

1 **TEXAS DENTAL ASSOCIATION**  
2 **BOARD OF DIRECTORS**

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4 **BOARD POLICY MANUAL**

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6 (Revised March 2014 – Updated December 2016 & May 2017)  
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9 **I. COMPOSITION**  
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11 The Board of Directors of the Texas Dental Association is composed of the President, the President-Elect  
12 the Past President, the four Vice-presidents, the four Senior Directors and the four Directors. The Past  
13 President remains on the Board following his/her respective term as President of this Association. Each  
14 year four Directors are elected, one from each of the four Divisions of this Association. The Directors  
15 become Senior Directors of their respective Divisions the year following the year they serve as Directors.  
16 The four Senior Directors become Vice-presidents of their respective Divisions the year following the  
17 year they serve as Senior Directors. The Secretary-Treasurer shall be an *ex officio* member of the Board  
18 without the right to vote. The Speaker of the House of Delegates shall be an *ex officio* member of the  
19 Board without the right to vote or the privilege of proposing resolutions. An *ex officio* member is defined  
20 as one who is a member of a committee or board by reason of holding another office.  
21

22 The Editor and the Parliamentarian are not members of the Board of Directors, but are required to attend  
23 all meetings of the Board.  
24

25 Only Active, Life or Retired Members of the Texas Dental Association who are not under active  
26 discipline are eligible for election to the Board of Directors.  
27

28 **CHAIR AND SECRETARY:** The President of this Association shall serve as Chair and preside at all  
29 meetings of the Board. The Secretary-Treasurer of this Association shall serve as recording officer of the  
30 Board and custodian of its records. The Secretary shall cause a factual record of the proceedings to be  
31 published as the official transactions of the Board.  
32

33 In the absence of the President, the office of Chair shall be filled by the President-Elect or by the Past  
34 President in that order, and in their absence, a voting member of the Board shall be elected Chair pro-tem.  
35 In the absence of the Secretary, the Chair shall appoint a Secretary Pro-tem.  
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37 **II. BOARD OF DIRECTORS**  
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39 **A. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS**  
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41 **PRESIDENT**  
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43 **1. The duties of the President as provided in Chapter VI, Section 90 of the *Bylaws*:**  
44

- 45 a. To serve as official representative of this Association in its contacts with  
46 governmental, civic, business and professional organizations for the purpose of

47                   advancing the objectives and policies of this Association. (See also Resolution 106-  
48                   2016-B)

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

68  
69           **2. Other duties**

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- 71           a. The President and/or the Executive Director at the President's discretion shall sign all  
72           contracts entered into in the name of this Association. (Ref. Resolution 41-1991-H)
- 73           b. The President and Executive Director shall review all letters of information or opinion  
74           generated by the Texas Dental Association, its subsidiaries or Foundations for possible  
75           referral to legal counsel for review prior to mailing. (Ref. Resolution 49-1997-H)
- 76           c. To perform such other duties as may be requested by the Board of Directors or the  
77           House of Delegates.

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79           **PRESIDENT-ELECT**

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81           The President-Elect is elected by the House of Delegates in accordance with Chapter IV of  
82           the *Bylaws*. The term of office is three (3) years: the first as President-Elect, the second as  
83           President, and the third as Past President. The President-Elect should represent the  
84           membership at-large without regard to geographic location.

85

86           The year as President-Elect should be one of working with the President to implement  
87           his/her programs and of preparation for the following year as President. This preparation  
88           will include developing ideas for new programs and developing lists of candidates for  
89           councils and committees of this Association. (Ref. Section IX, E. Policies on  
90           Nominations, Appointments and Consultants)

91

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

- 93           a. To preside in the absence of the President.
- 94

- b. To assist the President as requested.
- c. To serve as an *ex officio* member of the House of Delegates.
- d. To succeed to the office of President at the next annual session of the House of Delegates following his/her election as President-elect.
- e. To serve on the Executive Committee, Budget Committee, Personnel Committee, and Internal Affairs Committee.
- f. To serve on the Council of Legislative and Regulatory Affairs.
- 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.

143 **VICE-PRESIDENTS**

144  
145 After the second year on the Board of Directors, the Senior Directors succeed to the office of  
146 Vice President of the Texas Dental Association, for the Senior Director's Division, for the  
147 third year of their term. This is provided for in Chapter VI, Section 30 of the *Bylaws*  
148

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

- 150  
151 a. To serve with equal rank as officers of this Association.  
152 b. To assist the President as requested.  
153 c. To serve as *ex officio* members of the House of Delegates.  
154 d. To have supervision of the professional welfare and interests of the membership in the  
155 Divisions they represent.  
156 e. To visit each of the component societies in their Divisions.  
157 f. To perform such other duties as may be provided in the *Bylaws*.  
158

159 **2. Other duties**

- 160  
161 a. To serve as members of the Executive Committee of the TDA Board of Directors.  
162 b. To serve as liaison to Councils or Committees if appointed.  
163 c. To perform such other duties as may be requested by the Board of Directors or the  
164 House of Delegates.  
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166 **SENIOR DIRECTORS**

167  
168 After the first year on the Board of Directors, a Director succeeds to the office of Senior  
169 Director of the Texas Dental Association, for the Director's Division, for the second year  
170 of his/her term. This is provided for in Chapter VI, Section 30 of the *Bylaws*  
171

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

- 174  
175 a. To assist the President as requested.  
176 b. To serve as *ex officio* members of the House of Delegates.  
177 c. To serve at each session of the House of Delegates as a Committee on Credentials,  
178 Rules and Order.  
179 d. To perform such other duties as may be provided in the *Bylaws*.  
180 e. To succeed to the office of Vice-president of their Divisions at the close of the next  
181 annual session of the House of Delegates.  
182 f. To serve as members of the Sunset Review Committee as provided for in Chapter IX,  
183 Section 140 of the *Bylaws*. (Ref. Appendix E)  
184 g. To perform such other duties as may be provided in the *Bylaws*.  
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186 **2. Other duties**

- 187  
188 a. To serve as liaison to Councils or Committees if appointed.  
189 b. To perform such other duties as may be requested by the Board of Directors or the  
190 House of Delegates.

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## **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.

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

- 287
- 288 a. To work under the direction of the President and the Speaker of the House of
- 289 Delegates.
- 290 b. To assist and advise the President and the Board of Directors when specifically
- 291 requested by the President.
- 292 c. To be educated in parliamentary procedures as referenced in the current edition of The
- 293 American Institute of Parliamentarians Standard Code of Parliamentary Procedure, and
- 294 to be a certified parliamentarian or be in the process of certification.
- 295 d. To attend all meetings of the Board of Directors and the House of Delegates.
- 296 e. To serve as the Speaker Pro-tem of the House of Delegates, and will assume the duties
- 297 of the Speaker should it become necessary for the Speaker to be absent.
- 298

299 **2. Other duties**

- 300
- 301 a. To perform such other duties as may be requested by the Board of Directors or the
- 302 House of Delegates.
- 303

304 **EDITOR**

305

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

307 meetings.

308

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

- 310
- 311 a. To be Editor-in-Chief of all journals and publications of this Association and exercise
- 312 full editorial control over such publications, subject only to the policies established by
- 313 the House of Delegates, Board of Directors, and the *Bylaws* and provided such content
- 314 is not in conflict with or contrary to the TDA's established policies, legislative agenda
- 315 or advocacy efforts.
- 316 b. To control the selection of scientific material published in the Journal. The Board of
- 317 Directors may appoint associate editors, with the advice of the Editor, to gather
- 318 scientific material for publication. Such associate editors shall serve no longer than the
- 319 term of the Editor.
- 320 c. To attend all meetings of the Board of Directors and the House of Delegates of this
- 321 Association and the Annual Session of the American Dental Association.
- 322 d. To hold no other elective office in this Association or the American Dental Association
- 323 while serving as Editor, except the Editor may be elected as delegate or alternate
- 324 delegate to the ADA House of Delegates from his/her respective Division.
- 325 e. To cooperate with the successor upon termination of the Editor's term of office. Should
- 326 the position of Editor become vacant ad interim, the Board of Directors shall appoint
- 327 an Editor to act in the vacated position until such time as an Editor is nominated and
- 328 elected in accordance with Chapter V, Sections 40B,b, and Chapter IV, Sections 30B,b
- 329 and 150 of the *Bylaws*.
- 330 f. To perform such other duties as may be provided in the *Bylaws*.
- 331

332 **2. Other duties**

333

- 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



- 382 has been received by the first quarter of the calendar year meeting of the Board of  
383 Directors.
- 384 c. To employ or discharge an Executive Director, to establish his/her salary, and define  
385 his/her duties.
  - 386 d. To establish all stipends.
  - 387 e. To nominate candidates for honorary membership for election by the House of Delegates.
  - 388 f. To determine the date and place of the annual sessions of the Association at least four  
389 (4) years in advance and provide for the management and general arrangements for  
390 each annual session consistent with Chapter IX, Section 140B of the *Bylaws*.
  - 391 g. To be custodian of the bonds of bonded employees.
  - 392 h. To retain necessary legal services for the Association.
  - 393 i. To act as Relief Committee for the Association.
  - 394 j. To have audited by a reputable Certified Public Accountant licensed in Texas all  
395 accounts and records of the Association for each fiscal year and present the findings of  
396 said audit to the House of Delegates at each annual session.
  - 397 k. To submit to the House of Delegates at the opening meeting of each annual session  
398 nominations for councils and committees of the Association, except as otherwise  
399 provided in the *Bylaws*.
  - 400 l. To review the annual reports and/or meeting minutes of all councils and committees of  
401 the Association and present recommendations from such reports to the House of  
402 Delegates.
  - 403 m. To submit an annual report to the House of Delegates of its activities.
  - 404 n. To perform such other duties as are prescribed by the *Bylaws*.
  - 405 o. To consider and make recommendations on all petitions of recall and refer these  
406 petitions to the House of Delegates of this Association.
  - 407 p. To perform such other duties as may be provided in the *Bylaws*.
- 408

#### 409 **HOUSE OF DELEGATES MANDATES**

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- 411 a. Establish the per diem of those members who attend to the affairs of the Texas Dental  
412 Association, except the President who shall receive no per diem.
  - 413 b. Act on each proposal submitted to the House of Delegates recommending adoption,  
414 non-adoption or modification unless time constraints prevent Board action prior to the  
415 meeting of the House of Delegates. A vote to “transmit only” is considered a Board  
416 Action.
  - 417 c. Discuss the Best Management Practices for amalgam waste during visits to component  
418 societies. (Ref. Appendix A and Resolution 55-2006-B)
- 419

#### 420 **IV. RULES OF PROCEDURE**

421

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

424

- 425
- 426 1. Call to order by the Chair
- 427 2. Roll Call
- 428 3. Disclosure of Conflicts of Interest
- 429 4. Approval of Agenda

- 430 5. Approval of minutes of previous meetings
- 431 6. Report on other ballots or Executive Committee meetings
- 432 7. Report of the President
- 433 8. Report of the Secretary-Treasurer
- 434 9. Reports of Committees of the Board (**See Appendix D**)
- 435 10. Reports of Association agencies
- 436 11. Unfinished business
- 437 12. New business
- 438 13. Adjournment

439  
440 **B. QUORUM:** Two thirds of the voting members of the Board of Directors (10) shall constitute  
441 a quorum in accordance with Chapter V, Section 60 of the *Bylaws*.

442  
443 **C. BUSINESS TRANSACTED OUTSIDE OF A REGULAR MEETING:**

444  
445 To transact business in accordance with the laws of the State of Texas at meetings, including  
446 telephone and electronic meetings. The Board may also take action outside of a meeting.  
447 Such action must require unanimous affirmative vote of all Board members eligible to vote.  
448 Such action shall be dated and signed manually or electronically and recorded by the  
449 Secretary-Treasurer. (Ref. Resolution 61-2015-B)

450  
451 Councils may transact business in accordance with the laws of the State of Texas via mail  
452 ballot, including (confidential/secure) electronic mail vote, unless it is restricted by the  
453 Board's established rules and procedures on the use of ballots circulated and returned by U.S.  
454 mail, overnight courier, facsimile transmission, electronic mail. A majority of the voting  
455 members of any council or committee shall constitute a quorum for the transaction of  
456 business.

457  
458 **D. VACANCY ON THE BOARD OF DIRECTORS:** Should the status of any member of the  
459 Board of Directors change during the member's term of office in regard to those qualifications  
460 as enumerated in Chapter V, Section 20 of the *Bylaws*, that office shall be declared vacant by  
461 the President, and such vacancy shall be filled as provided in Chapter VI, Section 70 of the  
462 *Bylaws*.

463  
464 **E. COMMITTEE VACANCIES:** In case of a vacancy for any cause on any committee of the  
465 Board of Directors, the President shall have the power to fill such vacancy by appointment  
466 until the next session of the Board of Directors.

467  
468 **F. ATTENDANCE AT REGULAR MEETINGS:** When the Board is in regular meeting, the  
469 members of the Board, the Editor, Parliamentarian, and designated members of the staff shall  
470 be privileged to be in regular attendance. Others may be privileged to attend for consultation  
471 or report or as interested members of this Association.

472  
473 **G. ATTENDANCE AT EXECUTIVE SESSIONS:** When an Executive Session is voted by  
474 the Board, there shall be present for such session only the members of the Board as  
475 designated by the *Bylaws*. Others may be privileged to attend for consultation on the  
476 invitation of the President and majority consent of the voting Board members. Board  
477 members also may request, through the President, for others to attend with majority consent

478 of the voting Board members. No action shall be taken by the Board while in closed session,  
479 except for personnel matters, and matters related to attorney-client privilege (see Section  
480 H."Attorney-Client Meetings"). The record of any Executive Session shall be at the discretion  
481 of the Board. (Ref. Resolution 76-2010-H, Resolution 77-2010-H)

482  
483 **H. ATTORNEY-CLIENT MEETINGS.** An Attorney-client meeting is a form of closed  
484 meeting during which legal advice is sought from an attorney representing the Association as  
485 client, and the communications relating to that purpose are made in confidence by the client  
486 or attorney. For attorney-client meetings, the President and Secretary shall consult with the  
487 General Counsel of the Association regarding attendance during the meeting and any Board  
488 action. Any necessary Board action may be taken during an attorney-client meeting. (Ref.  
489 Resolution 78-2010-H)

490  
491 **I. RECORD OF PROCEEDINGS:** The Secretary shall be responsible for maintaining a  
492 record of each meeting of the Board of Directors. The Secretary-Treasurer shall be  
493 responsible for preparing the minutes, subject to the approval of the Board. When corrections  
494 are submitted, these corrections shall be subject to the approval of the Board. The Board shall  
495 maintain and secure the official minutes and prepare a report that will accurately reflect the  
496 pertinent background discussion leading to each Board action taken along with summaries of  
497 all other presentations made to and discussions conducted by the Board. (Executive sessions  
498 excluded) (Ref. Resolution 58-1991-H)

499  
500 Reports of activities of the TDA Board of Directors, of TDA Councils and Committees, and  
501 of governmental entities as well as other reports of importance to TDA component society  
502 officers and members to be distributed within the membership of this Association shall be  
503 through the office of the Secretary-Treasurer of this Association. Prior to distribution, all such  
504 reports need to be approved by the Executive Director, the President, and by Legal Counsel.  
505 (Ref. Appendix D)

506  
507 All Board members of the Texas Dental Association (within the control group) should have  
508 access to written information, report(s), and/or attorney-client report(s) dealing with the  
509 specific issue(s) the TDA Board is reviewing. (Ref. Resolution 181-2011-H)

510  
511 **J. MINORITY REPORTS:** All actions and recommendations of the Board that are not  
512 unanimous shall be subject to a minority report upon the request of any Board member, and  
513 all such minority reports shall be published in the official minutes. (Ref. Appendix D)

514  
515 **K. PRIVILEGE OF SPEAKING INFORMALLY:** Any member of the Board shall have the  
516 privilege of speaking informally and not for the record. When this privilege is exercised, such  
517 material shall not be included in the minutes. The privilege to speak informally may be  
518 suspended temporarily by a two-thirds (2/3) majority vote of the members of the Board  
519 present and voting.

520  
521 **L. PRESENTATION OF NEW BUSINESS:** New business brought by anyone other than  
522 sitting Board members must be presented to the Secretary at least fifteen (15) days in advance  
523 of a regular session of the Board in order to place new items on the agenda and mailing to the  
524 Board within ten (10) days of the regular session. In the event new business needs to be acted  
525 on that has not been previously submitted to the Secretary/Treasurer 15 days prior to the  
526 regular Board meeting, the introduction of the new business shall require a 2/3 majority vote

527 of the Board of Directors present and voting. New business brought by sitting Board members  
528 may be presented at any time prior to or during a Board of Directors meeting and may be  
529 considered provided that the motion is seconded. (Ref. Resolutions 14-2000-H and 124-  
530 2011-H, 66-2016-B)  
531

532 **M. RESOLUTIONS REFERRING TO PREVIOUS RESOLUTIONS:** All resolutions  
533 referring to previous resolutions shall have the previous resolutions printed in their entirety  
534 within the body of the pending resolution. (Ref. 74-1991-H)  
535

536 **N. PUBLIC STATEMENTS** (Ref. 63-2015-B2):  
537

538 a. Any Board member who is representing this Association in an official capacity when  
539 speaking publicly or to the media or by written communication shall make no statement  
540 contrary to the policy of this Association.

541 b. The following defined modalities be used in the communication with regulatory agencies  
542 when offering comment or testimony on a proposed new rule, regulation or legislation or an  
543 amendment to the same.

- 544 1. Policy Statement: a simple and straightforward declaration of an existing TDA  
545 policy.
- 546 2. Policy Paper: contains background information and discussion in order to provide an  
547 understanding of an issue and is based on existing TDA policy.
- 548 3. Position Paper: a recommendation for a course of action or a statement of beliefs  
549 that reflects the TDA's stance regarding an issue supported by existing TDA policy.
- 550 4. Joint Statements: a statement of beliefs held and supported that are written in  
551 collaboration with another external organization.
- 552 5. TDA Supported Statements: statements written by an external organization with  
553 expertise in the issue which are officially supported by the TDA.
- 554 6. Information Paper: a communication that provides balanced, expert information on  
555 an issue without espousing a specific policy.  
556

557  
558 Written communication with regulatory agencies when offering comment or testimony on a  
559 proposed new rule, regulation or legislation or an amendment to the same, shall be in the  
560 form of a Policy Statement or Policy Paper when official TDA policy exists. Such document  
561 shall be approved by the Board of Directors and signed by the current President of the TDA  
562 prior to transmission.  
563

564 Joint Statements and/or TDA Supported Statements may be used to communicate with  
565 regulatory agencies when external organizations with similar interests have policies  
566 congruent with those of the TDA.  
567

568 When written testimony is required regarding a proposed new rule, regulation or legislation  
569 or an amendment to such, and there is no existing TDA policy, *and* time constraints do not  
570 allow a thorough study to develop an applicable TDA policy, TDA staff, committees and or  
571 Councils may issue an Information Paper detailing and describing the positive or negative  
572 impact of such proposed regulation and may state a position regarding such. The information  
573 contained in the Information Paper shall be based on scientific or citable fact. The  
574 Information Paper shall not make a statement that can be construed as TDA policy if such  
575 policy does not exist and shall state as such. The Information Paper shall be signed by the

576 chairman of the Council or committee issuing it and shall be approved by the Board of  
577 Directors prior to transmission.

578  
579 When oral testimony is required before a legislative or regulatory body regarding a proposed  
580 new rule, regulation or an amendment to such, and there is no existing TDA policy, and time  
581 constraints do not allow a thorough study to develop an applicable TDA policy, TDA staff,  
582 committees and or Councils may provide oral testimony detailing and describing the positive  
583 or negative impact of such proposed regulation. The information contained in the oral  
584 testimony shall be based on scientific or citable fact. Such oral testimony shall not make a  
585 statement that can be construed as TDA policy if such policy does not exist. The text of such  
586 oral testimony shall be approved by the TDA legal consultant and the chairman of CLRA  
587 prior to the oral testimony being presented.

588  
589  
590 **O. RULES OF ORDER:** The business of the Board of Directors shall be conducted formally in  
591 accordance with accepted rules of parliamentary procedure. The current edition of American  
592 Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the  
593 deliberations of the Board in all cases to which it is applicable and in which it is not in  
594 conflict with the Rules of the Board of Directors, *Bylaws*, or policies of this Association.

595  
596  
597 **P. SUSPENSION OF RULES:** The Rules of the Board of Directors may be suspended for a  
598 given time, but not for longer than the duration of any one meeting or any session, by a  
599 two-thirds (2/3) majority vote of the members present and voting. This rule shall not be  
600 suspended.

