two (2) members of the Board and two  
2519 (2) non-Board members and one consultant.  
2520

2521 The committee members should be financially literate or must become financially literate within  
2522 a reasonable period of time. They should be able to read and understand fundamental financial  
2523 statements including balance sheets, income statements and cash flow statements.  
2524

2525 The President will appoint the committee members and designate the chair, with Board approval,  
2526 prior to the first Board meeting after the House of Delegates Annual Session.  
2527

2528 The President shall appoint a Non-Board consultant with additional financial experience, will be  
2529 vetted by the Finance and Audit Committee, and recommended for appointment by the  
2530 President to serve as the qualified "Financial expert consultant" for the Finance and Audit  
2531 Committee. The Financial Expert Consultant is not required to be a member dentist.  
2532

2533 Requirements of the Financial Expert Consultant should include:

- 2534 • Have an understanding of generally accepted accounting principles (GAAP) and financial  
2535 statements.
- 2536 • Have the ability to access the general application of GAAP in connection with the accounting for  
2537 estimates, accruals and reserves.
- 2538 • Have an understanding of internal controls and procedures for financial reporting.

- 2539 • Have an understanding of the Audit committee function.
- 2540
- 2541 Meetings: Shall be subject to the call of the chair or any two (2) of its members.
- 2542
- 2543 Guidelines: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)
- 2544
- 2545 a. The chair meets with the auditors at the beginning and end of the audit process and report to
- 2546 the Finance and Audit committee.
- 2547 b. The Finance and Audit Committee meets semi-annually to review:
- 2548 1. the audit report and management letters produced by the auditors
- 2549 2. the internal financial policy and procedures
- 2550 3. the financial position of this Association
- 2551 4. all contracts
- 2552 5. the current financial trends report
- 2553 c. The Finance and Audit committee will submit written reports and recommendations
- 2554 to the Texas Dental Association Board as needed. (Ref. to Appendix D)
- 2555 d. The Finance and Audit Committee shall be responsible for recommending to the
- 2556 TDA Board of Directors ~~an audit CPA~~ firm to perform the annual audit of the TDA, its affiliates and
- 2557 subsidiaries. The selection of ~~an audit CPA~~ firm shall be approved by the
- 2558 TDA Board of Directors. Commencing in 2010 ~~an audit CPA firm~~ shall be contracted to
- 2559 perform the annual audit for a one year period. ~~and for no more than five~~
- 2560 ~~consecutive years with the right of TDA to change auditors at any time.~~ The Finance and Audit
- 2561 Committee shall request bids from CPA firms no fewer than once every five years prior to the
- 2562 annual selection of a CPA firm. The auditing team within the selected firm shall be changed a
- 2563 minimum of every two years. The TDA Board of Directors is ultimately responsible for the
- 2564 acceptance and approval of the annual audit. (Ref. Resolution 55-2010-BS-H)
- 2565
- 2566 Other duties
- 2567
- 2568 a. To perform such other duties as may be requested by the Board of Directors or the
- 2569 House of Delegates.
- 2570

#### 2571 BACKGROUND STATEMENT

2572 The TDA Investment Policy Statement was adopted in 2002 (Ref. 82-2003-B) and, in 2011 the TDA

2573 Investment Fund was divided into three funds: TDA Reserve Division – Investment Account; TDA Reserve

2574 Division – Emergency Account; and TDA Relief Fund Account (Ref. 160-2011-B). This policy was again

2575 revised in 2013 to meet the association’s changing needs (Ref. 116-2013-B which was passed in lieu of

2576 160-2011-B). The three divided funds, as developed in 2011, now need to be renamed. The TDA Relief

2577 Fund will remain with the same name; however, the TDA Reserve Division – Investment Account will now

2578 be titled Long Term Investments, and The TDA Reserve Division – Emergency Account will now be titled

2579 Short Term Investments. In order for our investments to stay current with our association’s needs and to

2580 maintain stability for the financial future, new strategies are required; therefore, be it

#### 2581 **11-2018-B**

2582 Submitted by: Assets Oversight Committee

2583 Resolved, the Texas Dental Association Board of Directors adopt the new Investment Policy Statement

2584 2017.