601  
602 **Q. PROCEDURES FOR RECALL:** Members of the Board of Directors may be recalled for  
603 cause in accordance with the official Procedures for Recall of members of the Board of  
604 Directors and elected officers of the TDA. (Ref. Resolution 103-1989-H and TDA Recall  
605 Manual)

## 606 607 **V. RULES AND GUIDELINES**

### 608 609 **A. CONFLICT OF INTEREST (Ref. Appendix B)**

- 610  
611 1. Members of the Board of Directors must be free from any conflict of interest with the  
612 *Bylaws* and policies of this Association. [Board members have the fiduciary](#)  
613 [responsibility of loyalty to the Association and shall not act in a manner contrary to the](#)  
614 [Bylaws and policies of the Association, including when serving in an official capacity in](#)  
615 [other organizations.](#) Members of the Board of Directors may not serve on the board of  
616 any firm or organization endorsed by or doing business with the TDA that would involve  
617 or imply a conflict of interest with this Association. Members of the Board of Directors  
618 may not serve simultaneously on any TDA subsidiary board, except for charitable, non-  
619 profit corporations, and the TDA Holding Company Board. (Ref. Resolution 126-1999-  
620 H, and Appendix B: Corporate Code of Ethics and Prohibition and Disclosure of  
621 Conflicts of Interest)
- 622  
623 2. Members of the Board of Directors are not eligible for membership on any Council  
624 except the Council on Legislative and Regulatory Affairs. When a member of any other

625 Council is elected to the Board of Directors, the member shall resign from that Council.  
626 (Ref. Resolution 163-1999-H)

- 627  
628 3. The following statement shall be read as a regular item of business at all Board meetings,  
629 Council meetings, and Committee meetings:

630  
631 “It is the policy of the Texas Dental Association that its officers, directors,  
632 members of councils and committees, and employees be loyal to, and further the  
633 interest of the Association and shall be free from and avoid any conflicts or  
634 potential conflicts of interest.”

635  
636 In addition to the procedures regarding written disclosure of conflicts of interest set out  
637 in the TDA Board of Directors Board Policy Manual, Chapter V. Rules and Guidelines,  
638 Section B. Corporate Policies of Governance, Subsection 1, Corporate Code of Ethics  
639 and Prohibition and Disclosure of Conflicts of Interest, Article V, Procedures Regarding  
640 Conflicts of Interest, anyone having a conflict or potential conflict of interest, shall  
641 announce the conflict or potential conflict and shall refrain from participating in any  
642 discussion, consideration, decision, or vote regarding the matter in which the person has  
643 a conflict.

644  
645  
646 **B. CORPORATE POLICIES OF GOVERNANCE (Ref. Appendix B)**

- 647  
648  
649 1. Corporate Code of Ethics and Prohibition and Disclosure of Conflicts of Interest

650  
651 **ARTICLE I**

652 Purpose

653  
654 The purpose of this policy is to establish a corporate code of ethics for the leadership of the  
655 Texas Dental Association in addition to the applicable standards required by laws and  
656 regulations. This policy is also intended to provide a method for identifying conflicts of  
657 interest and disclosing actual and potential conflicts of interest.

658  
659 **ARTICLE II**

660 Persons Subject to This Policy

661  
662 This policy applies to the officers, Board of Directors and members of councils and  
663 committees of the Association. A similar, separate policy applies to employees of the  
664 Association.

665  
666 **ARTICLE III**

667 Corporate Code of Ethics

668  
669 Persons subject to this policy owe the duty of loyalty to the Association that requires the  
670 faithful pursuit of the interests of the Association rather than the person’s own financial or  
671 other interests or those of another person or organization. The persons subject to this  
672 policy should:

- 673 A. Faithfully pursue the interests of the Association rather than the person's own  
674 financial or other interests.  
675 B. Act in good faith with the care that an ordinary, prudent person in a like position  
676 would exercise under similar circumstances, and in a manner that is believed to be  
677 in the best interest of the Association.  
678 C. Act at all times in a manner that is loyal to the governing principles of the  
679 Association and to the members of the Association.  
680 D. Follow the constitution, by-laws and policies of the Association.  
681 E. Comply with governmental laws and regulations applicable to the Association.  
682 F. Treat members and employees of the Association with respect, dignity and fairness.  
683 G. Maintain confidential information about the Association in a confidential manner.  
684 H. Fully disclose any conflicts or potential conflicts of interest.  
685

686 ARTICLE IV  
687 Definitions of Conflicts of Interest  
688

- 689 A person subject to this policy may have a conflict or potential conflict of interest if:  
690 A. The person is a party to a contract, receives material benefits from or is involved in  
691 a transaction with the Association for goods or services.  
692 B. A person, or a family member of any such person, has a material financial interest  
693 in a transaction involving the Association, or an entity in which the person or  
694 family member is a person in control, an owner of all or part, or has any other legal  
695 relationship with the entity.  
696 C. A person is involved in a transaction or takes a position that may create the  
697 appearance of a conflict.  
698 D. [A person acts in a manner contrary to the Bylaws and policies of the Association or](#)  
699 [in a manner not in the best interests of the Association.](#)  
700

701 ARTICLE V  
702 Procedures Regarding Conflicts of Interest  
703

704 Prior to participation in matters regarding the Association, if a person knows of a conflict  
705 of interest or a matter giving the appearance of a conflict of interest, the person shall  
706 disclose, in writing, to the Association, through the President, Executive Director or person  
707 in charge of a particular function or meeting, the presence of the conflict. A person having  
708 a conflict of interest shall not participate in a discussion, consideration, decision or vote  
709 regarding the matter in which the person has a conflict. If a decision or vote is to be made  
710 by a board, council or committee, and the person is a member of the board, council or  
711 committee, the minutes of the meeting shall reflect that the person did not participate due  
712 to a potential conflict.  
713

714 ARTICLE VI  
715 Review of Policy and Disclosure of Conflicts  
716

717 At the time a person subject to this policy assumes a position with the Association, the  
718 person shall review this policy. The person shall, at all times, remain familiar with the  
719 provisions of this policy. At least annually, the person shall disclose in writing to the

720 Association the person’s awareness of the policy and a statement that the person has  
721 complied with the policy.

722  
723 2. Whistleblower Policy

724  
725 General

726  
727 Texas Dental Association (“Association”) Code of Ethics ("Code") requires directors,  
728 officers and members of councils and committees (“TDA Leadership”) to observe high  
729 standards of business and personal ethics in the conduct of their duties and  
730 responsibilities. The Association has a separate code of ethics applicable to  
731 employees. As employees and representatives of the Association, we must practice  
732 honesty and integrity in fulfilling our responsibilities and comply with all applicable  
733 laws and regulations.

734  
735 Reporting Responsibility

736  
737 It is the responsibility of TDA Leadership and employees to comply with the Code and  
738 to report violations or suspected violations in accordance with this Whistleblower  
739 Policy.

740  
741 No Retaliation

742  
743 No member of the TDA Leadership or employee who in good faith reports a violation  
744 of the Code shall suffer harassment, retaliation or adverse employment consequence.  
745 An employee or member of TDA Leadership who retaliates against someone who has  
746 reported a violation in good faith is subject to discipline up to and including  
747 termination of employment or the person’s position with the Association. This  
748 Whistleblower Policy is intended to encourage and enable employees and others to  
749 raise serious concerns within the Association prior to seeking resolution outside the  
750 Association.

751  
752 Reporting Violations

753  
754 The Association has an open door policy and suggests that TDA Leadership and  
755 employees share their questions, concerns, suggestions or complaints with someone  
756 who can address them properly. In most cases, an employee's supervisor is in the best  
757 position to address an area of concern. However, if you are not comfortable speaking  
758 with your supervisor or you are not satisfied with your supervisor's response, you are  
759 encouraged to speak with the Executive Director or Chairman of the audit and finance  
760 committee. Supervisors and managers are required to report suspected violations of  
761 the Code of Conduct to the Association's Compliance Officer, who has specific and  
762 exclusive responsibility to investigate all reported violations. For suspected fraud, or  
763 when you are not satisfied or comfortable with following the Association's open door  
764 policy, individuals should contact the Association's Compliance Officer directly. The  
765 person receiving a complaint or the Compliance Officer will notify the sender and  
766 acknowledge receipt of the reported violation or suspected violation within five  
767 business days. All reports will be promptly investigated and appropriate corrective



768 action will be taken if warranted by the investigation.

769  
770 Compliance Officer

771  
772 The Association's Compliance Officer is responsible for investigating and resolving all  
773 reported complaints and allegations concerning violations of the Code and, at his or her  
774 discretion, shall advise the Executive Director and/or the audit committee. The  
775 Compliance Officer has direct access to the audit committee of the Board of Directors  
776 and is required to report to the audit committee at least annually on compliance activity.  
777 The Association's Compliance Officer is the chair of the audit committee.

778  
779 Accounting and Auditing Matters

780  
781 The audit and finance committee of the Board of Directors shall address all reported  
782 concerns or complaints regarding accounting practices, internal controls or auditing.  
783 The Compliance Officer shall immediately notify the audit and finance committee of  
784 any such complaint and work with the committee until the matter is resolved.

785  
786 Acting in Good Faith

787  
788 Anyone filing a complaint concerning a violation or suspected violation of the Code  
789 must be acting in good faith and have reasonable grounds for believing the information  
790 disclosed indicates a violation of the Code. Any allegations that prove not to be  
791 substantiated and which prove to have been made maliciously or knowingly to be false  
792 will be viewed as a serious disciplinary offense.

793  
794 Confidentiality

795  
796 Violations or suspected violations may be submitted on a confidential basis by the  
797 complainant. Reports of violations or suspected violations will be kept confidential to  
798 the extent possible, consistent with the need to conduct an adequate investigation.

799  
800 3. Corporate Records Retention Policy

801  
802 It is the policy of the Association to maintain records necessary to serve its members,  
803 conduct the business of the Association and meet applicable laws and regulations. It is also  
804 the policy of the Association to properly dispose of records that are no longer necessary in  
805 order to provide for an efficient working environment, reduce the cost of records  
806 maintenance and prevent maintenance of records that are no longer necessary.

807  
808 The following table provides the minimum requirements for retention of certain types of  
809 documents. Documents covered by this policy include typed, printed or handwritten  
810 documents, documents maintained in electronic form and documents on hard drives,  
811 computer servers or other electronic storage. Other policies of the Association may provide  
812 more specific requirements for specific types of records.

813  
814 The destruction of documents, including the method of destruction, is under the direction of  
815 the Executive Director and Directors of the Association. If there is any question about

816 whether documents should be maintained or destroyed, the decision will be made by the  
817 Executive Director.

818  
819 If any document is subject to or involved with any litigation or administrative proceeding,  
820 the document should be retained until approved for destruction by the Executive Director.

821  
822 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**

- 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*:
1. One immediately after the close of the annual session of the House of Delegates each year.
  2. One during the second (2nd) quarter of the calendar year.
  3. One during the third (3rd) quarter of the calendar year.
  4. One during the fourth (4th) quarter of the calendar year.
  5. One during the first (1st) quarter of the following calendar year.
  6. One in the second quarter of the following calendar year, but prior to the Annual Session of the House of Delegates.
- B. SPECIAL MEETINGS:** The Board of Directors shall meet at the call of the President or upon the call of any five (5) members of the Board, providing that due notice is given to

842 each Board member ten (10) days in advance of the meeting time, with statement of the  
843 business to be considered. Only business pertaining to the call may be considered except by  
844 approval by two-thirds of the voting members of the Board. With approval by two-thirds of  
845 the voting members of the Board, the preceding ten (10) day notice in advance of the  
846 meeting time may be waived.

847  
848 **C. GENERAL RULES FOR ALL MEETINGS**

- 849  
850 1. A “No Smoking Rule” shall apply to all meetings of the Board (Ref. Resolution 3-1981-  
851 B).  
852 2. A record of the vote on all issues that are not unanimously adopted shall be included in  
853 the minutes. (Ref. Resolution 5-1981-B  
854 3. All invocations at Board meetings should be ecumenical. (Ref. Resolution 165-2002-H)  
855  
856

857 **VII. COMMITTEES OF THE BOARD**

858  
859 **A. STANDING COMMITTEES**

860  
861 The Board of Directors is organized into sixteen (18) standing committees and such special  
862 committees or task forces as may be established from time to time. The Board may have  
863 such standing committees as it deems necessary to conduct the business of this Association.  
864 (Ref. Resolution 51-1996-H)  
865

866 The standing committees are the Executive Committee, the Budget Committee,  
867 Communications Committee, Internal Affairs Committee, Assets Oversight Committee,  
868 Awards Committee, Finance and Audit Committee, Building Committee, Personnel  
869 Committee, Resolutions Committee, Committee on the New Dentists, Committee of  
870 Component Society Presidents, Future Focus Committee, Committee on Access to Dental  
871 Care in Medicaid and Children’s Health Insurance Program (CHIP), Sunset Review  
872 Committee, and Minutes Review and Approval Committee, Community Fluoride  
873 Committee, and TDA 401(k) Plan Committee. (Ref. Bylaws for House Committee on  
874 Credentials, Rules and Order.)  
875

876 **1. EXECUTIVE COMMITTEE**

877  
878 **Composition:** There shall be an Executive Committee of the Board of Directors  
879 composed of the President, President-Elect, the four (4) Vice-Presidents, and the Past  
880 President. The Speaker of the House of Delegates shall be an *ex officio* member without  
881 vote or the privilege of proposing resolutions. The committee shall meet at its discretion  
882 to handle interim business, as opposed to regular business, between Board meetings.  
883 The Secretary of this Association shall be the Secretary of the Executive Committee  
884 without vote. The Executive Committee shall report its actions to the subsequent  
885 scheduled meeting of the Board.  
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887 **Meetings:** Shall be subject to the call of the President or any two (2) of its members.  
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889 **Duties:** Duties shall include, but not be limited to:

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- a. To handle interim business between Board meetings. The minutes of the Executive Committee become a permanent part of the records of this Association and are to be distributed with the minutes of the Board of Directors. (Ref. Resolution 17-1972-H)
- b. To perform such other duties as may be provided in the *Bylaws*.

## 2. BUDGET COMMITTEE

**Composition:** Shall be composed of the President, the President-elect, the Past President, the four (4) Senior Directors, two (2) Directors and the Secretary-Treasurer. The Secretary-Treasurer shall serve as chair without vote. The two (2) Directors shall be appointed by the President.

**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: The committee shall prepare a budget for each succeeding year. Upon approval of the budget by the Board of Directors, the budget shall be presented to the House of Delegates for adoption in accordance with Chapter IV, Section 140, A., c. of the *Bylaws*. The Committee shall also assist the House of Delegates if it considers business requiring funds that are not provided in the budget as provided in Chapter IV, Section 140, and b. The committee shall annually review all insurance policies and make recommendations, along with our insurance representative, to the Board through the budgeting process as to appropriate insurance coverage for the TDA. (Resolution 86-2013-B)

To perform such other duties as may be provided in the *Bylaws*.

## 3. COMMUNICATIONS COMMITTEE

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

**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 review and maintain a written comprehensive communication plan for the Texas Dental Association (Resolution 70-2016-H, 71-2016-B).
- b. To ensure that the membership receives succinct, timely information about the activities of the Association including the leadership activities and critical issues.
- c. To manage and promote public and media relations, including communications messages for the public.
- d. To review existing communication programs and methods for distribution of issues and if appropriate, to develop and recommend communications programs to the Board that incorporate emerging technology.
- e. To recommend to the Board communications messages for the public and private image of dentistry.

- 938 f. To receive approval of the Board or Executive Committee prior to distribution  
939 of critical issues materials.  
940 g. To be responsible for the oversight design, content and management of the  
941 Association Web site and emerging technology.  
942 h. Develop continuing education courses for the dental team through the  
943 publications and online forums of the TDA.  
944 i. To propose and develop programs for dental health education of the public.  
945

946 **Other duties**

- 947  
948 a. To perform such other duties as may be requested by the Board of Directors or  
949 the House of Delegates.  
950

951 **4. INTERNAL AFFAIRS COMMITTEE**

952  
953 **Composition:** The Committee shall consist of the President-Elect and the Past  
954 President. The President shall act in an advisory capacity to the committee. The chair  
955 shall be elected by the committee members.  
956

957 **Meetings:** Shall be subject to the call of the chair or any of its members.  
958

959 **Duties:**

- 960  
961 a. It shall be the duty of the committee to study matters relating to the internal affairs  
962 of this Association, including but not limited to the working relationships of the  
963 appointed and elected officials and volunteers of the organization. Due to the  
964 sensitive and confidential nature of this committee's work, contents of reports to  
965 the Board of Directors will be at the committee's discretion.  
966 b. To perform such other duties as may be provided in the *Bylaws*.  
967

968 **5. ASSETS OVERSIGHT COMMITTEE (Ref. Resolution 103-2005- H, 74-2013-B)**

969  
970 **Composition:** The Committee shall be composed of four voting members. The Chair  
971 shall be the Secretary-Treasurer of the TDA. Three members shall be from the Board  
972 of Directors. The President shall appoint the members in the following manner:  
973 beginning in 2013, and thereafter, the President will appoint a new Director for a three-  
974 year term to replace the retiring Vice President. The current Director and Senior  
975 Director will be reappointed.  
976

977 **Meetings:** Shall be subject to the call of the chair or any two (2) of its members before  
978 each Board meeting.  
979

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

- 981  
982 a. Review and/or report, and make recommendations to the Board of Directors:  
983 1. Regarding the finances of the TDA Reserve Division of the General  
984 Fund and Relief Fund as outlined in the *Bylaws* and any other  
985 investment accounts.

- 986 2. Reviewing monthly all investments and, at least yearly, the investment  
987 financial policies of the TDA Relief Fund and Reserve Division  
988 accounts, and any other investment accounts, and report them at each  
989 Board meeting.  
990 3. Regarding yearly disbursement amounts from the Relief Fund to be  
991 distributed to qualifying individuals and/or charitable corporations as  
992 per *Bylaws* or resolution.  
993 4. Regarding the amounts of funds held in each account and maintain the  
994 appropriate percentages in the Reserve Division accounts to cover any  
995 possible uninsured and/or unanticipated liabilities.  
996 5. Regarding the engagement of professional financial managers or  
997 consultants as needed.  
998 b. The TDA President, TDA President-elect, TDA Secretary/Treasurer and the  
999 TDA Executive Director are authorized to sign on behalf of the Association for  
1000 investments in the Reserve Division and the Relief Fund accounts, and any  
1001 other investments accounts that have been approved by the Board of Directors  
1002 (Ref. Resolutions 39-2016-B, 40-2016-B).  
1003 c. Make resolutions to the Board related to any of the above.  
1004

1005 **Other duties**

- 1006  
1007 a. To perform such other duties as may be requested by the Board of Directors or  
1008 the House of Delegates.  
1009

1010  
1011 **6. AWARDS COMMITTEE**  
1012

1013 **Composition:** The Committee shall consist of the four Senior Directors of this  
1014 Association, with the Senior Director elected from the Division of the President as  
1015 Chair. (Ref. Resolution 104-1977-B, 147-2006-H)  
1016

1017 **Meetings:** Shall be subject to the call of the chair or any two (2) of its members.  
1018

1019 **Duties:** Duties shall include, but not be limited to:  
1020

- 1021 a. Study the present system relating to awards of this Association and to make  
1022 appropriate recommendations thereon.  
1023 b. Make recommendations to the Board of possible recipients of awards of this  
1024 Association.  
1025 c. Select a recipient for the Distinguished Service Award in accordance with  
1026 Resolution 111-1997-H. (Ref. to Appendix C; Ref. Resolution 111-1997-H)  
1027

1028 **Other duties**

- 1029  
1030 a. To perform such other duties as may be requested by the Board of Directors or the  
1031 House of Delegates.  
1032  
1033  
1034

1035 **7. FINANCE AND AUDIT COMMITTEE**

1036  
1037 **Composition:** The Committee shall consist of two (2) members of the Board and two  
1038 (2) non-Board members and one consultant.

1039  
1040 The committee members should be financially literate or must become financially  
1041 literate within a reasonable period of time. They should be able to read and understand  
1042 fundamental financial statements including balance sheets, income statements and cash  
1043 flow statements.

1044  
1045 The President will appoint the committee members and designate the chair, with Board  
1046 approval, prior to the first Board meeting after the House of Delegates Annual Session.

1047  
1048 The President shall appoint a Non-Board consultant with additional financial  
1049 experience, will be vetted by the Finance and Audit Committee, and recommended for  
1050 appointment by the President to serve as the qualified “Financial expert consultant” for  
1051 the Finance and Audit Committee. The Financial Expert Consultant is not required to  
1052 be a member dentist.

1053  
1054 Requirements of the Financial Expert Consultant should include:

- 1055 • Have an understanding of generally accepted accounting principles (GAAP) and  
1056 financial statements.
- 1057 • Have the ability to access the general application of GAAP in connection with the  
1058 accounting for estimates, accruals and reserves.
- 1059 • Have an understanding of internal controls and procedures for financial reporting.
- 1060 • Have an understanding of the Audit committee function.

1061  
1062 **Meetings:** Shall be subject to the call of the chair or any two (2) of its members.

1063  
1064 **Duties:** (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS, 74-2015-B)

- 1065  
1066 a. The chair meets with the auditors at the beginning and end of the audit process and  
1067 report to the Finance and Audit committee.
- 1068 b. The Finance and Audit Committee meets semi-annually to review:
  - 1069 1. the audit report and management letters produced by the auditors
  - 1070 2. the internal financial policy and procedures
  - 1071 3. the financial position of this Association
  - 1072 4. all contracts
  - 1073 5. the current financial trends report
- 1074 c. The Finance and Audit committee will submit written reports and  
1075 recommendations to the Texas Dental Association Board as needed.
- 1076 d. The Finance and Audit Committee shall be responsible for recommending to the  
1077 TDA Board of Directors an audit firm to perform the annual audit of the TDA, its  
1078 affiliates and subsidiaries. The selection of an audit firm shall be approved by the  
1079 TDA Board of Director`s. Commencing in 2010 an audit firm shall be contracted  
1080 to perform the annual audit for a one year period and for no more than five  
1081 consecutive years with the right of TDA to change auditors at any time. The TDA



1082 Board of Directors is ultimately responsible for the acceptance and approval of the  
1083 annual audit. (Ref. Resolution 55-2010-BS-H)  
1084 e. The Finance and Audit Committee may conduct oversight or make inquiry of the  
1085 administration of any TDA retirement plan that may be in existence, including the  
1086 TDA 401(k) Plan, if the Board has established and appointed another plan or  
1087 oversight committee to do the same. Upon direction of the President or the Board,  
1088 the Finance and Audit Committee shall assume the responsibilities and duties of  
1089 any plan or oversight committee. (Ref. Resolution 74-2015-B, 23-2017-B)  
1090

1091 **Other duties**

- 1092  
1093 a. To perform such other duties as may be requested by the Board of Directors or the  
1094 House of Delegates.  
1095

1096  
1097 **8. BUILDING COMMITTEE**

1098  
1099 **Composition:** The Committee shall consist of four members, not necessarily Board  
1100 members, at least one of whom shall be from the Austin area. The Executive Director  
1101 shall be an *ex officio* member without vote.  
1102

1103 **Duties:** Duties shall include, but not be limited to:

- 1104  
1105 a. Advise, guide, and work with the assigned staff person to oversee the day to day  
1106 operations of the TDA building including all maintenance and repairs.  
1107 b. Prepare a Building Committee budget and present it to the Budget Committee for  
1108 each fiscal year.  
1109 c. Report to the TDA Board of Directors annually, or as necessary, with appropriate  
1110 current information regarding the building condition, occupancy, and any apparent  
1111 future needs.  
1112

1113 **Other duties**

- 1114  
1115 a. To perform such other duties as may be requested by the Board of Directors or the  
1116 House of Delegates.  
1117

1118  
1119 **9. PERSONNEL COMMITTEE (Ref. Resolution 127-2010-BS-H)**  
1120

1121 **Composition:** The Committee shall consist of the Past President, President, President-  
1122 elect, Secretary-Treasurer, and a vice-president and a senior director. The vice-  
1123 president and senior director shall each serve a two year term, beginning their term as  
1124 a senior director, and completing their term as a vice-president. The senior director  
1125 and vice-president positions shall rotate clockwise geographically through the four  
1126 divisions of the state such that the senior director shall be from the division  
1127 immediately clockwise geographically to that of the vice-president serving their  
1128 second year on the committee. The Past President shall serve as chair of the  
1129 committee.

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

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

**Other duties**

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

**10. RESOLUTIONS COMMITTEE (Ref. 108-1996-H)**

**Composition:** The Committee shall be composed of the Fifteenth District Trustee as Chair, President, Speaker of the House of Delegates, and the Parliamentarian.

**Duties:** Duties shall include, but not be limited to ensuring that resolutions coming from the TDA House of Delegates to the ADA shall be properly formatted and that the intent of said resolution is maintained.

**11. COMMITTEE ON THE NEW DENTIST**

(Ref. Resolution 153-1999-H, Resolution 13-2001-H, Resolution 94-2003-Committee on the New Dentist-RCAS-H, and Resolution 72-2013-B)

**Composition:** The committee shall be a standing committee of the Board of Directors composed of six (6) dentists who have been in practice less than ten (10) years at the time of their appointment. The members shall be appointed by the President and shall be limited to no more than four (4) one year terms.

**Duties:** Duties shall include, but not be limited to (Ref. 65-2013-B, 72-2013-B, 99-2014-H):

- 1177 a. Each committee member shall serve as a non-voting liaison to one of the  
1178 following councils:  
1179 1. Council on Annual Session  
1180 2. Communications Committee  
1181 3. Council on Dental Economics  
1182 4. Council on Dental Education, Trade, and Ancillaries  
1183 5. Council on Membership  
1184 6. Council on Legislative and Regulatory Affairs  
1185 b. Meet up to three times in a calendar year as an entire committee, unless directed to  
1186 do otherwise. (Ref. 13-2001-H)  
1187 c. Provide input to the Councils on issues related to new practitioners.  
1188 d. Provide a written report to the Board of Directors following each of their  
1189 meetings.  
1190 e. Such other duties as may be assigned by the Board of Directors.  
1191

1192 **Other duties**

- 1193  
1194 a. To perform such other duties as may be requested by the Board of Directors or the  
1195 House of Delegates.  
1196

1197  
1198 **12. COMMITTEE OF COMPONENT SOCIETY PRESIDENTS**

1199 (Ref. Resolution 154-1999-H, 74-2001-H)  
1200

1201 **Composition:** The Committee of Component Society Presidents shall be composed of  
1202 the presidents of each of the component societies of this Association and the chair shall  
1203 be the Texas Dental Association President-Elect.  
1204

1205 **Term of office:** Each member of the Committee shall serve for the duration of his/her  
1206 term of office as component society president.  
1207

1208 **Duties:** Duties shall include, but not be limited to:

- 1209  
1210 a. Serve as a conduit for information between the component societies and the Board  
1211 of Directors.  
1212 b. Make policy recommendations to the Board of Directors.  
1213 c. Provide an avenue through which information may be shared between component  
1214 societies.  
1215 d. Meet separately on the same day in June as the Leadership Training Meeting for  
1216 Component Presidents and Presidents-Elect. Additional meetings should be held as  
1217 necessary at the discretion of or at the request of Texas Dental Association's Board  
1218 of Directors.  
1219 e. Provide a written report to the Board of Directors following each of the  
1220 Committee's meetings.  
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**Other duties**

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

**13. FUTURE FOCUS COMMITTEE**

(Ref. Resolution 105-2005-Future Focus Committee S-H, 28-2014-B)

**Composition:** 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.

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

- a. Meeting with the Texas Dental Association Board of Directors on an annual basis, according to the annual strategic planning process of the Texas Dental Association, which is as follows:
  - 1. There shall be an annual strategic planning session at a Board of Directors meeting prior to the Texas Dental Association (TDA) House of Delegates Annual Session, the meeting date shall be determined by the Board of Directors of the Texas Dental Association (TDA). This meeting should be held as early in the calendar year as possible to allow proper development and maximize effectiveness within the proper timeline;
  - 2. The TDA's Strategic Planning Facilitator, whose position requires approval of the Board of Directors of the TDA, shall develop a retreat or focus groups, to be held prior to the expiring of the current 5 year strategic plan, to review, update and create a new 5 year strategic plan. All funding of the retreat or focus groups will require the approval of the Board of Directors of the TDA;
  - 3. The Future Focus Committee shall facilitate training and develop resources for new members of the Board of Directors as well as the new chairs and members of the councils and committees so they may become familiar with the strategic planning process;
  - 4. The Future Focus Committee shall prepare a list of "mega-issues" and present the list for consideration and discussion at the August board meeting;
  - 5. The Future Focus Committee shall be responsible for updating the plan, as approved by the Board, throughout the year and will advise all councils and committees of the revised strategic plan so that any necessary and appropriate action plan changes can be made;
  - 6. All councils and committees shall discuss, review and update their action plans as necessary at each of their meetings and include a report on their strategic planning activity on all of their reports to the Board of Directors;
  - 7. Board Liaisons and/or the Future Focus Committee shall briefly report on the progress and status of the TDA strategic plan, including updates to "Action Plans" at every Board of Directors meeting;

- 1269 8. The Future Focus Committee shall submit a final summary report to the Board  
1270 of Directors, on its activities for the year, at its last meeting prior to the meeting  
1271 of the TDA House of Delegates;  
1272 9. New members of the Board of Directors shall receive the current strategic plan  
1273 at their new member orientation.  
1274

1275 **Other duties**

- 1276  
1277 a. To perform such other duties as may be requested by the Board of Directors or the  
1278 House of Delegates.  
1279

1280 **14. COMMITTEE ON ACCESS TO DENTAL CARE IN MEDICAID AND**  
1281 **CHILDREN’S HEALTH INSURANCE PROGRAM (CHIP)**  
1282 (Ref. Resolution 61-2006-H) [“CAMC”]  
1283

1284 **Composition:** Four members who are Medicaid/CHIP providers or have experience  
1285 and working knowledge of the Medicaid/CHIP process. The TDA President shall  
1286 appoint the committee chair.  
1287

1288 **Duties:** Duties shall include, but not be limited to:

- 1289  
1290 a. Meet at least quarterly.  
1291 b. Monitor issues related to Medicaid and CHIP.  
1292 c. Serve as a clearinghouse for information and resources on Medicaid and CHIP and  
1293 to identify and maintain a list of spokespersons around the state who can be called  
1294 upon in various situations to represent TDA.  
1295 d. Develop and recommend appropriate policies relating to Medicaid and CHIP to the  
1296 TDA Board of Directors for consideration and possible implementation.  
1297 e. Cooperate with other Association councils or committees in developing and  
1298 recommending legislative and regulatory policy relating to access to care.  
1299 f. To monitor and recommend policies of this Association concerning Community  
1300 Health Centers, Federally Qualified Health Centers, and Federally Qualified Health  
1301 Center look-alikes.  
1302

1303 **Other duties**

- 1304  
1305 a. To perform such other duties as may be requested by the Board of Directors or the  
1306 House of Delegates.  
1307  
1308

1309 **15. SUNSET REVIEW COMMITTEE**  
1310 (Ref. Chapter IX, Section 140 of the *Bylaws*) (Ref. Appendix E)  
1311

1312 **Composition:** The Committee will consist of the four Senior Directors.  
1313

1314 **Duties:** Duties shall include, but not be limited to:

- 1315 a. Each council and committee shall be required to undergo a sunset review by the  
1316 Senior Directors and the Board Liaisons to the Council that are being reviewed  
1317 every four (4) years or whenever directed by the Board of Directors.  
1318 b. The Senior Directors will be assisted by a staff member, and may consult with past  
1319 and present council/committee chairmen, council/committee members, past  
1320 presidents, and staff whose reports provide an assessment of a  
1321 council's/committee's programs and operations, giving the Texas Dental  
1322 Association the information needed to draw conclusions about the  
1323 council's/committee's necessity and workability.  
1324

1325 **Other duties**

- 1326  
1327 a. To perform such other duties as may be requested by the Board of Directors or the  
1328 House of Delegates.  
1329

1330  
1331 **16. MINUTES REVIEW AND APPROVAL COMMITTEE**  
1332 (Ref. Resolution 58-2014-B)  
1333

1334 **Composition:** The Committee will consist of Secretary-Treasurer, Speaker of the  
1335 House of Delegates, the House of Delegates Standing Committee on Constitution  
1336 and Bylaws Chair, and TDA Legal Counsel.  
1337

1338 **Duties:** Duties shall include, but not be limited to:

- 1339 a. To receive from the Executive Director's Office of the Texas Dental Association,  
1340 the draft minutes of the Board of Directors meeting. These minutes will be  
1341 delivered within 2 weeks of the close of the meetings.  
1342 b. To review these minutes, submit corrections to these minutes to the Secretary-  
1343 Treasurer, and to approve these minutes within 2 weeks of receipt of these minutes.  
1344 c. These approved minutes will then be submitted by the Committee to the Board of  
1345 Directors at their next meeting and, as recommended by our parliamentary  
1346 reference, will be subject to further correction and final approval by the appropriate  
1347 governing body.  
1348

1349 **17. TDA COMMUNITY FLUORIDE COMMITTEE**  
1350 (Ref. Resolution 25-2016-B, 36-2017-B)  
1351

1352 **Composition:** Appointed members.  
1353

1354 **Duties:** Duties shall include, but not be limited to:

- 1355 a. a. To monitor community water fluoridation issues, research and trends relevant to  
1356 the State of Texas and community oral health in general.  
1357 b. b. To act as a clearinghouse for information and research on fluoride, related  
1358 advocacy strategies, and resources for TDA component societies, member dentists,  
1359 and patients by designating material for distribution using available publications  
1360 and electronic media. To the extent possible, material published by the American  
1361 Dental Association shall be utilized.

- 1362 c. c. To present at local component societies, at the request of the component society,  
1363 on the issue of fluoridation and available resources.  
1364 d. d. To act otherwise on fluoridation issues as directed by the Board.  
1365

1366 **18. TDA 401(k) PLAN COMMITTEE**  
1367 (Ref. Resolution 21-2017-B)  
1368

1369 **Composition:** Executive Director and two employees, selected by the Executive  
1370 Director and approved by the TDA Board of Directors, with a third employee selected  
1371 as alternate to serve in the place of an appointed employee if either appointed  
1372 employee is unwilling or unable to serve.  
1373

1374 **Duties:** Duties shall include, but not be limited to:

- 1375 a. Meet at least once each calendar quarter with the 401(k) Plan's investment advisor and  
1376 third-party administrator to conduct oversight of the performance of the investment  
1377 options available to participants of the Plan and aggregate measures of contributions,  
1378 withdrawals, distributions, rollovers, and allocations for all Plan assets.  
1379 b. Review of periodic compliance testing performed and related reports prepared by the  
1380 third party administrator or other applicable service providers.  
1381 c. At the discretion of the Committee, present recommendations to the TDA Board of  
1382 Directors regarding the investment options or the service providers.  
1383 d. A report or minutes of meetings shall be submitted to the TDA Board of Directors and  
1384 members of the Finance and Audit Committee.  
1385

1386 **B. SPECIAL COMMITTEES OF THE ASSOCIATION**  
1387

1388 The Board may, when the House is not in session, in accordance with the *Bylaws*,  
1389 CHAPTER IX, Section 230, appoint special committees or task forces of the Association.  
1390 All special committee's terms of office shall terminate at the completion of their assigned  
1391 task or at the end of the annual session of the House of Delegates, whichever comes first.  
1392

1393 **C. SPECIAL COMMITTEES OF THE BOARD**  
1394

1395 The President, with Board approval, may appoint special committees or task forces, when  
1396 the House is not in session, as it deems necessary to carry out the duties of the Board.  
1397 Board committees are those committees appointed to carry out limited tasks at the Board's  
1398 request, consistent with powers and duties of the Board, with a report back to the Board;  
1399 these special committees may or may not be limited to current Board members.  
1400

1401 **VIII. INDEMNIFICATION**  
1402

1403 Members of the Board of Directors and other elected and appointed officers of this Association  
1404 shall be indemnified by this Association while conducting official business of this Association in  
1405 accordance with the provisions in Chapter XIV of the *Bylaws*.  
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1408 **IX. POLICIES OF THE BOARD**  
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**A. POLICIES ON ANNUAL BUDGET**

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

**B. POLICIES ON FINANCE AND INVESTMENTS**

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

1. General Fund: The General Fund shall consist of all monies received other than those specifically allocated to other funds by the *Bylaws*. This fund shall be used for defraying all expenses incurred by this Association not otherwise provided for in the *Bylaws* (Chapter XII, Section 20). The General Fund shall be divided into the Operating Division and the Reserve Division. Allocated funds remaining at the end of the fiscal year shall revert to the General Fund.
2. Operating Division: The Operating Division of the General Fund shall consist of the net assets not allocated to the Reserve Fund. Funds of the Operating Division shall be invested for periods not to exceed one year, in obligations of the United States Government, certificates of deposit of national banks, or in insured accounts of savings and loan associations.
3. Reserve Division: The Reserve Division of the General Fund shall consist of cash and securities allocated to it by vote of the Board. The funds of the Reserve Division may be invested in securities other than those specified under Operating Division funds, except that no purchases shall be made without prior approval of a majority of the voting members of the Board. No withdrawal may be made from the Reserve Division except on vote of the Board.



- 1458 4. Reserve Fund Policy: The TDA is to maintain a Reserve Division of the General  
1459 Fund. The Secretary-Treasurer shall maintain \$2,000,000 or 35% of the proposed  
1460 annual budget, whichever is lesser, in the Reserve Division. The value of the  
1461 Reserve Division amount is to be determined on a cost basis rather than a market  
1462 valuation, and be evaluated and amended by the TDA Board of Directors for  
1463 approval by the House of Delegates at the end of each fiscal year. In the event that  
1464 the reserve division of the general fund falls below the prescribed level, the  
1465 proposed TDA annual budget for the next fiscal year shall include a minimum  
1466 \$50,000 repayment to the reserve division of the general fund and shall continue in  
1467 this manner for consecutive proposed budgets until the prescribed amount has been  
1468 met. (Ref. Resolution 138-2012-RCAS-H in lieu of Resolution 66-2012-B1,  
1469 Resolution 16-1999-H)
- 1470 5. Legislative and Building accounts of the Texas Dental Association were closed and  
1471 placed into the Reserve Division accounts managed by Bland Garvey Investment  
1472 (Ref. Resolution 63-2014-B, 35-2015-B).  
1473 Legislative Affairs Monies (Ref. 67-2015-H): Funds transferred to the Reserve  
1474 Savings Account from the Legislative Account on August 13, 2014, retain their  
1475 designated purpose of funding expenses related to legislative and regulatory affairs,  
1476 being so named the Legislative Affairs monies. The amount of monies available  
1477 from the former Legislative Account shall be equal to the amount of the August 13,  
1478 2014 transfer, and will continue to be adjusted for debits made to the balance by  
1479 Board approval on or after the date of the transfer. Legislative Affairs monies may  
1480 be expended only at the request of the Legislative Council, currently named the  
1481 Council on Legislative and Regulatory Affairs. The TDA Board must continue to  
1482 formally approve any use and expenditure of the monies, such approval or denial  
1483 being made by the TDA Board of Directors within 3 business days of the requested  
1484 expenditure. Reports of the legislative related balance in the Reserve Savings  
1485 Account, revenues, and expenditures shall be included in the financial reports  
1486 provided to the TDA Board of Directors.
- 1487 6. Annual Session Fund: A separate fund shall be established and maintained which  
1488 shall receive all income from activities related to the annual session. All expenses  
1489 of the annual session shall be paid from this account. The account shall have  
1490 separate accounting and be reported separately to the Board and to the House of  
1491 Delegates.
- 1492 7. Relief Fund: The Relief Fund is held in the name of the Texas Dental Association  
1493 and is fully detached from any other fund of this Association in accordance with  
1494 the terms of the *Bylaws*. The fund shall be derived from cash, securities and other  
1495 property transferred or appropriated to it by the Board and contributions from  
1496 dependents and survivors of deceased members of the dental profession. This fund  
1497 is administered under the provisions of Chapter XII, Section 50 of the *Bylaws*, and  
1498 in accordance with the rules and regulations formulated by the Board. Grants from  
1499 the Relief Fund may be made to other charitable tax-exempt dental organizations  
1500 and for disaster relief (Ref. Resolution 74-2016-H). The total sum of such grants  
1501 would be limited to the amount of interest earned on the account in the prior fiscal  
1502 year. All funding of grants would cease if the corpus of the relief fund should drop  
1503 to less than \$500,000. (Ref. Resolution 119-2001-H and Resolution 100-2003-H)
- 1504 8. Investment Policies: It is the policy of the Board to develop and maintain an  
1505 investment program which shall have as its major objective the provision of the

1506 funds for (1) the adequate conduct of the Association's current programs and (2) the  
1507 development and maintenance of an adequate Reserve Fund. In the conduct of the  
1508 investment program, the conservation of the purchasing power of the assets, rather  
1509 than the yield, shall be the basic objective. The investment program of this  
1510 Association shall be determined from time to time by the Board on the  
1511 recommendation of the Assets Oversight Committee or the Executive Director.  
1512 (Ref. Resolution 90-2001-H, 82-2003-B)  
1513

1514 **C. POLICY ON SURPLUS FROM ASSOCIATION INSURANCE PROGRAMS**  
1515

1516 **Insurance Surplus:** When a surplus occurs either as a result of improvements to a  
1517 program, reduction of premium or refund to this Association as certificate holder, such  
1518 funds shall be placed in the General Fund of this Association.  
1519

1520 **D. POLICY ON CONTRACTS**  
1521

1522 The following rules shall govern the making of contracts between the Texas Dental  
1523 Association and other parties:  
1524

- 1525 1. **Definition:** A contract is a formal, written agreement between the Texas Dental  
1526 Association and a second party. This definition shall not be construed, however, as  
1527 applying to memoranda of agreement or routine purchase orders for equipment,  
1528 supplies and services.
- 1529 2. **Analysis of Contracts:** All contracts shall be analyzed by this Association's legal  
1530 counsel and a written report made thereon to the President and Secretary.
- 1531 3. **Signing of Contracts:** All contracts entered into in the name of this Association shall  
1532 be signed by the President and/or the Executive Director at the President's discretion  
1533 on each contract offered. (Ref. Resolution 41-1991-H)
- 1534 4. **Report of Contracts:** All contracts entered into between the meetings of the Board  
1535 shall be reported to the Board at its next meeting.
- 1536 5. **Review of Contracts:** All existing contracts with outside organizations doing  
1537 business for the TDA shall be reviewed by the Finance and Audit Committee on an  
1538 annual basis. (Ref. Resolution 60-1980-H)  
1539

1540 **E. POLICIES ON NOMINATIONS, APPOINTMENTS AND CONSULTANTS**  
1541

- 1542 1. **Nominations to Councils or Standing Committees of the Association:** The Board  
1543 shall not nominate a member of this Association for a concurrent membership on  
1544 more than one council or committee, with the exception of committees of the Board  
1545 (Ref. 163-1999-H).  
1546

1547  
1548 The following procedures shall govern the Board in presenting nominations to the  
1549 House of Delegates for membership on the councils or standing committees of this  
1550 Association:  
1551

- 1552 a. Nominees are to be proposed by the President-Elect in consultation with the  
1553 respective Divisional Officers, as the nominations may dictate.