2585

#### 2586 BACKGROUND STATEMENT

2587

2588 Patient safety is paramount to the dental profession. TDA’s Articles of Incorporation describe TDA’s  
2589 purposes to include the formation of an organization of dentists “who are interested in the dental health  
2590 and welfare of the citizens of this State; to foster and support dental education and research; and to  
2591 provide a forum for the presentation, discussion and exchange of scientific information and any other  
2592 activities not contrary to the laws of this State.” The TDA Constitution, Article II states: “The object of this  
2593 Association shall be to encourage the improvement of the health of the public, to promote the art and  
2594 science of dentistry and to represent the interest of the members of the profession and the public which  
2595 it serves.” Likewise, the TDA Principles of Ethics and Code of Professional Conduct explain that the  
2596 “primary obligation of the dental practitioner is service to the public, which shall include the rendering of  
2597 quality care to all patients with full respect for the dignity of each individual regardless of status. Dentists  
2598 should merit the confidence of their patients by rendering appropriate service and attention,  
2599 competently and timely, based upon the patient’s right of informed self-determination. TDA Code,  
2600 Principle I. The TDA Code goes on to explain that “[a] dentist should encourage, support and participate  
2601 in research and programs or activities which have the purpose of improving the health and well-being of  
2602 the individual and the community.” TDA Code, Principle IX. With these mandates in mind, there are  
2603 concerns about patient safety in a changing profession. Patient safety was at the forefront of the recent  
2604 Sunset Commission review of the Texas State Board of Dental Examiners, as evidenced by the Blue  
2605 Ribbon Panel (BRP) on Dental Sedation/Anesthesia Safety and TSBDE’s Anesthesia Committee. The goal  
2606 of the Task Force for Patient Safety is to investigate the data embedded within TSBDE Board Orders  
2607 through the last decade. Coupled with publicly available TSBDE information on licensees, these Board  
2608 Orders will contain information on the dentists’ education, location and nature of the offense, including  
2609 hygienists and assistants. The goal from this investigation is to assist TDA in evaluating appropriate policy  
2610 for the future of Texas dentistry. Therefore, be it

2611  
2612 **24-2018-B**  
2613 Resolved, that the Texas Dental Association Board of Directors approve the Task Force for Patient Safety  
2614 (TFPS). The TFPS will accumulate and evaluate Texas State Board of Dental Examiner’s (TSBDE) data,  
2615 TSBDE Board Orders and other publicly available information in an effort to identify trends and indicators  
2616 on patient outcomes in Texas dentistry, and, be it further

2617  
2618 Resolved, that the following individuals be appointed to serve on the TFEPS: Dr. Larry Herwig (NE), Dr.  
2619 David A. Duncan (NW), Dr. Matthew J. Heck (SE), Dr. Laji J. James (SE), Dr. Charles W. Miller (NW), Dr.  
2620 Craig S. Armstrong (SE), Dr. John S. Findley (NE), Dr. Ernesto G. Trevino (SW), Dr. Duc “Duke” M. Ho (SE),  
2621 Dr. Bill D. Pope, Jr. (SW), Dr. Adam M. Lalonde (SW), Dr. Roger S. Campos (SW), Dr. Jay C. Adkins (NW),  
2622 and Dr. William H. Gerlach, President-elect, as Chair. Should any of these individuals decline or resign  
2623 their appointment, the TDA President may appoint or replace an individual at his discretion, and be it  
2624 further

2625  
2626 Resolved, that the Task Force will provide a status report to the Board of Directors no later than the  
2627 March, 2018 Board meeting.