- 1554 b. It shall be the policy to nominate the most senior member, displaying strong  
1555 leadership skills, as chair for the coming year.
- 1556 c. Nominations are presented to the Board and, upon majority vote of the  
1557 Board, are to be submitted to the House of Delegates.  
1558
- 1559 2. Disclosure Policy: Council and Committee members must be free of conflict of  
1560 interest during his/her service in such position, and shall not serve on the board of  
1561 or be a consultant to any firm or organization endorsed by or doing business with  
1562 the TDA that would involve or imply a conflict of interest with this Association.  
1563 No more than  $\frac{1}{4}$  of any TDA subsidiary board may be made up of Council or  
1564 Committee members. (Ref. Resolution 144-1998-H, and Appendix B: *Corporate*  
1565 *Code of Ethics and Prohibition and Disclosure of Conflicts of Interest*)  
1566
- 1567 3. Criteria: Selection of Council Chairs and Members: The President may appoint  
1568 Chairs to Council and Committees, with the approval of the Board. The following  
1569 criteria are to be used for selection of TDA Council Chairs and Members:  
1570
- 1571 a. Consideration given to division representation  
1572 b. Experience in the field of concern of the particular council  
1573 c. Willingness to work; commitment of time  
1574 d. Excellent communication skills  
1575 e. Leadership abilities  
1576 (1). cooperative; compatible nature  
1577 (2). Diplomacy  
1578 f. Knowledge of TDA structure, function and willingness to work toward the  
1579 strategic plan of the TDA. (Ref. Resolution 115-1992-H)  
1580
- 1581 4. Prior to recommending a new Council/Committee member, the President-Elect  
1582 shall advise potential nominees of the following via written communication (Ref.  
1583 Resolution 85-2000-H):  
1584
- 1585 a. Mission and goals of the Council/Committee  
1586 b. Terms of appointment  
1587 c. Chair, existing members and staff liaison for the Council/Committee  
1588 d. Anticipated obligations and responsibilities  
1589 e. Approximate number of meetings per year  
1590 f. Amount of time and travel required  
1591 g. TDA reimbursement policies (Ref. Resolution 85-2000-H)  
1592
- 1593 Recommendations of Divisional Officers: The Divisional Officers of the respective  
1594 Divisions shall make recommendations when called upon by the President or  
1595 President-Elect, of active, life or retired members from their Division qualified for  
1596 nomination as members of the various councils, committees or special committees  
1597 of this Association.  
1598
- 1599 5. Liaison to Councils: At the first meeting of the Board each year, the President may  
1600 initiate and subsequently appoint a voting member of the Board, as a non-voting  
1601 liaison member to each of the councils of this Association and to the for profit

- 1602 corporations of this Association and the Texas State Board of Dental Examiners, if  
1603 the Board deems appropriate. These liaison members are to be placed on the list of  
1604 the council to which they are appointed. Their duties shall be:  
1605  
1606 a. To attend meetings of the council to which appointed.  
1607 b. To monitor reports of the council and to stress that recommendations to the  
1608 Board or House not in the form of a resolution are received for information  
1609 only and may not be acted upon. Any recommendation for action to be  
1610 taken by the Board or the House must be in the form of a resolution. (Ref.  
1611 Appendix D; Ref. Resolution 148-1977-B)  
1612 c. To report the council's activities to the Board when appropriate or when  
1613 requested to do so, together with any recommendations thereon.  
1614 d. To attend the Reference Committee hearings at the next annual session of  
1615 this Association, considering the report of that council.  
1616  
1617 6. Council Meetings: No council meeting shall be held at the same time as a meeting  
1618 of the Board of Directors, unless approved by the Board. (Ref. Resolution  
1619 25-1979-H)  
1620  
1621 7. Council Budget Expenditures:  
1622  
1623 a. The Secretary-Treasurer shall be instructed not to pay council or committee  
1624 vouchers that exceed the amount of the approved budget.  
1625 b. Any non-itemized council or general budget expenditure of \$500 or more  
1626 requires prior written approval by the President or the Secretary-Treasurer  
1627 if not justified in the original approved budget.  
1628  
1629 8. Appointment of Additional Personnel (e.g., Consultants): When essential to the  
1630 fulfillment of the program of a council or committee, the chair may request the  
1631 Board to authorize the appointment, by the President, of additional council or  
1632 committee personnel on the basis of technical qualifications and geographical  
1633 advantages. When supplemental expenditures of funds are necessary to accomplish  
1634 the specific duty assigned, such personnel shall be eligible for reimbursement  
1635 according to the reimbursement policy of this Association. The period of service of  
1636 such supplemental personnel shall terminate when the task assigned is completed  
1637 or as provided in Chapter IX of the *Bylaws*.  
1638  
1639 9. Removal of Council or Committee Members: all recommendations for removal of a  
1640 council or committee member should be forwarded to the TDA Board for a vote.  
1641 (Ref. Resolution 78-2000-H)  
1642  
1643 10. DENPAC: The administrative and secretarial services of DENPAC shall emanate  
1644 from the Texas Dental Association Central Office, and these efforts are to be  
1645 monitored by legal counsel.  
1646

1647 **F. POLICIES ON EMPLOYMENT AND EMPLOYEES**  
1648

- 1649 1. Automobile Allowance: The TDA will provide an automobile allowance on an  
1650 individual need basis. (Resolution 52-1981-H) (RESCIND?)
- 1651 2. Corporate Credit Card: A Corporate Credit Card will be maintained in the name of  
1652 the TDA. (Resolution 171-1995-H)
- 1653 3. Direct Reimbursement Dental Program for Staff: The TDA will provide a Direct  
1654 Reimbursement Dental Program for full time employees and their immediate  
1655 family members be administered as follows (Resolution 88-2013-B)
- 1656 a. 100% reimbursement for up to at least the first \$600 of dental treatment.  
1657 b. 75% reimbursement for the amount exceeding \$600 of dental treatment.  
1658 c. Maximum benefit for each family \$1000 for the calendar year.
- 1659 4. Executive Director: The specific duties of the Executive Director are as provided in  
1660 the Executive Director's Manual.
- 1661 5. Legal Counsel: Any request for legal assistance from the legal counsel of this  
1662 Association must be approved by either the Executive Director or the Board of  
1663 Directors.
- 1664 6. Employment Agreements: The Board may offer employment agreements to  
1665 employees in selected cases.
- 1666 7. Salary Adjustments: The Board shall approve salary adjustments as part of the  
1667 budgeting process.
- 1668 8. Policy on Retirement Program For Employees: See information on the TDA  
1669 401(K) Retirement Plan (Ref. Resolution 68-2014-B, 74-2015-B, 72-2016-B).
- 1670 9. Policy on Christmas Bonus: The Executive Director may grant up to one week's  
1671 salary or as otherwise approved by the Board.

1672  
1673 **G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES**  
1674

1675 In accordance with Chapter XII, Section 50 of the *Bylaws*, it is the general policy to  
1676 provide reimbursement of travel and maintenance expenses for all personnel carrying on  
1677 official business for this Association, with the exception of component society presidents  
1678 who are members of the Committee of Component Society Presidents in accordance with  
1679 Resolution 154-1999-H. Reimbursement is based on (a) funds available in the budget, (b)  
1680 the completion of signed reimbursement requests approved by a proper authorizing official  
1681 and (c) compliance with the following rules: (Ref. Resolution 56-2005-CAS-BS-H)

- 1682
- 1683 1. Basis of Reimbursement of In-State Meetings: Reimbursement for day meetings for  
1684 which overnight stays are not required shall be up to \$70 per day. Reimbursement for  
1685 which an overnight stay is required shall be the equivalent of the actual room cost  
1686 including all applicable taxes at the TDA designated hotel and at the negotiated rate,  
1687 substantiated by original receipt of cash or credit card transaction, plus up to \$70 per  
1688 day. This is intended to defray out-of-pocket expenses for hotel rooms, gratuities,  
1689 meals, etc. It is to be paid to members of the Board of Directors, councils and  
1690 committees for each day of official assignment. Reimbursement will not be processed  
1691 for the value of rewards points used. Members of the Central Office staff will be  
1692 reimbursed for actual hotel room expenses plus \$40 per day. (Ref. 119-2015-B)

1693  
1694 Officers, Council and Committee members of the Texas Dental Association (TDA),  
1695 who are meeting on official TDA Board, Council or Committee business, receive a per

- 1696 diem allowance in the amount of \$50, effective March 1, 2015 through December 31,  
1697 2015, at which time the reimbursement rate will be \$70 per diem (Ref. 119-2015-B).  
1698
- 1699 2. Out-of-State Travel: Out-of-state travel will be paid at coach or standard economy fare  
1700 only and designated hotel single rate and tax plus \$70 per day.  
1701
- 1702 3. Reimbursement for Air Travel: For air travel, this Association will reimburse the  
1703 traveler or member of staff for coach or standard economy fare, necessary revisions of  
1704 travel itinerary, surface transportation to and from the airport, and ground  
1705 transportation and/or airport parking. Additional costs for upgrades in transit seating  
1706 (e.g., first class) will be the responsibility of the Board member. Out-of-state and in-  
1707 state automobile transportation and surface transportation reimbursement rate for  
1708 mileage will be adjusted concurrently with the business mileage rate adjustments by  
1709 the Internal Revenue Service on that date. (Ref. Resolution 31-2012-B, 75-2015-B)  
1710
- 1711 Extra Day Hotel Stay: The Texas Dental Association will reimburse an extra day's  
1712 hotel stay excluding per diem if a savings in the airfare deemed exceeds the cost of that  
1713 extra night stay.  
1714
- 1715 TDA will reimburse members for airline luggage expenses for two bags not to exceed  
1716 50 pounds each. (Ref. Resolution 29-2012-B)  
1717
- 1718 4. Reimbursement for Travel by Auto: For travel by personal automobile, this  
1719 Association will reimburse the traveler for the round-trip mileage from home-meeting  
1720 place-home by the most direct route. The rate of reimbursement shall be per mile plus  
1721 an allowance of \$5. Out-of-state and in-state automobile transportation and surface  
1722 transportation reimbursement rate for mileage will be adjusted concurrently with the  
1723 business mileage rate adjustments by the Internal Revenue Service (Ref. Resolution  
1724 31-2012-B). The amount reimbursed shall not exceed the amount of the coach or  
1725 standard economy air-fare for the same route. TDA will reimburse up to a maximum  
1726 of \$100 per day for out-of state and in-state daily automobile rental expenses (Ref.  
1727 Resolution 27-2012-B).  
1728
- 1729 5. Reimbursement for Travel by Taxi: For travel by taxi, both out-of-state and in-state,  
1730 the daily reimbursement rate shall be \$60. (Ref. 28-2012-B and Resolution 76-2013-B)  
1731
- 1732 6. Insurance While on Association Business: All members, while in the active course of  
1733 carrying out affairs of this Association, shall be covered by insurance at the rate of \$ 1.  
1734 00 per day, such amount to be deducted from the amount the member is reimbursed.  
1735 Such insurance shall have both life and accident features with the necessary attendant  
1736 medical payments.  
1737
- 1738 7. Reimbursement at Annual Session: There shall be no reimbursement for councils and  
1739 committees meeting during the regular dates of the annual session of this Association  
1740 unless authorized by the Board. The members of the Texas Dental Association Board,  
1741 the editor, the Parliamentarian, Speaker of the House, and the members of the House  
1742 Standing Committee on Constitution and Bylaws, will be reimbursed at the lesser of  
1743 the approved headquarters hotel rate or their actual hotel expenses (room and taxes

1744 only), during their attendance at the House of Delegates, providing they are not  
1745 otherwise reimbursed. (Ref. Resolution 91-2016-B)

1746  
1747 8. Reimbursement to Vice-Presidents, Senior Directors and Directors for Travel Within  
1748 Their Division: It is the policy to reimburse each of the Vice-Presidents, Senior  
1749 Directors and Directors the actual expenses for travel to meetings of component  
1750 societies within their division when on official business of the TDA. These officers  
1751 shall not accept any other honorarium while conducting these visits.

1752  
1753 9. Reimbursement of Expenses of President: It is the policy to reimburse the President for  
1754 all expenses related to the conduct of official business of this Association. The  
1755 President may not accept reimbursement or honorarium from any component society of  
1756 this Association. The President may request reimbursement for expenses related to  
1757 official business including attendance at meetings of the Board of Directors, and travel  
1758 incident to other assignments of Association business. The President shall receive  
1759 reimbursement by the TDA for the cost of housing while on official business of the  
1760 TDA. In addition, the President will receive a stipend as established by the Board in  
1761 accordance with Chapter V Section 40Bd of the *Bylaws*.

1762  
1763 The President shall be reimbursed for his/her expenses incurred at the annual session,  
1764 including his/her party, up to a limit of \$1,575 (beginning in 1996). Future increases  
1765 shall not exceed 5% of the previous year's budget amount. Additional expenses, if  
1766 incurred, will be charged to the President's line item. The President shall be reimbursed  
1767 for air travel and hotel expenses for his/her spouse at the annual meetings of this  
1768 Association and the American Dental Association.

1769  
1770 10. Expenses for ADA 15<sup>th</sup> District Delegates and Alternate Delegates will be  
1771 reimbursed for attending official ADA 15<sup>th</sup> District meetings and the ADA Annual  
1772 Session at the approved designated hotel single rate and tax for up to six nights plus up  
1773 to \$70 per diem for up to six days. The TDA Board will determine the allowable  
1774 number of reimbursable hotel nights and days for per diem each year while considering  
1775 the meeting location and the obligations of Delegates and Alternate Delegates. (Ref.  
1776 65-1983-H, 75-2015-B, 119-2015-B) The TDA Board of Directors approves 5 hotel  
1777 nights and 5 days at \$70 per diem for American Dental Association (ADA) 15<sup>th</sup> District  
1778 Delegates and Alternate Delegates attending the 2016 ADA Annual Session from  
1779 Thursday, October 25, 2016 to Tuesday, October 25, 2016 in Denver, Colorado. (Ref.  
1780 100-2016-B).

1781 Delegates and Alternate Delegates unable to attend meetings of the House of  
1782 Delegates, caucus meetings, or other stipulated or called meetings or hearings shall  
1783 have a pro-rata decrease in reimbursement and/or air fare, as the case may be, for each  
1784 day of such absence. Delegates and Alternate Delegates failing to return 15<sup>th</sup> District  
1785 Delegation badges following the conclusion of the final meeting of the American  
1786 Dental Association House of Delegates shall have \$50 deducted from reimbursement.  
1787 (Ref. 71-2014-B)

1788  
1789 11. Reimbursement of Delegates and Alternate Delegates to the ADA Pre-Caucus  
1790 Meeting: Delegates and Alternate Delegates attending ADA pre-caucus meetings shall  
1791 be reimbursed at the regular in-state rate.

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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, however it is desired to make all reimbursements, whenever possible, in the fiscal year in which the event or the occurrence of expense takes place or is incurred. (Ref. Resolution 20-2014-B)
14. Reimbursement From More Than One Source: Reimbursement shall not be made by this Association when reimbursement is made for the same expenditure by any other agency or organization.
15. Individual Meals & Entertainment - Allowed Expenditures (Ref. 75-2015-B)

General:

Meals and entertainment are recognized business expenses in accordance with IRS rules. In addition to IRS rules, meals and entertainment expenditures should be reasonable, necessary, support business objectives, and/or provide membership value.

Allowable:

Meals taken while on Association business travel or in attendance at an Association function, limited to reasonable purchases for food and beverages, adjusted for per diem limits.

Entertainment expenses, including meals, beverages, and events for members and non-members, both dentists and non-dentists, provided that the expense is reasonable and related to a business objective or providing membership value.



## 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 (e.g., members of the TDA Board of Directors should discuss the Best Management Practices for amalgam waste during their visits to component societies).
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.

- 1884 7. **Functions of the ADA that deserve the support of the local membership:** Some functions,  
1885 such as the American Fund for Dental Health, the ADA Relief Fund and various efforts  
1886 related to dental education, are worthy causes that do, and should, enjoy broad-based  
1887 membership support.
- 1888 8. **Support for dentistry's political action committees -DENPAC and ADPAC:** Many people  
1889 feel "politics" is a dirty word or something to be shunned. This is unfortunate since "politics",  
1890 rather than something to be avoided, is a fact of life and a vital part of the representative  
1891 democracy in which we live. Politics is nothing more than the inter-action of people going  
1892 through the very difficult process of trying to achieve a majority decision to accomplish a  
1893 given aim or objective. And, almost invariably, this effort is for the ultimate good or for some  
1894 sort of progress, not only for the members of the particular group that may be affected by such  
1895 actions, but for the general public as well.
- 1896 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.

1948 C. A person is involved in a transaction or takes a position that may create the appearance of a  
1949 conflict.

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ARTICLE V  
Procedures Regarding Conflicts of Interest

1954 Prior to participation in matters regarding the Association, if a person knows of a conflict of interest or a  
1955 matter giving the appearance of a conflict of interest, the person shall disclose, in writing, to the  
1956 Association, through the President, Executive Director or person in charge of a particular function or  
1957 meeting, the presence of the conflict. A person having a conflict of interest shall not participate in a  
1958 discussion, consideration, decision or vote regarding the matter in which the person has a conflict. If a  
1959 decision or vote is to be made by a board, council or committee, and the person is a member of the board,  
1960 council or committee, the minutes of the meeting shall reflect that the person did not participate due to a  
1961 potential conflict.

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ARTICLE VI  
Review of Policy and Disclosure of Conflicts

1966 At the time a person subject to this policy assumes a position with the Association, the person shall  
1967 review this policy. The person shall, at all times, remain familiar with the provisions of this policy. At  
1968 least annually, the person shall disclose in writing to the Association the person's awareness of the policy  
1969 and a statement that the person has complied with the policy.

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## 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

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

2020 annually on compliance activity. The Association's Compliance Officer is the chair of the audit  
2021 committee.

2022

2023 Accounting and Auditing Matters

2024

2025 The audit and finance committee of the Board of Directors shall address all reported concerns or  
2026 complaints regarding accounting practices, internal controls or auditing. The Compliance Officer  
2027 shall immediately notify the audit and finance committee of any such complaint and work with the  
2028 committee until the matter is resolved.

2029

2030 Acting in Good Faith

2031

2032 Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in  
2033 good faith and have reasonable grounds for believing the information disclosed indicates a violation  
2034 of the Code. Any allegations that prove not to be substantiated and which prove to have been made  
2035 maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

2036

2037 Confidentiality

2038

2039 Violations or suspected violations may be submitted on a confidential basis by the complainant.  
2040 Reports of violations or suspected violations will be kept confidential to the extent possible,  
2041 consistent with the need to conduct an adequate investigation.

2042

2043

## CORPORATE RECORDS RETENTION POLICY

2044  
2045  
2046 It is the policy of the Association to maintain records necessary to serve its members, conduct the  
2047 business of the Association and meet applicable laws and regulations. It is also the policy of the  
2048 Association to properly dispose of records that are no longer necessary in order to provide for an efficient  
2049 working environment, reduce the cost of records maintenance and prevent maintenance of records that are  
2050 no longer necessary.  
2051  
2052 The following table provides the minimum requirements for retention of certain types of documents.  
2053 Documents covered by this policy include typed, printed or handwritten documents, documents  
2054 maintained in electronic form and documents on hard drives, computer servers or other electronic storage.  
2055 Other policies of the Association may provide more specific requirements for specific types of records.  
2056  
2057 The destruction of documents, including the method of destruction, is under the direction of the Executive  
2058 Director and Directors of the Association. If there is any question about whether documents should be  
2059 maintained or destroyed, the decision will be made by the Executive Director.  
2060  
2061 If any document is subject to or involved with any litigation or administrative proceeding, the document  
2062 should be retained until approved for destruction by the Executive Director.  
2063  
2064 The following table provides the minimum retention requirements:  
2065

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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2067  
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**APPENDIX C**

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The Texas Dental Association Gold Medal for Distinguished Service shall contain the following requirements and criteria:

1. This is the highest award of the Association.
2. The award shall only be presented when, in the opinion of the Awards Committee, an individual has met the criteria. This award may or may not be given on an annual basis.
3. Nominations for the award will be encouraged from members of the Board of Directors or component societies via confidential proposals to the Awards Committee for consideration. These nominations should be accompanied by supporting documentation of the candidate's eligibility.
4. Texas Dental Association Gold Medal for Distinguished Service
  - A. Purpose - This is the highest award given in recognition of outstanding contributions and service to the Texas Dental Association.
  - B. Criteria - Nominees must have made contributions to the Association in more than one area through:
    - i. service in leadership positions, which may include, but not limited to, Officers, Board of Directors, and Council or Committee members;
    - ii. ADA related service, which may include, but not limited to, Officers, Trustees, Committees, and other special groups;
    - iii. contributions to local component society activities which played a significant role in State concerns;
    - iv. commitment to organized dentistry through other areas of activity, including education through teaching at the predoctoral, advanced or continuing education level;
    - v. service to community; and
    - vi. the recipient must be an Association member in good standing and not under active discipline.
5. Since this is the highest award of the Association, the presentation ceremony and subsequent events, e.g., TDA Journal articles and media releases, should reflect its importance. (Ref. Resolution 111-1997-H)

The President shall be the presenter of the Association's Gold Medal for Distinguished Service Award. Should the President be selected as the recipient of the award, the Awards Committee shall select an appropriate presenter. (Ref. Resolution 108-1999-H)

**APPENDIX D**

**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

2157 and the resolutions, and, if a majority sign, the report becomes the report of the committee. When  
2158 a report in its final form has been considered and approved by a majority vote at a committee  
2159 meeting, it is signed by the chair and all the members of the committee. A member may withdraw  
2160 approval of a report at any time before it is presented. A member who agrees to a committee  
2161 report with exceptions or reservations may indicate the portions with which he/she does not agree  
2162 and sign the report, signifying approval of the remainder.  
2163

### 2164 **C. Presentation of Board Committee Reports**

2165

2166 At the time in the order of business for committee reports, the presiding officer calls for each  
2167 report in turn. Standing committees usually report first in the order in which they are listed in the  
2168 *Bylaws* and are to be followed by special committees in the order of their appointment. The order  
2169 of presenting reports, however, should be flexible to meet the needs of the particular meeting, and  
2170 the order of presentation may be varied by majority vote or unanimous consent. A committee  
2171 report is presented by its chair, some member of the committee designated by the chairman. The  
2172 presenter may introduce the report with a brief explanation if it is necessary to an understanding  
2173 of the report. If a committee report is long, usually only a summary of it is presented.  
2174

2175 Committee reports should be distributed to the members of the Board at the next meeting of the  
2176 Board. In this case, the chair may make such explanatory statements as are needed and present  
2177 only the resolutions of the committee.  
2178

### 2179 **D. Consideration of Board Committee Reports**

2180

2181 A committee report, after being presented to the Board, is open for comment, questions, or  
2182 criticism.  
2183

2184 A committee report cannot be amended except by the committee. A committee report, after it is  
2185 presented, may be disposed of in any of the following ways:  
2186

- 2187 1. The report may be filed. This is the usual method of disposing of a committee report. A report  
2188 that is filed is not binding at any time.  
2189
- 2190 2. A subject and the report covering it may be referred back to the committee if further study,  
2191 modifications, or resolutions are needed.  
2192
- 2193 3. Consideration of a committee report may be postponed to a certain time.  
2194
- 2195 4. A report may be adopted. This commits the Board to all the findings and opinions contained in  
2196 the report and to any recommendations that might be included in it, but not to any resolutions  
2197 submitted separately. The word "accept" is sometimes used instead of adopt, but the word  
2198 "adopt", which cannot be misunderstood, is preferable. A motion "to receive" a committee  
2199 report is meaningless, since an organization cannot refuse to receive and hear the report of its  
2200 authorized committee. Since the adoption of a committee report binds the Board to  
2201 everything in the report, the Board would be wise to file reports instead of adopting them.  
2202
- 2203 5. A final or annual financial report from the Secretary-Treasurer or Finance and Audit  
2204 Committee is referred to the auditors by the President without a motion. No final financial

2205 report is adopted without an accompanying report from the auditors certifying its correctness.

- 2206  
2207 6. If a financial report concerns proposed or future expenditures only, as in a budget, it is  
2208 treated as any other financial recommendation of a committee.  
2209

## 2210 **E. Minority Reports**

2211  
2212 If any members of a committee disagree with the report submitted by a majority of the committee  
2213 members, they may submit a minority report signed by members who agree with it. More than one  
2214 minority report may be submitted. A minority report can be presented only immediately after the  
2215 majority report. A minority has the right to present and read a report, even though a motion is  
2216 pending to dispose of the majority report, but the minority report is not considered unless some  
2217 member moves to substitute it for the report of the majority. If the motion to substitute carries, the  
2218 minority report becomes the official report of the committee and the majority report is filed for  
2219 reference. If the motion to substitute fails, the minority report is filed for reference.  
2220

## 2221 **II. BOARD COMMITTEE RECOMMENDATIONS**

### 2222 **A. Presentation of Board Committee Recommendations**

2223 Resolutions may be acted on separately when they are presented with the committee report,  
2224 postponed to a definite time, or taken up under new business. When several resolutions are  
2225 interrelated and have not been printed or sent to the members previously, they should all be read  
2226 before considering and voting on the individual resolutions. Whenever the Board desires to  
2227 consider the resolutions, the chairman of the committee reads the first resolution from the  
2228 committee and a member of the Board moves its adoption.  
2229  
2230

2231  
2232 The motion should be stated in a form that will allow the Board to vote directly on the proposal  
2233 itself, not on whether to agree or disagree with the recommendation of the committee. For  
2234 example, if a committee recommends "that a membership drive should be held in the spring of  
2235 each year," the motion to the Board should be, "I move that a membership drive be held in the  
2236 spring of each year." This statement of the proposal allows the Board to consider, apply motions  
2237 (for example, the motion to amend), and to vote directly on the actual proposal. This motion is  
2238 much clearer than a motion such as "I move that we concur with (adopt, reject, accept approve, or  
2239 agree with) the recommendation of the committee."  
2240

2241 A well-stated motion requiring a decision directly on the proposal prevents the confusion caused  
2242 by such motions as, "I move that we approve the recommendation of the finance committee  
2243 rejecting the proposal of the Secretary-Treasurer to modify the system of keeping financial  
2244 records." It is impossible to amend or affect this motion in any way that will reach the original  
2245 proposal, even though members may wish to do so. The original motion should be stated: "I  
2246 move that the Secretary-Treasurer be authorized to modify the present system of keeping  
2247 financial records." The President or chairman of the committee would then state, for the  
2248 information of the members, that the original motion had been proposed by the  
2249 Secretary-Treasurer, and that the finance committee recommends a "NO" vote on it. After a  
2250 motion embodying a recommendation has been stated to the Board, it is considered and acted on  
2251 as any other main motion.  
2252

2253 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.

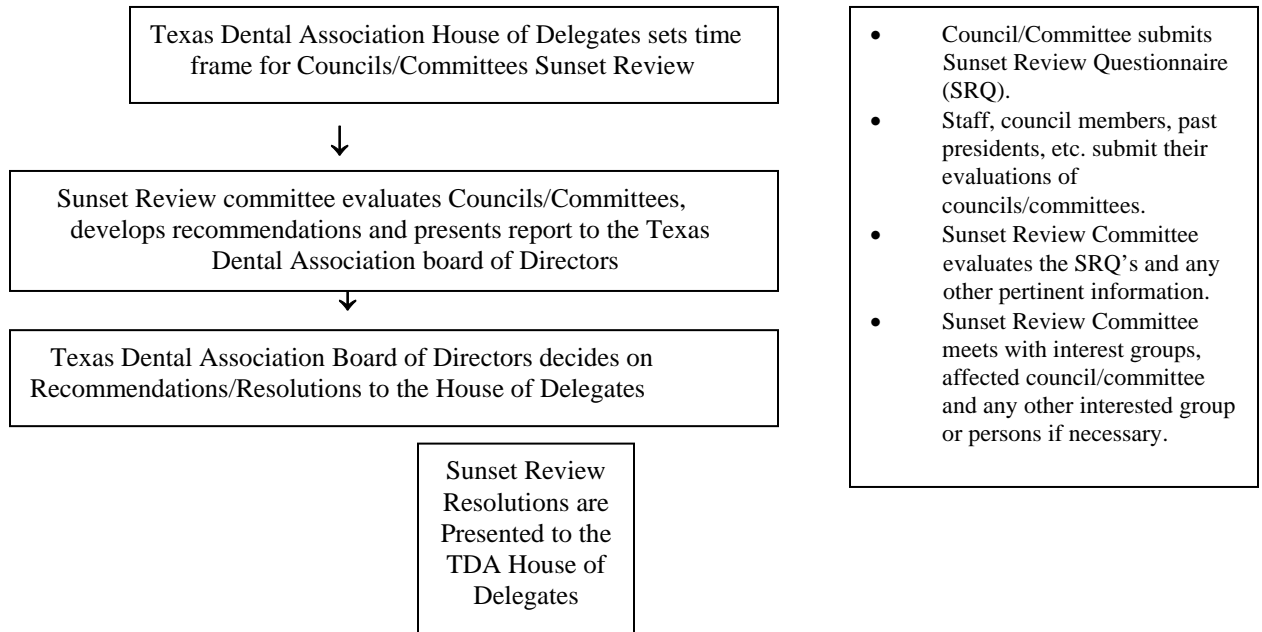
***Mandate Resolution***

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

**APPENDIX E**

**SUNSET REVIEW IN THE TEXAS DENTAL ASSOCIATION**

**SUNSET REVIEW PROCESS**



**SUNSET REVIEW TIMEFRAMES**

2314	<b>JUNE</b>	Send out Sunset Review Questionnaire
2316	<b>AUGUST</b>	Sunset Review Committee starts compiling information from the evaluations
2318	<b>NOVEMBER/ FEBRUARY</b>	Sunset Review Committee gives report with recommendations to the TDA Board of Directors
2321	<b>MAY</b>	Resolutions to the TDA House of Delegates

2326  
2327  
2328

## 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 BYLAWS</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?



- 2346 9. How much do other council/Committees duplicate your work, projects, etc.? Could the  
2347 Councils/Committees programs or projects be consolidated or better done by another Council or  
2348 Committee?  
2349 10. To what extent does the Council/Committee encourage TDA member input?  
2350 11. What would make the Council/Committee better?  
2351 12. Would abolishing your Council/Committee diminish the value of membership to the TDA?  
2352 13. What change would you like to see happen with this Council/Committee?  
2353 14. What effect would the above suggestions have on the Council/Committee?  
2354 15. Your personal views on the Committee/Council?  
2355

2356 The Sunset Review Committee reviews typically take from three to six months depending on the size and  
2357 complexity of the council/committee. The Sunset Review Committee gathers information from a broad  
2358 range of sources. As a part of the review process, each staff member, and past and present  
2359 council/committee chairmen submit a Sunset Review Questionnaire (SRQ) to the Sunset Review  
2360 Committee. Other reports are received from the council/committee members, past-presidents, current  
2361 presidents, etc. The reports identify problems, opportunities and issues that the council/committee and others  
2362 feel should be considered in the Sunset Review. Once the evaluation phase of the review is completed, the  
2363 Sunset Review Committee presents a report to the Texas Dental Association Board of Directors containing  
2364 recommendations for any changes or suggestions to improve the council/committee.  
2365

2366 All information presented to the Sunset Review committee is reviewed and compiled.  
2367  
2368

## 2369 **FREQUENTLY ASKED QUESTIONS (FAQ'S)**

2370

### 2371 **1. What Changes Can Be Made Through Sunset?**

2372

2373 The Sunset Review Committee's report on the Council/Committee must include a recommendation to  
2374 abolish or continue the Council/Committee and may also contain other recommendations and suggestions. If  
2375 the Sunset Review Committee recommends continuation of the Council/Committee, no resolution is  
2376 required. The recommendation should be emphasized in the report. Unless there is a recommended  
2377 alteration of the 4 - year cycle for review, no resolution is needed for declaring the next time for review,  
2378 however, for clarity and completeness, it may be included in the recommendations. Recommendations to  
2379 abolish a Council/Committee *must* be in resolution form in order for the Board and the House to take action.  
2380

### 2381 **2. What is Sunset?**

2382

2383 Sunset is the regular assessment of the continuing need for the Texas Dental Association's  
2384 Council/Committees to exist. Sunset asks a more basic question: Does the council/committees duties  
2385 continue to be needed? The Sunset Review process works by setting a date on which a council/committee  
2386 will be abolished unless the House of Delegates decides to continue its functions. This creates a unique  
2387 opportunity for the Texas Dental Association to look closely at each Council/Committee and make  
2388 fundamental changes to a councils/committees mission or operations if needed.  
2389  
2390

2391 The Sunset Review process is guided by the Senior Directors and Board Liaisons of the Texas Dental  
2392 Association in accordance with the Texas Dental Association *Bylaws* CHAPTER IX, SECTION 130 that  
2393 reads as follows:

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

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

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

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

### **4. How are Councils/Committees Reviewed?**

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

1 **BOARD POLICIES OF GOVERNANCE**

2  
3 **(CHRONOLOGICAL LIST)**

4  
5 **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**

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

22  
23 **75-1978-11**

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

26  
27 Resolved, that the Secretary-Treasurer of the TDA be an active or life member, elected annually  
28 by the House of Delegates, unsalaried, whose duties shall be:

- 29 1. Chair of the Budget Committee  
30 2. Oversee the income and expenses of the Association

- 31 3. Insure that minutes of the House of Delegates and the Board of Directors be maintained  
32 4. Be an ex officio member of the Board of Directors  
33 5. Shall be limited to two one year terms  
34

35 and be it further  
36

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

- 40 1. To have authority over the Central Office with the consent of the Board of Directors.  
41 2. Assist the legal counsel and lobbyist when required  
42 3. Assist all councils and committees when required  
43 4. Prepare the annual budget with the aid of the Secretary-Treasurer and submit same to the  
44 Budget Committee of the Board for its approval.  
45 5. Act as Assistant Chairman for the Annual Session to facilitate the duties of the Chair.  
46 6. Assist the public relations firm employed by the Texas Dental Association  
47 7. Perform other such duties as prescribed by the Board of Directors, and be it further  
48

49 Resolved, that a committee be appointed to investigate a retirement program for employees of the  
50 Texas Dental Association, and be it further  
51

52 Resolved, that a portion of the annual salary of the Business Manager of the Journal and the  
53 Exhibit Manager of the Annual Session shall consist of a percentage of gross income from the  
54 sale of Journal advertising and exhibit space, the amount of such percentage to be determined by  
55 the Board of Directors, and be it further  
56

57 Resolved, that the intent of this resolution become effective at the conclusion of the 1980 Annual  
58 Session of the Texas Dental Association, and be it further  
59

60 Resolved, that the Board of Directors employ a public relations firm to conduct an ongoing  
61 public relations campaign for both its members and the general public.  
62

63 **80-1978-H**

64 Resolved, that the host district dental society or societies for the Annual Session be nominated by the  
65 Council on Annual Session and affirmed by the Board of Directors four years in advance of the specified  
66 Annual Session.  
67

68 **25-1979-H**

69 Resolved, that no council meeting shall be held at the same time as a meeting of the Board of Director.  
70

71 **60-1980-H**

72 Resolved, that the Finance and Audit Committee be authorized to review, on an annual basis, all contracts  
73 with outside organizations doing business for the TDA.  
74

75 **69-1980-H**

76 Resolved, that the Board of Directors shall have the authority to reallocate surplus line item funds as  
77 deems necessary during the fiscal year.  
78

79 **3-1981-B**  
80 Resolved, that the "No Smoking Rule" be invoked during business sessions of the Board of Directors.  
81  
82 **5-1981-B**  
83 Resolved, that a record of the vote on all issues that are not unanimously adopted be reported.  
84  
85 **65-1983-H**  
86 Resolved, that the ADA alternate delegates be paid the same per diem as ADA delegates.  
87  
88 **103-1989-H**  
89 Resolved, that the Procedures for Recall of Members of the Board of Directors and Elected Officers of the  
90 Texas Dental Association, be approved.  
91  
92 **118-1990-H**  
93 Resolved, that the Council on Education and Health Resource Planning and the Council on Dental Trade,  
94 Ancillaries and Laboratory Relations be merged into one council to be known as the Council on  
95 Education, Trade and Auxiliaries, and be it further  
96  
97 Resolved, that the Council on Education, Trade and Auxiliaries be composed of six members for one year  
98 only with no new appointments made for 1990-91 and the Bylaws be amended to reflect these changes.  
99  
100 **145-1990-H**  
101 Resolved, that the Editor will accept reports on council activities, such reports to be published at the  
102 discretion of the Editor  
103  
104 **41-1991-H**  
105 Resolved, that all contracts entered into in the name of this Association shall be signed by the President  
106 and/or the Executive Director at the President's discretion on each contract offered.  
107  
108 **74-1991-H**  
109 Resolved, that all resolutions referring to previous resolutions have the previous resolutions printed in  
110 their entirety within the body of the pending resolution.  
111  
112 **115-1992-H**  
113 Resolved, that the following criteria for selection of TDA Council Chairs and Members be  
114 included in the Board of Directors' Manual:  
115       1. Consideration given to division representation  
116       2. Experience in the field of concern of the particular council  
117       3. Willingness to work; commitment of time  
118       4. Excellent communication skills  
119       5. Leadership abilities  
120           a. cooperative; compatible nature  
121           b. diplomacy  
122       6. Knowledge of TDA structure, function and willingness to work toward the strategic plan  
123       of the TDA.  
124  
125 **83-1995-H**  
126 Resolved, that the President of the Texas Dental Association appoint a Pension Plan Administrative

127 Committee with the chairman to be the Executive Director or Interim Executive Director and two  
128 other staff members.

129

130 **108-1996-H**

131 Resolved, that the Texas Dental Association Board of Directors establish a standing Resolutions  
132 Committee whose function is to ensure that resolutions coming from the TDA House of Delegates to the  
133 ADA shall be properly formatted. This committee consisting of the President of the TDA, the Speaker of  
134 the House, the Fifteenth District Trustee and the Parliamentarian of the TDA shall maintain the intent of  
135 said resolutions; and be it further

136

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

138

139 Resolved, that the Resolution Committee expenditures, if any, be charged to the TDA Delegation budget,  
140 and be it further

141

142 Resolved, that the TDA Council on Constitution and Bylaws make any changes necessary to the  
143 Constitution and Bylaws and Manuals of the Association.

144

145 **38-1997-NP**

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

149

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

155

156 **49-1997-H**

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

161

162 **86-1997-H2**

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

165

166 **111-1997-H**

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

- 169 1. This is the highest award of the Association.
- 170 2. The award shall only be presented when, in the opinion of the Awards Committee, an individual  
171 has met the criteria. This award may or may not be given on an annual basis.
- 172 3. Nominations for the award will be encouraged from members of the Board of Directors or  
173 component societies via confidential proposals to the Awards Committee for consideration. These  
174 nominations should be accompanied by supporting documentation of the candidate's eligibility.