2628  
2629 **BACKGROUND STATEMENT**  
2630 Current Texas Dental Association (TDA) Policy 128-1996-H, concerning the TDA New Dentist Leadership  
2631 Award, was formulated to be consistent with the language and criteria of the ADA version of the award.  
2632 The ADA abolished its Golden Apple New Dentist Leadership Award program in 2017, so a new TDA policy  
2633 must be considered. Therefore, be it

2634  
2635 **25-2018-B**  
2636 **Submitted by: Awards Committee**  
2637 Resolved, that the TDA honor annually, during the TDA Annual Session, a new dentist, and be it further



2638  
2639 Resolved, that the award be called the Texas Dental Association New Dentist Leadership Award, and be it  
2640 further  
2641  
2642 Resolved, that the following guidelines be used in the selection process:  
2643  
2644 1. Limit of one nominee from each component society;  
2645 2. Must be less than ten years out of dental school;  
2646 3. Must be active at component level;  
2647 4. Must be involved in community/volunteer work;  
2648 5. Must demonstrate professional growth;  
2649 6. Must demonstrate ethical conduct; and  
2650 7. Must attend continuing education program and dental meetings.  
2651  
2652 and be it further  
2653  
2654 Resolved, that the guidelines be presented as distributed at the annual Texas Dental Association  
2655 Leadership Conference, and be it further  
2656  
2657 Resolved, that these guidelines be reviewed by the Council of Membership on a yearly basis at their first  
2658 meeting following Annual Session, with recommendations to the Awards Committee and with the cost of  
2659 the award to be borne by the Texas Dental Association, and be it further  
2660  
2661 Resolved, that nominations be requested from the components at least eighty days in advance of the  
2662 Awards Committee deadline, and be it further  
2663  
2664 Resolved, that Resolution 128-1996-H which reads:  
2665  
2666 *128-1996-H*  
2667 *Resolved, that the former "TDA Young Dentist Award" be renamed "TDA New Dentist Leadership*  
2668 *Award" and that the criterion, "Must be under that age of 40," be revised to read "Less than ten*  
2669 *years out of dental school," in an effort to concur with the criterion mandated by the ADA, as the*  
2670 *recipient of this award represents the 15th District in the national competition; and be it further*  
2671  
2672 *Resolved, that the TDA honor annually, during the TDA Annual Session, a new dentist; and be it*  
2673 *further*  
2674  
2675 *Resolved, that the award be called the Texas Dental Association New Dentist Leadership Award;*  
2676 *and be it further*  
2677  
2678 *Resolved, that guidelines for the selection of the new dentist be as follows:*  
2679  
2680 *1. limit of one nominee from each component society;*  
2681 *2. must be less than ten years out of dental school;*  
2682 *3. must be active at component level;*  
2683 *4. must be involved in community/volunteer work;*  
2684 *5. must demonstrate professional growth;*  
2685 *6. must demonstrate ethical conduct; and*  
2686 *7. must attend continuing education program and dental meetings.*  
2687

2688 *and be it further*  
2689  
2690 *Resolved, that the guidelines be presented as distributed at the President-elects Conference; and*  
2691 *be it further*  
2692  
2693 *Resolved, that these guidelines be reviewed by the Council of Membership on a yearly basis at*  
2694 *their first meeting following Annual Session, with recommendations to the Awards Committee and*  
2695 *with the cost of the award to be borne by the TDA; and be it further*  
2696  
2697 *Resolved, that nominations be requested from the components at least ninety days in advance of*  
2698 *the Awards Committee deadline; and be it further*  
2699  
2700 *Resolved, that the recipient of the TDA New Dentist Leadership Award be the TDA nominee for the*  
2701 *ADA New Dentist Leadership Award.*

2702  
2703 be rescinded.