- 175 4. Texas Dental Association Gold Medal for Distinguished Service  
176 A. Purpose - This is the highest award given in recognition of outstanding contributions and  
177 service to the Texas Dental Association.  
178 B. Criteria - Nominees must have made contributions to the Association in more than one area  
179 through:  
180 i. service in leadership positions, which may include, but not limited to, Officers, Board  
181 of Directors, and Council or Committee members;  
182 ii. ADA related service, which may include, but not limited to, Officers, Trustees,  
183 Committees, and other special groups;  
184 iii. contributions to local component society activities which played a significant role in  
185 State concerns;  
186 iv. commitment to organized dentistry through other areas of activity, including education  
187 through teaching at the predoctoral, advanced or continuing education level;  
188 v. service to community; and  
189 vi. the recipient must be an Association member in good standing and not under active  
190 discipline.  
191 5. Since this is the highest award of the Association, the presentation ceremony and subsequent  
192 events, e.g., TDA Journal articles and media releases, should reflect its importance. (Ref.  
193 Resolution 111-1997-H)  
194

195 **144-1998-H**

196 Resolved, that no more than 1/4 of any Texas Dental Association subsidiary board be made up of  
197 committee or council members.  
198

199 **194-1998-H**

200 Resolved, that resolutions which require action by a certain date specify the month and year.  
201  
202

203 **16-1999-H**

204 Resolved, that if the Reserve Fund falls below “the trigger point” the money placed into the reserves be  
205 figured into the next budget passed by the House.  
206

207 **108-1999-H**

208 Resolved, that the Board of Directors' Manual be amended by the addition of a new section to read:  
209

210 The President shall be the presenter of the Association's Gold Medal for Distinguished Service  
211 Award. Should the President be selected as the recipient of the award, the Awards Committee shall  
212 select an appropriate presenter.  
213

214 **126-1999-H** (Rescinds Resolution 143-1998-H)

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

216 Resolved, that any member who serves on a committee, Council, or Board of Directors of this Association  
217 be a member free from any conflict of interest with the Bylaws and policies of this Association during  
218 his/her service in such position; and be it further  
219

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

223  
224 Resolved, that no Texas Dental Association Board member may serve simultaneously on any TDA  
225 subsidiary board, except for charitable, non-profit corporations, and the TDA Holding Company Board.  
226

227 **153-1999-H** (See also 65-2013-B, 72-2013-B)

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

230  
231 Resolved, that the Committee shall be made up of four (4) dentists who have been in  
232 practice less than ten (10) years; and be it further

233  
234 Resolved, that the members- shall be appointed by the President of the Association, and  
235 shall be entitled to no more than four (4) terms; and be it further

236  
237 Resolved, that the following shall be the duties of the committee:

- 238  
239 1. One Committee member per Council shall serve as a non-voting liaison to  
240 the following: [To serve as *ex officio* members without vote of the following  
241 Councils:]  
242  
243 A. Council on Annual Session  
244 B. Council on Dental Care Programs and Community Oral Health  
245 C. Council on Dental Education, Trade, and Ancillaries  
246 D. Council on Membership  
247  
248 2. To meet yearly as an entire committee, unless directed to do otherwise, the meeting  
249 to occur in March.  
250  
251 3. To provide input to the Councils on issues related to new practitioners.  
252  
253 4. To provide a written report to the Board of Directors following each of their  
254 meetings.  
255  
256 5. Such other duties as may be assigned by the Board of Directors.  
257

258 **163-1999-H**

259 Resolved, that no member shall serve on more than one Council. Members of the Board of Directors  
260 shall not be eligible of membership on any Council except the Council on Legislative and Regulatory  
261 Affairs. When a member of any other Council is elected to the Board of Directors, the member shall  
262 resign from that council.  
263

264 **14-2000-H** (See also 124-2011)

265 Resolved, that the TDA Board of Directors Manual be amended in Chapter VIII, Rules of Procedure,  
266 Paragraph "Presentation of New Business" (Page 18) by deletion of the word [shall] and insertion of  
267 "should" after New Business; and be it further

268  
269 Resolved, that a second sentence be added to read "In the event new business needs to be acted on that  
270 has not been previously submitted to the Secretary/Treasurer 15 days prior to the regular Board meeting,



271 the introduction of the new business shall require a 2/3 majority vote of the Board of Directors present  
272 and voting.”

273

274 **78-2000-H**

275 Resolved, that all recommendations for removal of a council or committee member be forwarded to the  
276 TDA Board for a vote and that this procedure be placed in the appropriate portion of the TDA Board  
277 Manual.

278

279 **85-2000-H**

280 Resolved, that prior to [appointing] recommending a new Council/Committee member, the Texas Dental  
281 Association President-Elect advise potential Council/Committee nominees of the following via written  
282 communication:

283

284 Mission and goals of the Council/Committee; Terms of appointment; Chair, existing members and  
285 staff liaison for the Council/Committee; Anticipated obligations and responsibilities; Approximate  
286 number of meetings per year; Amount of time and travel required; and TDA  
287 covered expenses.

288

289 and be it further

290

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

293

294 Resolved, that the required information be updated annually.

295

296 **88-2000-H** (See also 55-2010-BS, 23-2014-B)

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

298 A. The Finance and Audit Committee is a Board Committee responsible directly to the Board.

299 B. It should operate apart from any officer or agency of the Association and be permitted  
300 access to information relating to the finances of the Association.

301 C. The following outlines the minimum functions the committee should perform:

302 1. The chair meets with the auditors at the beginning and end of the audit process and  
303 report to the Finance and Audit committee.

304 2. The Finance and Audit Committee meets semi-annually to review:

305 a. the audit report and management letters produced by the auditors

306 b. internal financial policy and procedures

307 c. financial position of the Association

308 d. contracts

309 e. financial trends report

310 3. The Finance and Audit committee will submit written reports and  
311 recommendations to the Texas Dental Association Board as needed.

312

313 **13-2001-H**

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

316

317 **74-2001-H**

318 Resolved, that the Manual of the Board of Directors be amended by the addition of a new standing

319 committee of the Board entitled, Committee of Component Society Presidents with the inclusion of the  
320 following criteria:

- 321 A. Composition. The Committee of Component Society Presidents shall be composed of the  
322 presidents of each of the component societies of the Association and the chair will be the Texas  
323 Dental Association President-Elect.
- 324 B. Term of Office. Each member of the Committee shall serve for the duration of his/her term of  
325 office as component society president.
- 326 C. Duties. The duties of the Committee shall be:
- 327 1. To serve as a conduit for information between the component societies and the Board of  
328 Directors.
  - 329 2. To make policy recommendations to the Board of Directors.
  - 330 3. To provide an avenue through which information may be shared between component  
331 societies.
  - 332 4. To meet separately on the same day in June as the Leadership Training Meeting for  
333 Component Presidents and Presidents-Elects. Additional meetings should be held as  
334 necessary at the discretion of or at the request of Texas Dental Association's Board of  
335 Directors.
  - 336 5. To provide a written report to the Board of Directors following each of the Committee's  
337 meetings.
- 338

339 **119-2001-H**

340 Resolved, that legal counsel make the necessary legal changes in any and all Relief Fund documents to  
341 implement Relief Fund grants to other charitable tax-exempt dental organizations. The total sum of such  
342 grants would be limited to the amount of interest earned on the account in the prior fiscal year. All  
343 funding of grants would cease if the corpus of the relief fund should drop to less than \$500,000, and be it  
344 further

345

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

349

350 **120-2001-H**

351 Resolved, that the Board of Directors annually determine the charitable tax-exempt organization(s), I.R.S.  
352 501(c)(3) organizations, to receive the Relief Fund grants and the amount of the grant(s), and be it further

353

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

357

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

360

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

363

364 **140-2001-H**

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

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**165-2002-H**

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

**178-2002-H**

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

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

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

**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.

**101-2012-B**

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

- a. To review and maintain a written comprehensive communication plan for the Texas Dental Association;
- b. To ensure that the membership receives succinct, timely information about the activities of the Association including the leadership activities and critical issues;
- c. To manage and promote public and media relations, including communications messages for the public;
- d. To review existing communication programs and methods for distribution of issues and if appropriate, to develop and recommend communications programs to the Board that incorporate emerging technology;
- e. To recommend to the Board communications messages for the public and private image of dentistry;
- f. To receive approval of the Board or Executive Committee prior to distribution of critical issues materials;
- g. To be responsible for the oversight design, content and management of the Association Web site,

- 407 and emerging technology;  
408 h. Develop continuing education courses for the dental team through the publications and online  
409 forums of the TDA;  
410 i. To propose and develop programs for dental health education of the public.

411  
412 and be it further,

413  
414 Resolved, that the Board Manual, Chapter VII, A. Standing Committees, Section 3, Communications  
415 Committee, be amended to reflect these changes, and be it further

416  
417 Resolved, that Resolution 99-2000-H, as amended by Resolution 59-2003-CCB-B, which reads:

418  
419 *99-2000-H (As Amended by Resolution 59-2003-CCB-B)*  
420 *Resolved, that a new Standing Committee of the Board, the Committee on Communications be*  
421 *established to assume responsibility for oversight of all communications activities of the Texas*  
422 *Dental Association, including but not limited to those duties previously assigned to the Task Force*  
423 *on Communications and the Critical Issues Committee; and be it further*

424  
425 *Resolved, that the Committee on Communications be composed of five (5) active, life, or retired*  
426 *members, one of whom shall be the Editor of the Texas Dental Journal, who shall not serve as*  
427 *chairman; and be it further*

428  
429 *Resolved, that duties of the Committee on Communications shall be*

- 430  
431 *a. to develop and maintain a comprehensive communications plan for the Texas Dental*  
432 *Association;*  
433 *b. to ensure that the membership receives succinct, timely information about the activities*  
434 *of the Association including the leadership activities and critical issues;*  
435 *c. to review public and media relations issues;*  
436 *d. to review existing communications programs and, if appropriate, to develop and*  
437 *recommend communications programs to the Board;*  
438 *e. to prepare critical issues material for distribution when a critical issue arises and the*  
439 *Board directs a quick response*  
440 *f. to recommend to the Board communications messages for the public and private image*  
441 *of dentistry*  
442 *g. to receive approval of the Board or Executive Committee prior to distribution of*  
443 *critical issues materials*  
444 *h. to be responsible for the oversight of the design, content and management of the*  
445 *Association Web site, TDA Online;*

446  
447 *and be it further*

448  
449 *Resolved, that Resolution 155-1999-H (Task Force on Communications), and Resolution*  
450 *145-1999-H (Critical Issues Committee) be rescinded.*

451  
452 be rescinded.

453  
454 Section 3 of the Board Manual now reads:

455

456 3. COMMITTEE ON COMMUNICATIONS

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

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

- 460 a. To review and maintain a written comprehensive communication plan for the Texas
- 461 Dental Association;
- 462 b. To ensure that the membership receives succinct, timely information about the
- 463 activities of the Association including the leadership activities and critical issues;
- 464 c. To manage and promote public and media relations, including communications
- 465 messages for the public;
- 466 d. To review existing communication programs and methods for distribution of issues
- 467 and if appropriate, to develop and recommend communications programs to the
- 468 Board that incorporate emerging technology;
- 469 e. To recommend to the Board communications messages for the public and private
- 470 image of dentistry;
- 471 f. To receive approval of the Board or Executive Committee prior to distribution of
- 472 critical issues materials;
- 473 g. To be responsible for the oversight design, content and management of the
- 474 Association Web site and emerging technology;
- 475 h. Develop continuing education courses for the dental team through the publications
- 476 and online forums of the TDA;
- 477 i. To propose and develop programs for dental health education of the public.
- 478
- 479
- 480

481 **82-2003-B**

482 Resolved, that the Investment Policy Statement, reported by the Finance and Audit Committee, be  
483 accepted by the Texas Dental Association Board of Directors, with review by the Assets Management  
484 Committee for implementation.

485 **94-2003- RCAS-H**

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

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

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

493 **100-2003-H**

494 Resolved, that the Texas Dental Association grant \$100,000 from the Relief Fund to Texas Dentists for  
495 Healthy Smiles, and be it further

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

504  
505 119-2001-H  
506 Resolved, that legal counsel make the necessary legal changes in any and all Relief Fund  
507 documents to implement Relief Fund grants to other charitable tax-exempt dental organizations.  
508 The total sum of such grants would be limited to the amount of interest earned on the account in  
509 the prior fiscal year. All funding of grants would cease if the corpus of the relief fund should drop  
510 to less than \$500,000.00, and be it further  
511  
512 Resolved, that use of the Relief Fund for grants to charitable tax-exempt dental organizations is  
513 contingent upon IRS approval in which the Texas Dental Association Relief Fund retains its tax-  
514 exempt status.  
515  
516 **31-2004-B**  
517 Resolved, that the Committee on Communication develop an appropriate form stating conditions under  
518 which a component society may receive and use e-mail addresses collected by the TDA. Such form to be  
519 signed by the appropriate representative of the component society prior to the release of the e-mail  
520 information; and be it further  
521  
522 Resolved, that the Committee on Communication recommend to the Board of Directors actions to be  
523 taken by the TDA in the event of violations by a component society of the terms of use of TDA-collected  
524 e-mail addresses; and be it further  
525  
526 Resolved, that the Committee on Communication suggest appropriate changes to the wording of requests  
527 for e-mail addresses on the annual dues statement regarding use, publication, and/or release of e-mail  
528 information; and be it further  
529  
530 Resolved, that the Committee on Communication report to the Board of Directors with recommendations  
531 regarding e-mail at the August meeting.  
532  
533  
534 **56-2005-BS-H**  
535 Resolved, that the Texas Dental Association travel per diem be increased from \$35 per day to \$70  
536 per day for both in-state travel, and out of state travel, and be it further  
537  
538 Resolved, that the Texas Dental Association out-of-state and in-state daily taxi reimbursement be  
539 \$40 per day, and be it further  
540  
541 Resolved, that the Texas Dental Association out-of-state and in-state daily automobile rental  
542 reimbursement be increased from \$35 per day to \$50 per day, and be it further  
543  
544 Resolved, that the Texas Dental Association out-of-state and in-state automobile transportation  
545 and surface transportation reimbursement be raised from \$.325 per mile to \$.375 per mile, and be  
546 it further  
547  
548 Resolved, that the Texas Dental Association continue to pay discounted round-trip airfare, parking  
549 fees and surface transportation as is current practice, and be it further  
550  
551 Resolved, that this become effective January 1, 2005 to be paid in 2005 with the 2004 surplus and

552 be it further

553

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

555

556 **103-2005- H**

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

560

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

564

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

568 Resolved, that

569

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

572

573 Duties:

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

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

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

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

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

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

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

590

591 and be it further

592

593 Resolved, that appropriate changes in the wording be made in the appropriate Association  
594 documents.

595

596 **BACKGROUND STATEMENT**

597 The American Dental Association has developed "Best Management Practices" (BMPs) for amalgam  
598 waste. The Texas Dental Association's Council on Dental Care Programs & Community Oral Health  
599 prepared a brochure describing the BMPs and mailed copies to all TDA members.

600  
601 To further increase TDA members' awareness of the BMPs and encourage their adoption and use in  
602 dental offices around the state, the TDA Board's Best Management Practices Board Work Group  
603 recommends that members of the TDA Board of Directors discuss the BMPs for amalgam waste during  
604 their visits to individual component societies. The Work Group also recommends that the  
605 Communications Committee post the BMPs on the TDA web site. Therefore, be it

606  
607 **55-2006-B (BP)**

608 Resolved, that the members of the TDA Board of Directors discuss the Best Management Practices for  
609 amalgam waste during their visits to component societies and refer any questions to TDA's Director of  
610 Ethics and Dental Benefit Programs; and be it further

611  
612 Resolved, that the Communications Committee post the Best Management Practices for amalgam waste  
613 on the TDA web site.

614  
615 FINANCIAL IMPLICATION: NONE

616  
617 **61-2006-H**

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

- 622  
623 1. to monitor issues related to Medicaid and CHIP;  
624 2. to serve as a clearinghouse for information and resources on Medicaid and CHIP and to  
625 identify and maintain a list of spokespersons around the state who can be called upon in  
626 various situations to represent TDA;  
627 3. to develop and recommend appropriate policies relating to Medicaid and CHIP to the TDA  
628 Board of Directors for consideration and possible implementation; and  
629 4. to cooperate with other Association councils or committees in developing and  
630 recommending legislative and regulatory policy relating to access to care;

631  
632 and be it further

633  
634 Resolved, that the committee consist of four members who are Medicaid/CHIP providers or have  
635 experience and working knowledge of the Medicaid/CHIP process. The committee should meet at least  
636 quarterly and more often if necessary. The TDA President shall appoint the committee chair; and be it  
637 further

638  
639 Resolved, that the Committee on Access to Dental Care in Medicaid and CHIP present an initial report at  
640 the February 2006 Board meeting.

641  
642 **145-2008-H**

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

646  
647 **52-2009-H**



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

650  
651 CORPORATE CODE OF ETHICS AND PROHIBITION AND DISCLOSURE  
652 OF CONFLICTS OF INTEREST

653  
654 ARTICLE I

655 Purpose

656  
657 The purpose of this policy is to establish a corporate code of ethics for the leadership of the  
658 Texas Dental Association in addition to the applicable standards required by laws and  
659 regulations. This policy is also intended to provide a method for identifying conflicts of  
660 interest and disclosing actual and potential conflicts of interest.

661  
662 ARTICLE II

663 Persons Subject to This Policy

664  
665 This policy applies to the officers, Board of Directors and members of councils and  
666 committees of the Association. A similar, separate policy applies to employees of the  
667 Association.

668  
669 ARTICLE III

670 Corporate Code of Ethics

671  
672 Persons subject to this policy owe the duty of loyalty to the Association that requires the  
673 faithful pursuit of the interests of the Association rather than the person's own financial or  
674 other interests or those of another person or organization. The persons subject to this  
675 policy should:

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

688  
689 ARTICLE IV

690 Definitions of Conflicts of Interest

691  
692 A person subject to this policy may have a conflict or potential conflict of interest if:

- 693 A. The person is a party to a contract, receives material benefits from or is involved in  
694 a transaction with the Association for goods or services.
- 695 B. A person, or a family member of any such person, has a material financial interest

696 in a transaction involving the Association, or an entity in which the person or  
697 family member is a person in control, an owner of all or part, or has any other legal  
698 relationship with the entity.

- 699 C. A person is involved in a transaction or takes a position that may create the  
700 appearance of a conflict.

701  
702 **ARTICLE V**

703 **Procedures Regarding Conflicts of Interest**

704  
705 Prior to participation in matters regarding the Association, if a person knows of a conflict  
706 of interest or a matter giving the appearance of a conflict of interest, the person shall  
707 disclose, in writing, to the Association, through the President, Executive Director or person  
708 in charge of a particular function or meeting, the presence of the conflict. A person having  
709 a conflict of interest shall not participate in a discussion, consideration, decision or vote  
710 regarding the matter in which the person has a conflict. If a decision or vote is to be made  
711 by a board, council or committee, and the person is a member of the board, council or  
712 committee, the minutes of the meeting shall reflect that the person did not participate due  
713 to a potential conflict.

714  
715 **ARTICLE VI**

716 **Review of Policy and Disclosure of Conflicts**

717  
718 At the time a person subject to this policy assumes a position with the Association, the  
719 person shall review this policy. The person shall, at all times, remain familiar with the  
720 provisions of this policy. At least annually, the person shall disclose in writing to the  
721 Association the person's awareness of the policy and a statement that the person has  
722 complied with the policy.

723  
724 and be it further

725  
726 Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental  
727 Association manuals may be revised.

728  
729 **53-2009-H**

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

732  
733 **Texas Dental Association**  
734 **Whistleblower Policy**

735  
736 **General**

737  
738 Texas Dental Association ("Association") Code of Ethics ("Code") requires directors,  
739 officers and members of councils and committees ("TDA Leadership") to observe high  
740 standards of business and personal ethics in the conduct of their duties and  
741 responsibilities. The Association has a separate code of ethics applicable to  
742 employees. As employees and representatives of the Association, we must practice  
743 honesty and integrity in fulfilling our responsibilities and comply with all applicable

744 laws and regulations.

745  
746 Reporting Responsibility

747  
748 It is the responsibility of TDA Leadership and employees to comply with the Code and  
749 to report violations or suspected violations in accordance with this Whistleblower  
750 Policy.

751  
752 No Retaliation

753  
754 No member of the TDA Leadership or employee who in good faith reports a violation  
755 of the Code shall suffer harassment, retaliation or adverse employment consequence.  
756 An employee or member of TDA Leadership who retaliates against someone who has  
757 reported a violation in good faith is subject to discipline up to and including  
758 termination of employment or the person's position with the Association. This  
759 Whistleblower Policy is intended to encourage and enable employees and others to  
760 raise serious concerns within the Association prior to seeking resolution outside the  
761 Association.

762  
763 Reporting Violations

764  
765 The Association has an open door policy and suggests that TDA Leadership and  
766 employees share their questions, concerns, suggestions or complaints with someone  
767 who can address them properly. In most cases, an employee's supervisor is in the best  
768 position to address an area of concern. However, if you are not comfortable speaking  
769 with your supervisor or you are not satisfied with your supervisor's response, you are  
770 encouraged to speak with the Executive Director or Chairman of the audit and finance  
771 committee. Supervisors and managers are required to report suspected violations of  
772 the Code of Conduct to the Association's Compliance Officer, who has specific and  
773 exclusive responsibility to investigate all reported violations. For suspected fraud, or  
774 when you are not satisfied or comfortable with following the Association's open door  
775 policy, individuals should contact the Association's Compliance Officer directly. The  
776 person receiving a complaint or the Compliance Officer will notify the sender and  
777 acknowledge receipt of the reported violation or suspected violation within five  
778 business days. All reports will be promptly investigated and appropriate corrective  
779 action will be taken if warranted by the investigation.