2704  
2705 **BACKGROUND STATEMENT**

2706 The Texas Dental Association (TDA) has a long history of seeking non-dues revenue in the interest of  
2707 membership dues' relief. As our for-profit extension, TDA Financial Services, Inc./TDA Member Benefits,  
2708 Ltd. convenes regularly as a Board, and the TDA Board of Directors recognizes the benefit of high level  
2709 communication between our two organizations; therefore, be it

2710  
2711 **34-2018-B**

2712 *Resolved, that the Texas Dental Association (TDA) President appoint a Board Liaison to TDA Financial*  
2713 *Services, Inc., and TDA Member Benefits, Ltd., to request and receive financial and other information and*  
2714 *attend Board and other meetings.*

2715  
2716 **BACKGROUND STATEMENT**

2717 Chapter VII, FINANCES, Section 50, Relief Fund, Subsection A clarifies that *"all money, property or*  
2718 *securities received from any source by the Fund shall be placed in a separate account to be known as the*  
2719 *Texas Dental Association Relief Fund, to be supervised, administered and prudently invested by the Board*  
2720 *of Directors."* The Directors of the TDA Board comprise the TDA Relief Fund Work Group and review  
2721 applications from individual members of the dental profession and 501(c)(3) organizations to receive  
2722 contributions from the interest earned in the Relief Fund account. The Board has also arranged an  
2723 account through which it may receive individual and corporate contributions for disaster relief assistance  
2724 through an application process using the existing work group as the means to evaluate need and  
2725 distribute funds; therefore, be it

2726  
2727 **36-2018-B**

2728 *Resolved, that the Texas Dental Association (TDA) Board of Directors authorize the TDA Relief Fund Work*  
2729 *Group to develop a program to distribute up to \$1,500 from the TDA Relief Fund per single disaster in a*  
2730 *12-month period, per dental professional applicant, contingent on gubernatorial or presidential*  
2731 *declaration of a disaster, available funds, and equal and fixed amounts per recipient, and be it further*

2732  
2733 *Resolved, that the program, as a condition of allocating the disaster relief funds, must use objective*  
2734 *criteria to evaluate the needs of relief fund recipients, to include a statement of an applicant's need for*  
2735 *help to cover the cost for assistance, and be it further*

2736

2737 Resolved, that approved grant applications for disaster relief funds be provided to the TDA Finance  
2738 Department for purposes of remitting payments in accordance with applicable Internal Revenue Service  
2739 Code requirements, and be it further  
2740

2741 Resolved, that the TDA Board of Directors may authorize the award of funds in amounts more than \$1500  
2742 in a 12-month period to approved applicants based on the nature and extent of the disaster and the  
2743 amount of contributions received, and be it further  
2744

2745 Resolved, that Policy 74-2016-H which reads:

2746  
2747 *74-2016-H*  
2748 *Resolved, that the Texas Dental Association (TDA) Board of Directors authorize the TDA Relief*  
2749 *Fund Work Group to develop a program to distribute up to \$1,500 from the TDA Relief Fund per*  
2750 *single disaster in a 12 month period, per member contingent on gubernatorial declaration of a*  
2751 *disaster, available funds, and equal and fixed amounts per recipient, and be it further*  
2752

2753 *Resolved, that the program, as a condition of allocating the disaster relief funds, must require*  
2754 *component societies to submit to the Texas Dental Association (TDA) the names of at least three*  
2755 *component society members who may verify the disaster conditions, and agree to communicate*  
2756 *the imposed deadlines to members for making application, and list criteria used to review*  
2757 *requests including, but not limited to:*

- 2758 • *TDA membership status*
  - 2759 • *Statement of need for immediate assistance for food, clothing, shelter*
- 2760 *and be it further*  
2761

2762 *Resolved, that names and addresses of recipients of disaster relief funds be provided to the TDA*  
2763 *Finance Department for purposes of remitting payments in accordance with applicable Internal*  
2764 *Revenue Service Code.*  
2765

2766 be rescinded.  
2767

2768 ESTIMATED FINANCIAL IMPACT: None  
2769