780  
781 Compliance Officer

782  
783 The Association's Compliance Officer is responsible for investigating and resolving all  
784 reported complaints and allegations concerning violations of the Code and, at his or her  
785 discretion, shall advise the Executive Director and/or the audit committee. The  
786 Compliance Officer has direct access to the audit committee of the Board of Directors  
787 and is required to report to the audit committee at least annually on compliance activity.  
788 The Association's Compliance Officer is the chair of the audit committee.

789  
790 Accounting and Auditing Matters

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

796  
797 Acting in Good Faith

798  
799 Anyone filing a complaint concerning a violation or suspected violation of the Code  
800 must be acting in good faith and have reasonable grounds for believing the information  
801 disclosed indicates a violation of the Code. Any allegations that prove not to be  
802 substantiated and which prove to have been made maliciously or knowingly to be false  
803 will be viewed as a serious disciplinary offense.

804  
805 Confidentiality

806  
807 Violations or suspected violations may be submitted on a confidential basis by the  
808 complainant. Reports of violations or suspected violations will be kept confidential to  
809 the extent possible, consistent with the need to conduct an adequate investigation.

810  
811 and be it further

812  
813 Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental  
814 Association manuals may be revised.

815  
816 **54-2009-H**

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

819  
820 Texas Dental Association  
821 Corporate Records Retention Policy

822  
823 It is the policy of the Association to maintain records necessary to serve its members,  
824 conduct the business of the Association and meet applicable laws and regulations. It is  
825 also the policy of the Association to properly dispose of records that are no longer  
826 necessary in order to provide for an efficient working environment, reduce the cost of  
827 records maintenance and prevent maintenance of records that are no longer necessary.

828  
829 The following table provides the minimum requirements for retention of certain types of  
830 documents. Documents covered by this policy include typed, printed or handwritten  
831 documents, documents maintained in electronic form and documents on hard drives,  
832 computer servers or other electronic storage. Other policies of the Association may  
833 provide more specific requirements for specific types of records.

834  
835 The destruction of documents, including the method of destruction, is under the direction  
836 of the Executive Director and Directors of the Association. If there is any question about  
837 whether documents should be maintained or destroyed, the decision will be made by the  
838 Executive Director.

840 If any document is subject to or involved with any litigation or administrative proceeding,  
 841 the document should be retained until approved for destruction by the Executive Director.  
 842  
 843 The following table provides the minimum retention requirements.  
 844

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,	Permanently

policies, etc.

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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862

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.

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

Resolved, that the TDA 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; and it be further

Resolved, the selection of an audit firm shall be approved by the TDA Board of Directors; and it be further

Resolved, 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; and it be further

863 Resolved, the TDA Board of Directors is ultimately responsible for the acceptance and approval of the  
864 annual audit.

865

866 **76-2010-H**

867 Resolved, that the Manual of the Board of Directors be amended by deletion of the words in the 2<sup>nd</sup>  
868 paragraph, in the 2<sup>nd</sup> line, “*and the official recorder,*” and in the 3<sup>rd</sup> line, “*the President,*” and insertion of  
869 the words “*and consent of the Board,*” after the words “invitation of” in the 3<sup>rd</sup> line; and add another  
870 sentence, “*Board members may request, through the President, for others to attend with the consent of the*  
871 *Board,*” so that the amended version reads:

872

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

879

880 **77-2010-H**

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

884

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

892

893 **78-2010-H**

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

896

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

903

904 **127-2010-BS-H**

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

908

909 9. PERSONNEL COMMITTEE

910 Composition: The Committee shall consist of the Immediate Past President, President,

911 President-elect, Secretary-Treasurer, and a vice-president and a senior director. The vice-  
912 president and senior director shall each serve a two year term, beginning their term as a  
913 senior director, and completing their term as a vice-president. The senior director and  
914 vice-president positions shall rotate clockwise geographically through the four divisions of  
915 the state such that the senior director shall be from the division immediately clockwise  
916 geographically to that of the vice-president serving their second year on the committee.  
917 The Immediate Past President shall serve as chair of the committee.

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

920 Duties:

921 a. Act as a liaison between the TDA Executive Director and the Board of Directors  
922 regarding personnel issues and to be knowledgeable about the salary structure of the staff.

923 b. Act as a support mechanism to the Executive Director and offer insight and advice when  
924 requested by the Executive Director.

925 c. Review and be knowledgeable about changes in staff personnel and to advise the  
926 Executive Director to ensure that proper procedures are followed when terminations are  
927 necessary.

928 d. Be a conduit from the Board of Directors to the Executive Director for any information  
929 the Board of Directors wishes to convey to the Executive Director concerning staff size,  
930 duties, or compensation.

931 e. Inform the Budget Committee of the Board of Directors of concerns as to the size and  
932 cost of the staff of this Association.

933 f. Review office personnel manual.

934 g. To conduct an annual performance review of the Executive Director of the Association  
935 and recommend changes in duties and compensation to the Board of Directors by the  
936 November Board meeting.

937  
938 and be it further

939  
940 Resolved, that this Board policy take effect sine die after the May 2010 House of Delegates meeting.

941  
942 **90-2011-H**

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

945  
946 **124-2011-H**

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

948  
949 PRESENTATION OF NEW BUSINESS: New business must be presented to the Secretary at  
950 least fifteen (15) days in advance of a regular session of the Board in order to place new items  
951 on the agenda and mailing to the Board within ten (10) days of the regular session. In the event  
952 new business needs to be acted on that has not been previously submitted to the  
953 Secretary/Treasurer 15 days prior to the regular Board meeting, the introduction of the new  
954 business shall require a 2/3 majority vote of the Board of Directors present and voting. (**Ref.**  
955 **Resolution 14-2000-H**)

956  
957 be amended as follows:  
958



959 PRESENTATION OF NEW BUSINESS: New business brought by anyone other than sitting  
960 Board members must be presented to the Secretary at least fifteen (15) days in advance of a  
961 regular session of the Board in order to place new items on the agenda and mailing to the  
962 Board within ten (10) days of the regular session. In the event new business needs to be acted  
963 on that has not been previously submitted to the Secretary/Treasurer 15 days prior to the  
964 regular Board meeting, the introduction of the new business shall require a 2/3 majority vote  
965 of the Board of Directors present and voting. New business brought by sitting Board members  
966 may be presented at any time prior to or during a Board of Directors meeting. (Ref.  
967 Resolution 14-2000-H)  
968

969 **181-2011-H**

970 Resolved, that all Board members of the Texas Dental Association (TDA) should have access to written  
971 information, report(s), and/or attorney-client report(s) dealing with the specific issue(s) the TDA Board is  
972 reviewing.  
973

974 **67-2012-B2**

975 Resolved, that the building account be used for maintenance and improvements for the central TDA  
976 building and annex, and all references in manuals and policies reflect the name change to the building  
977 account rather than the Building Reserve Fund, and be it further  
978

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

980  
981 *100-1996-H*

982 *Resolved, that the building fund be designated The Building Reserve Fund; and be it further*

983  
984 *Resolved, that the Building Reserve Fund be restricted to use for building maintenance and*  
985 *depreciation.*

986  
987 be rescinded, and be it further  
988

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

990  
991 *149-2011-H*

992 *Resolved, that the Building Account and the interest income generated from the account funds be*  
993 *restricted for use of building maintenance, repairs and remodeling of the buildings. Any unused*  
994 *interest generated from the Building Account shall, at the end of the budget year, be returned to*  
995 *the principle of the Building Account, and be it further,*

996  
997 *Resolved, that Resolution 100-1996 which reads:*

998  
999 *100-1996-H*

1000 *Resolved, that the Building fund be designated The Building Reserve Fund; and be it*  
1001 *further*

1002  
1003 *Resolved, that the fund in the Building Reserve Fund be restricted to use for building*  
1004 *maintenance and depreciation.*

1005  
1006 *be rescinded, and be it further,*  
1007

1008 Resolved, that Resolution 132-1997 which reads:

1009

1010 132-1997-H

1011 *Resolved, that the interest generated from the Building Maintenance Fund from two years*  
1012 *previous to the budget year shall be used for the routine maintenance, repairs, and*  
1013 *remodeling of the building, and any remaining funds shall, at the end of the budget year,*  
1014 *be returned to the principle of the Building Maintenance Fund.*

1015

1016 *be rescinded.*

1017

1018 be rescinded.

1019

1020 **138-2012-RCAS-H**

1021 Resolved, that it is the policy of the Texas Dental Association to maintain a Reserve Division of the  
1022 General Fund, and be it further

1023

1024 Resolved, that the Reserve Division maintain an amount of \$2,000,000 or 35% of the proposed annual  
1025 budget whichever is the lesser, and be it further

1026

1027 Resolved, that the value of the Reserve Division amount be determined on a cost basis rather than a  
1028 market valuation, and be evaluated and amended by the TDA Board of Directors for approval by the  
1029 House of Delegates at the end of each fiscal year, and be it further

1030

1031 Resolved, that in the event that the reserve division of the general fund falls below the prescribed level,  
1032 the proposed TDA annual budget for the next fiscal year shall include a minimum \$50,000 repayment to  
1033 the reserve division of the general fund and shall continue in this manner for consecutive proposed  
1034 budgets until the prescribed amount has been met.

1035

1036 **58-2013-B (Rescinded by 35-2015-B)**

1037 Resolved, that the Texas Dental Association, on an annual basis, at the beginning of the 2014 fiscal year,  
1038 will maintain the Building Account at the minimum level of \$350,000 to maintain the two TDA buildings,  
1039 and be it further

1040

1041 Resolved, the minimum level of \$350,000 will be maintained by transferring, no greater than \$100,000 in  
1042 any given fiscal year, at the beginning of each subsequent fiscal year, and be it further

1043

1044 Resolved, that the Building Account be invested the same as the Emergency Reserve Account.

1045

1046 **65-2013-B**

1047 Resolved, that the following duty of the Committee on the New Dentist be amended in the Board Manual  
1048 by striking "Council on Annual Session" and replaced with "Communications Committee" to read:

1049

1050 One Committee member per Council or Committee shall serve as a non-voting liaison to the  
1051 following: [To serve as *ex officio* members without vote of the following Councils or  
1052 Committees:]

1053

1054 A. Communications Committee

1055 A.—Council on Annual Session

- 1056 B. Council on Dental Care Programs and Community Oral Health
- 1057 C. Council on Dental Education, Trade, and Ancillaries
- 1058 D. Council on Membership
- 1059

1060 **72-2013-B**

1061 Resolved, that the TDA Committee on the New Dentist is expanded from 4 members to 6 members with  
1062 liaison assignments to the Council on Legislative and Regulatory Affairs and to the Communications  
1063 Committee beginning with the 2013-2014 leadership year.

1064  
1065 **74-2013-B** (In Lieu of Referred Resolution 144-2011-B)

1066 Resolved, that the Assets Oversight Committee shall be comprised of four voting members. The Chair  
1067 shall be the Secretary-Treasurer of the TDA. Three members shall be from the Board of Directors. The  
1068 President shall appoint the members in the following manner:

1069  
1070 Beginning in 2013, and thereafter, the President will appoint a new Director for a three-year term  
1071 to replace the retiring Vice President. The current Director and Senior Director will be  
1072 reappointed,

1073  
1074 and be it further

1075  
1076 Resolved, that

1077  
1078 Meetings: Shall be subject to the call of the chair or any two (2) of its members before each Board  
1079 meeting.

1080  
1081 Duties:

- 1082 1. Review and/or report, and make recommendations to the Board of Directors:
    - 1083 a. Regarding the finances of the TDA Reserve Division of the General Fund and Relief  
1084 Fund as outlined in the Bylaws and any other investment accounts.
    - 1085 b. Reviewing monthly all investments and, at least yearly, the investment financial  
1086 policies of the TDA Relief Fund and Reserve Division accounts, and any other investment  
1087 accounts, and report them at each Board meeting.
    - 1088 c. Regarding yearly disbursement amounts from the Relief Fund to be distributed to  
1089 qualifying individuals and/or charitable corporations as per Bylaws or resolution.
    - 1090 d. Regarding the amounts of funds held in each account and maintain the appropriate  
1091 percentages in the Reserve Division accounts to cover any possible uninsured and/or  
1092 unanticipated liabilities.
    - 1093 e. Regarding the engagement of professional financial managers or consultants as needed.
  - 1094 2. The President or Secretary/Treasurer and the Executive Director shall sign on behalf of the  
1095 Association for investments in the Reserve Division and the Relief Fund accounts, and any other  
1096 investments accounts, that have been approved by the Board of Directors.
  - 1097 3. Make resolutions to the Board related to any of the above.
- 1098

1099 **76-2013-B**

1100 Resolved, that the Texas Dental Association reimbursement for taxi fare per meeting day be increased to  
1101 \$60 when the member has no rental car listed on their reimbursement form.

1102  
1103 **86-2013-B**

1104 Resolved, that the Board Manual, Section VII, Paragraph A. Committees of the Board, Subsection 2.  
1105 Budget Committee, Duties, which reads:

1106  
1107 Duties: Duties shall include, but not be limited to: The committee shall prepare a budget  
1108 for each succeeding year. Upon approval of the budget by the Board of Directors, the  
1109 budget shall be presented to the House of Delegates for adoption in accordance with  
1110 Chapter IV, Section 140, A., c. of the Bylaws. The Committee shall also assist the House  
1111 of Delegates if it considers business requiring funds that are not provided in the budget as  
1112 provided in Chapter IV, Section 140-b.

1113  
1114 be amended by adding the final sentence:

1115  
1116 The committee shall annually review all insurance policies and make recommendations,  
1117 along with our insurance representative, to the Board through the budgeting process as to  
1118 appropriate insurance coverage for the TDA.

1119  
1120 So that the paragraph now reads:

1121  
1122 Duties: Duties shall include, but not be limited to: The committee shall prepare a budget  
1123 for each succeeding year. Upon approval of the budget by the Board of Directors, the  
1124 budget shall be presented to the House of Delegates for adoption in accordance with  
1125 Chapter IV, Section 140, A., c. of the Bylaws. The Committee shall also assist the House  
1126 of Delegates if it considers business requiring funds that are not provided in the budget as  
1127 provided in Chapter IV, Section 140-b. The committee shall annually review all insurance  
1128 policies and make recommendations, along with our insurance representative, to the Board  
1129 through the budgeting process as to appropriate insurance coverage for the TDA.

1130  
1131 **88-2013-B**

1132 Resolved, that the staff Direct Reimbursement Plan for all Texas Dental Association full time employees  
1133 and their immediate family members be administered as follows, effective January 1, 2013:

- 1134  
1135 1. 100% reimbursement for up to at least the first ~~\$600~~ \$300 of dental treatment.  
1136 2. ~~75%~~ 70% reimbursement for the amount exceeding ~~\$600 next \$1000~~ of dental treatment.  
1137 3. Maximum benefit for each family \$1000 for the calendar ~~Fiscal~~ year.

1138  
1139 and be it further

1140  
1141 Resolved, that Resolution 130-2000-H, which reads:

1142  
1143 *130-2000-H*  
1144 *Resolved, that a staff Direct Reimbursement Plan for all Texas Dental Association full time*  
1145 *employees and their immediate family members be administered as follows:*

- 1146 1. 100% reimbursement for the first \$300 of dental treatment.  
1147 2. 70% reimbursement for the next \$1000 of dental treatment.  
1148 3. Maximum benefit for each family \$1000 for the Fiscal year.

1149  
1150 *Plan effective dates January 2000.*

1151

1152 be rescinded.

1153

1154 **102-2013-B**

1155 Resolved, that members of the Texas Dental Association Board, the editor, the Parliamentarian, Speaker  
1156 of the House, and up to two members of the House Standing Committee on Constitution and Bylaws, be  
1157 reimbursed at the lesser of the approved headquarters hotel rate or their actual hotel expenses (room and  
1158 taxes only), during their attendance at the House of Delegates, providing they are not otherwise  
1159 reimbursed, and be it further

1160

1161 Resolved, that Resolution 97-2001-BS2, which reads:

1162

1163 *97-2001-BS2*

1164 *Resolved, that members of the Texas Dental Association Board, the editor, the Parliamentarian*  
1165 *and Speaker of the House be reimbursed for their actual hotel expenses (room and taxes only),*  
1166 *during their attendance at the House of Delegates*

1167

1168 be rescinded, and be it further

1169

1170 Resolved, that Resolution 97-2001-H, which reads:

1171

1172 *97-2001-H (As Amended by Resolution 153-2001-H)*

1173 *Resolved, that any member of the Association, by virtue of office or position, required to attend*  
1174 *the annual session, be reimbursed for their hotel expenses (room and taxes only) for attending the*  
1175 *annual session beginning with the 2002 annual session, and be it further*

1176

1177 *Resolved: that resolution 28-1983-H, which reads:*

1178 *Resolved, that no Texas Dental Association member be reimbursed by TDA for*  
1179 *attending the Annual Session of the Texas Dental Association unless authorized by*  
1180 *its Board of Directors.*

1181 *be rescinded.*

1182

1183 be rescinded.

1184

1185 **18-2014-B**

1186 Resolved, that Amendment to Cease Future Accruals to Texas Dental Association Pension Plan (the  
1187 "Plan"), a copy of which is attached hereto, is hereby approved and adopted and that the Executive  
1188 Director of the Corporation is hereby authorized and directed to execute the same, and be it further

1189

1190 Resolved, that the Executive Director of the Corporation is hereby directed to notify participants in the  
1191 Plan of the Corporation's decision to cease future accruals to the Plan, and be it further

1192

1193 Resolved, that the Executive Director of the Corporation be authorized to take any and all steps, do any  
1194 and all things, and execute and deliver any and all documents in the name and on behalf of the  
1195 Corporation, as may be necessary or appropriate to carry out the purposes of the foregoing resolutions.

1196

1197 **20-2014-B**

1198 Resolved, that, effective October 1, 2013, all requests for reimbursement from this Association shall be  
1199 made promptly on a monthly basis or within sixty days of the date of the event being reimbursed or the  
1200 occurrence of the expense for which reimbursement is requested. Requests received sixty to ninety days

1201 after the expense will be reimbursed less twenty percent; thereafter, for each subsequent thirty day period,  
1202 requests will be reduced by an additional amount equal to the first twenty percent reduction until the  
1203 reimbursement reaches zero, and be it further  
1204

1205 Resolved, that the Board Manual, Section IX, Paragraph 14 of Subsection G. REIMBURSEMENT OF  
1206 TRAVEL, MAINTENANCE AND OTHER EXPENSES be revised accordingly.  
1207

1208 IX. POLICIES OF THE BOARD  
1209

1210 G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES  
1211

1212 14. Request For Reimbursement: All requests for reimbursement from this  
1213 Association shall be made promptly on a monthly basis after the date of the event  
1214 being reimbursed or the occurrence of the expense for which reimbursement is  
1215 requested. Requests received sixty to ninety days after the expense will be  
1216 reimbursed less twenty percent; thereafter, for each subsequent thirty day period,  
1217 requests will be reduced by an additional amount equal to the first twenty percent  
1218 reduction until the reimbursement reaches zero. Also, of necessity, some requests  
1219 for reimbursement will be carried over from one fiscal year to the next, however  
1220 it is desired to make all reimbursements, whenever possible, in the fiscal year in  
1221 which the event or the occurrence of expense takes place or is incurred.  
1222

1223 **23-2014-B**

1224 Resolved, that the Board Manual Section VII, A7- FINANCE AND AUDIT COMMITTEE be amended  
1225 by the addition of a third position on the Finance and Audit Committee to read as follows:  
1226

1227 7. FINANCE AND AUDIT COMMITTEE  
1228

1229 Composition: The Committee shall consist of two (2) members of the Board and two (2)  
1230 non-Board members and one consultant., ~~with chair to be designated by the President with~~  
1231 ~~approval of the Board.~~  
1232

1233 The committee members should be financially literate or must become financially literate within a  
1234 reasonable period of time. They should be able to read and understand fundamental financial  
1235 statements including balance sheets, income statements and cash flow statements.  
1236

1237 The President will appoint the committee members and designate the chair, with Board approval,  
1238 prior to the first board meeting after the House of Delegates Annual Session.  
1239

1240 The President shall appoint a non-board consultant with additional financial experience will be  
1241 vetted by the Finance and Audit Committee and recommended for appointment by the President to  
1242 serve as the qualified “Financial expert consultant” for the Finance and Audit Committee. The  
1243 Financial Expert Consultant is not required to be a member dentist.  
1244

1245 Requirements of the Financial Expert Consultant should include:

- 1246 • Have an understanding of generally accepted accounting principles (GAAP) and financial  
1247 statements.
- 1248 • Have the ability to access the general application of GAAP in connection with the

- 1249                    accounting for estimates, accruals and reserves.  
1250                    • Have an understanding of internal controls and procedures for financial reporting  
1251                    • Have an understanding of the Audit committee function.  
1252

1253 Meetings: Shall be subject to the call of the chair or any two (2) of its members.  
1254

1255 Guidelines (Refer to Resolution 88-2000-H and Resolution 55-2010-BS-H):  
1256

- 1257 a. The Finance and Audit Committee is a Board Committee responsible directly to the Board.  
1258 b. It should operate apart from any officer or agency of this Association and be permitted access to  
1259 information relating to the finances and governance of this Association.  
1260 c. The following outlines the minimum functions the committee should perform:  
1261                    1. The chair meets with the auditors at the beginning and end of the audit process and  
1262                    report to the Finance and Audit committee.  
1263                    2. The Finance and Audit Committee meets semi-annually to review:  
1264                    a. the audit report and management letters produced by the auditors  
1265                    b. the internal financial policy and procedures  
1266                    c. the financial position of this Association  
1267                    d. all contracts  
1268                    e. the current financial trends report.  
1269                    3. The Finance and Audit committee will submit written reports and recommendations to  
1270                    the Texas Dental Association Board as needed.  
1271                    4. The Finance and Audit Committee shall be responsible for recommending to the TDA  
1272                    Board of Directors an audit firm to perform the annual audit of the TDA, its affiliates and  
1273                    subsidiaries. The selection of an audit firm shall be approved by the TDA Board of  
1274                    Directors. Commencing in 2010 an audit firm shall be contracted to perform the annual  
1275                    audit for a one year period and for no more than five consecutive years with the right of  
1276                    TDA to change auditors at any time. The TDA Board of Directors is ultimately responsible  
1277                    for the acceptance and approval of the annual audit. (~~Refer to Resolution 55-2010-BS-H~~)  
1278

1279 The amended section to read:  
1280

1281                    7. FINANCE AND AUDIT COMMITTEE  
1282

1283 Composition: The Committee shall consist of two (2) members of the Board and two (2)  
1284 non-Board members.  
1285

1286 The committee members should be financially literate or must become financially literate within a  
1287 reasonable period of time. They should be able to read and understand fundamental financial  
1288 statements including balance sheets, income statements and cash flow statements.  
1289

1290 The President will appoint the committee members and designate the chair, with Board approval,  
1291 prior to the first Board meeting after the House of Delegates Annual Session.  
1292

1293 A Non- Board consultant with additional financial experience will be vetted by the Finance and  
1294 Audit Committee and recommended for appointment by the President to serve as the qualified  
1295 “Financial expert consultant” for the Finance and Audit Committee. The Financial Expert  
1296 Consultant is not required to be a member dentist.

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Requirements of the Financial Expert Consultant should include:

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

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

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

- a. The Finance and Audit Committee is a Board Committee responsible directly to the Board.
- b. It should operate apart from any officer or agency of this Association and be permitted access to information relating to the finances and governance of this Association.
- c. The following outlines the minimum functions the committee should perform:
  1. The chair meets with the auditors at the beginning and end of the audit process and report to the Finance and Audit committee.
  2. The Finance and Audit Committee meets semi-annually to review:
    - a. the audit report and management letters produced by the auditors
    - b. the internal financial policy and procedures
    - c. the financial position of this Association
    - d. all contracts
    - e. the current financial trends report
  3. The Finance and Audit committee will submit written reports and recommendations to the Texas Dental Association Board as needed.
  4. 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.

**24-2014-B**

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

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

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



1345 **28-2014-B**

1346 Resolved, that the following process be used for the Annual Strategic Planning process for the Texas  
1347 Dental Association as follows:

- 1348
- 1349 a. There shall be an annual strategic planning session at a Board of Directors meeting prior to the Texas  
1350 Dental Association (TDA) House of Delegates Annual Session, the meeting date shall be determined  
1351 by the Board of Directors of the Texas Dental Association (TDA). This meeting should be held as  
1352 early in the calendar year as possible to allow proper development and maximize effectiveness within  
1353 the proper timeline;
  - 1354 b. The TDA's Strategic Planning Facilitator, whose position requires approval of the Board of Directors  
1355 of the TDA, shall develop a retreat or focus groups, to be held prior to the expiring of the current 5  
1356 year strategic plan, to review, update and create a new 5 year strategic plan. All funding of the  
1357 retreat or focus groups will require the approval of the Board of Directors of the TDA;
  - 1358 c. The Future Focus Committee shall facilitate training and develop resources for new members of the  
1359 Board of Directors as well as the new chairs and members of the councils and committees so they  
1360 may become familiar with the strategic planning process;
  - 1361 d. The Future Focus Committee shall prepare a list of "mega-issues" and present the list for  
1362 consideration and discussion at the August Board meeting;
  - 1363 e. The Future Focus Committee shall be responsible for updating the plan, as approved by the Board,  
1364 throughout the year and will advise all councils and committees of the revised strategic plan so that  
1365 any necessary and appropriate action plan changes can be made;
  - 1366 f. All councils and committees shall discuss, review and update their action plans as necessary at each  
1367 of their meetings and include a report on their strategic planning activity on all of their reports to the  
1368 Board of Directors;
  - 1369 g. Board Liaisons and/or the Future Focus Committee shall briefly report on the progress and status of  
1370 the TDA strategic plan, including updates to "Action Plans" at every Board of Directors meeting;
  - 1371 h. The Future Focus Committee shall submit a final summary report to the Board of Directors, on its  
1372 activities for the year, at its last meeting prior to the meeting of the TDA House of Delegates;
  - 1373 i. New members of the Board of Directors shall receive the current strategic plan at their new member  
1374 orientation.
- 1375

1376 **38-2014-B**

1377 Resolved, that the Texas Dental Association pension plan is amended as provided on the attached  
1378 amendment to provide that the sole trustee shall be the chairman of the Assets Oversight Committee and  
1379 the amendment and certificate of amendment is approved:

1380  
1381 **AMENDMENT TO ADOPTION AGREEMENT TO REDUCE TRUSTEES**  
1382 **FOR THE TEXAS DENTAL ASSOCIATION PENSION PLAN**  
1383

1384 This Amendment to the Texas Dental Association Pension Plan Adoption Agreement #005,  
1385 Standardized Money Purchase Pension Plan (the "Adoption Agreement") is made to be effective  
1386 as of September 30, 2013 for the purposes and consideration stated herein.  
1387

1388 **RECITALS**

- 1389 1. The Texas Dental Association (the "Corporation") IS the plan sponsor of the Texas Dental  
1390 Association Pension Plan (the "Plan").
- 1391 2. The plan documents for the Plan are comprised of the Texas Dental Association Pension  
1392 Plan Basic Plan Document #E-O1 and the Adoption Agreement, and were amended and

1393 restated effective as of January 1, 2010.  
1394 3. The Corporation has determined that it is in the best interest of Plan participants and  
1395 beneficiaries to amend the Adoption Agreement to reduce the number of trustees for the  
1396 Plan.

1397  
1398 THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are  
1399 hereby acknowledged, the Adoption Agreement for the Plan is hereby amended as follows:

1400  
1401 1. Section G, 23 of the Adoption Agreement is amended to state, "The sole trustee of the Plan  
1402 shall be the Chairman of the Assets Oversight Committee."

1403  
1404 EXECUTED this 22<sup>nd</sup> day of  
1405 November, 2013.  
1406 TEXAS DENTAL ASSOCIATION  
1407 By: \_\_\_\_\_  
1408 Name: \_\_\_\_\_  
1409 Title: \_\_\_\_\_

1410 ACCEPTANCE BY SOLE TRUSTEE

1411  
1412 \_\_\_\_\_  
1413 Dr. Ron Collins  
1414 Chairman of Assets Oversight Committee

1415  
1416 **39-2014-B**

1417 Resolved, that the Interim Executive Director's decision to select Bland Garvey Wealth Advisors, Charles  
1418 Schwab and related entities to provide a new Texas Dental Association (TDA) employees' retirement  
1419 plan is ratified and confirmed, and be it further

1420  
1421 Resolved, that the Interim Executive Director's authority to execute any and all service contracts and plan  
1422 documents necessary or convenient for TDA to establish and maintain the new retirement plan in  
1423 accordance with TDA policy is confirmed, and be it further

1424  
1425 Resolved, that the Interim Executive Director present an annual report on the TDA Pension Plan to the  
1426 TDA Board of Directors.

1427  
1428 **58-2014-B**

1429 Resolved, that the Texas Dental Association Board of Directors Manual, Chapter VII. A. Standing  
1430 Committees, be revised by the addition of the following Section 15:

1431  
1432 15. Minutes Review and Approval Committee

1433  
1434 Composition. The Committee will consist of Secretary-Treasurer, Speaker of the  
1435 House of Delegates, the House of Delegates Standing Committee on Constitution  
1436 and Bylaws Chair, and TDA Legal Counsel.

1437 Duties. It shall be the duty of the Committee:

- 1438 a. To receive from the Executive Director's Office of the Texas Dental  
1439 Association, the draft minutes of the Board of Directors meeting. These  
1440 minutes will be delivered within 2 weeks of the close of the meetings.

- 1441 b. To review these minutes, submit corrections to these minutes to the Secretary-  
1442 Treasurer, and to approve these minutes within 2 weeks of receipt of these  
1443 minutes.  
1444 c. These approved minutes will then be submitted by the Committee to the Board  
1445 of Directors at their next meeting and, as recommended by our parliamentary  
1446 reference, will be subject to further correction and final approval by the  
1447 appropriate governing body.  
1448

1449 **63-2014-B**

1450 Resolved, that the Texas Dental Association Legislative account be transferred before the 2014 February  
1451 Board meeting to Bland Garvey Wealth Advisors to be managed the same as our Emergency Account.  
1452

1453 **68-2014-B**

1454 Resolved, that as of December 1, 2013, Schwab Bank has been appointed as Custodian to the Texas  
1455 Dental Association 401(k) Plan.  
1456

1457 **71-2014-B (See also 119-2015-B)**

1458 Resolved, effective October 1, 2014, \$50 will be deducted from a 15<sup>th</sup> District Delegate/Alternate  
1459 expense reimbursement for failure to return 15<sup>th</sup> District Delegation badges to the Texas Dental  
1460 Association after the final meeting of the American Dental Association House of Delegates, and be  
1461 further  
1462

1463 Resolved, that the Board Manual, Section IX, Paragraph 11 of Subsection G. Reimbursement of  
1464 Delegates and Alternate Delegates to the ADA Annual Session be revised accordingly to read:  
1465

1466 IX. POLICIES OF THE BOARD

1467 G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES

1468 11. Reimbursement of Delegates and Alternate Delegates to the ADA Annual Session: Out-of-  
1469 State expenses will be reimbursed at the approved designated hotel single rate and tax plus \$70  
1470 per diem and appropriate travel expenses with the TDA Board to set the amount each year for  
1471 Delegates and Alternate Delegates attending the ADA Annual Session. (Ref. Resolution 56-2005-  
1472 CAS-BS-H)  
1473

1474 Delegates and Alternate Delegates to the American Dental Association House of Delegates will be  
1475 reimbursed for six days per diem. (Ref. Resolution 36-1990-H and Resolution 65-1983-H).  
1476

1477 Delegates and Alternate Delegates unable to attend meetings of the House of Delegates, caucus  
1478 meetings, or other stipulated or called meetings or hearings shall have a pro-rata decrease in  
1479 reimbursement and/or air fare, as the case may be, of 1/6th (16.67%) for each day of such absence.  
1480 Delegates and Alternate Delegates failing to return 15<sup>th</sup> District Delegation badges following the  
1481 conclusion of the final meeting of the American Dental Association House of Delegates shall have  
1482 \$50 deducted from reimbursement.  
1483

1484 BACKGROUND STATEMENT

1485 Sunset Review Committee: Restructure of Committee on the New Dentist  
1486  
1487

1488 The 2013-2014 Sunset Review Committee (SRC) was charged with reviewing the Committee on  
1489 the New Dentist (CND). Although the CND is fulfilling the majority of its mandates, respondents  
1490 of Review Questionnaire conveyed several areas of improvements to the SRC. These include:  
1491 1. Insufficient number of meetings to fulfill CND mandate to its fullest  
1492 2. Failure to develop programs useful to new dentist  
1493 3. Lack of ideas for making the CND more useful  
1494 4. Lack of fulfillment by many members serving on the CND  
1495 5. Request for more accountability to the Board of Directors

1496 In short, many members of the CND thought there was an overall lack of guidance making the  
1497 CND function far below its potential. The vast majority of respondents reported that their liaison  
1498 role to other Councils and Committees as being their most fulfilling part of being a member on  
1499 this Committee. The SRC in its deliberation on how best to improve the CND envisioned the  
1500 following changes to CND and the Council on Membership (COM):

- 1501 1. All members of CND would be member on the COM. This would fulfill the COM request  
1502 for additional members, including members from different regions of the state. The  
1503 incorporation of CND into COM would allow for the development of guidance for  
1504 programs and projects that would be beneficial to new dentist in Texas. In short, a much  
1505 closer working relationship between CND and COM would allow for a synergistic  
1506 improvement to both of these essential entities. This collaboration would also allow for  
1507 developing strong mentoring relationships between CND members and those of COM.
- 1508 2. CND would continue to operate as a unique entity and would have “breakout” meetings  
1509 held in conjunction with COM to discuss issues solely related to CND.
- 1510 3. CND would continue to act as a Committee of the Board of Directors.
- 1511 4. CND members would have the option of continuing to act as liaisons to other Councils and  
1512 Committees.

1513 Therefore, be it

1514

1515 **78-2014-B**

1516 **Submitted by: Sunset Review Committee, Chair Dr. Steven Hill**

1517 Resolved, that the Texas Dental Association (TDA) Committee on the New Dentist (CND) and the  
1518 TDA Council on Membership (COM) investigate the feasibility of the addition of CND members  
1519 to COM with a report back to the TDA Board of Directors (BOD) at the April 2014 for further  
1520 action by the Board in consultation with the TDA Council on Constitution and Bylaws and the  
1521 TDA Budget Committee. If it is the conclusion of CND and COM that such a collaborative effort  
1522 would not be beneficial, the submitted report will address the shortcomings of each committee and  
1523 make suggestions for improvement.

1524

1525 FINANCIAL IMPLICATION: None

1526 **24-2015-B**

1527 Resolved, that the decision of the Executive Director of the Corporation to select Bland Garvey  
1528 Wealth Advisors, LLC, as Investment Advisor, BAM Advisor Services, LLC, as Investment  
1529 Manager, Charles Schwab Bank, as Custodian, Alliance Benefit Group North Central States, Inc.  
1530 as record-keeper, and related entities to provide administrative and investment services for the  
1531 Texas Dental Pension Plan is confirmed.

1532

1533 BACKGROUND STATEMENT

1534 To simplify the financial picture of the TDA, to create a more disciplined culture of spending, to  
1535 gain over time a considerably higher return on investments, and to comply with Constitution and  
1536 Bylaws and Board Manuals of the TDA, the following resolution is presented. Therefore, be it  
1537

1538 **35-2015-B**

1539 Resolved, that the Legislative and Building accounts of the Texas Dental Association be closed  
1540 and placed into the Reserve Division accounts managed by Bland Garvey Investment, and be it  
1541 further

1542

1543 Resolved, that Resolution 58-2013-B be rescinded.

1544

1545 **BACKGROUND STATEMENT**

1546 The Texas Dental Association (the "Association") is the sponsor of the Texas Dental Association  
1547 401(k) Plan (the "401(k) Plan"). The Association is also the "Plan Administrator" of the 401(k)  
1548 Plan, as that term is defined under the Employee Retirement Income Security Act of 1974  
1549 ("ERISA"). Under ERISA and the plan document for the 401(k) Plan, the Association has the  
1550 authority to designate other parties to perform some duties of the Administrator, such as conduct  
1551 oversight of compliance reviews involving service provider contracts and functions related to  
1552 administering the plan; therefore, be it

1553

1554 **74-2015-B**

1555 Resolved, that the TDA Board Manual, Chapter VII-A, Standing Committees of the Board,  
1556 Subsection 7, Finance and Audit Committee Guidelines, which reads:

1557

1558 Guidelines: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)

1559

- 1560 a. The chair meets with the auditors at the beginning and end of the audit process and report  
1561 to the Finance and Audit committee.
- 1562 b. The Finance and Audit Committee meets semi-annually to review:
- 1563 1. the audit report and management letters produced by the auditors
  - 1564 2. the internal financial policy and procedures
  - 1565 3. the financial position of this Association
  - 1566 4. all contracts
  - 1567 5. the current financial trends report
- 1568 c. The Finance and Audit committee will submit written reports and recommendations to the  
1569 Texas Dental Association Board as needed.
- 1570 d. The Finance and Audit Committee shall be responsible for recommending to the TDA  
1571 Board of Directors an audit firm to perform the annual audit of the TDA, its affiliates and  
1572 subsidiaries. The selection of an audit firm shall be approved by the TDA Board of  
1573 Directors. Commencing in 2010 an audit firm shall be contracted to perform the annual  
1574 audit for a one year period and for no more than five consecutive years with the right of  
1575 TDA to change auditors at any time. The TDA Board of Directors is ultimately  
1576 responsible for the acceptance and approval of the annual audit. (Ref. Resolution 55-2010-  
1577 BS-H)

1578

1579 be amended by changing the word "Guidelines" to the word "Duties" and by adding a new duty  
1580 "e" to oversee retirement plans:

1581

1582 Duties: Guidelines: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)

- 1583
- 1584 a. The chair meets with the auditors at the beginning and end of the audit process and
- 1585 report to the Finance and Audit committee.
- 1586 b. The Finance and Audit Committee meets semi-annually to review:
- 1587 1. the audit report and management letters produced by the auditors
- 1588 2. the internal financial policy and procedures
- 1589 3. the financial position of this Association
- 1590 4. all contracts
- 1591 5. the current financial trends report
- 1592 c. The Finance and Audit committee will submit written reports and recommendations to
- 1593 the Texas Dental Association Board as needed.
- 1594 d. The Finance and Audit Committee shall be responsible for recommending to the TDA
- 1595 Board of Directors an audit firm to perform the annual audit of the TDA, its affiliates
- 1596 and subsidiaries. The selection of an audit firm shall be approved by the TDA Board
- 1597 of Directors. Commencing in 2010 an audit firm shall be contracted to perform the
- 1598 annual audit for a one year period and for no more than five consecutive years with the
- 1599 right of TDA to change auditors at any time. The TDA Board of Directors is
- 1600 ultimately responsible for the acceptance and approval of the annual audit. (Ref.
- 1601 Resolution 55-2010-BS-H)
- 1602 e. The Finance and Audit Committee will conduct oversight of the administration of any
- 1603 TDA retirement plan that may be in existence, including the TDA 401(k) Plan and the
- 1604 TDA Pension Plan. The oversight shall be coordinated with the Assets Oversight
- 1605 Committee and the Pension Plan Task Force.
- 1606

1607 so that, if approved, the amended section will read as follows:

1608

1609 Duties: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)

1610

- 1611 a. The chair meets with the auditors at the beginning and end of the audit process and
- 1612 report to the Finance and Audit committee.
- 1613 b. The Finance and Audit Committee meets semi-annually to review:
- 1614 1. the audit report and management letters produced by the
- 1615 auditors
- 1616 2. the internal financial policy and procedures
- 1617 3. the financial position of this Association
- 1618 4. all contracts
- 1619 5. the current financial trends report
- 1620 c. The Finance and Audit committee will submit written reports and recommendations to
- 1621 the Texas Dental Association Board as needed.
- 1622 d. The Finance and Audit Committee shall be responsible for recommending to the TDA
- 1623 Board of Directors an audit firm to perform the annual audit of the TDA, its affiliates
- 1624 and subsidiaries. The selection of an audit firm shall be approved by the TDA Board
- 1625 of Directors. Commencing in 2010 an audit firm shall be contracted to perform the
- 1626 annual audit for a one year period and for no more than five consecutive years with the
- 1627 right of TDA to change auditors at any time. The TDA Board of Directors is
- 1628 ultimately responsible for the acceptance and approval of the annual audit. (Ref.
- 1629 Resolution 55-2010-BS-H)

1630  
1631 The Finance and Audit Committee will conduct oversight of the administration of any  
1632 TDA retirement plan that may be in existence, including the TDA 401(k) Plan and the  
1633 TDA Pension Plan. The oversight shall be coordinated with the Assets Oversight  
1634 Committee and the Pension Plan Task Force.

1635  
1636 **BACKGROUND STATEMENT**

1637 It is necessary to identify individuals who are authorized to sign on matters relating to reserve  
1638 division investment accounts on behalf of the Texas Dental Association; therefore, be it

1639  
1640 **39-2016-B**

1641 Resolved, that it is the policy of the Texas Dental Association (TDA) Board of Directors that the  
1642 TDA President, TDA President-elect, TDA Secretary-Treasurer, and TDA Executive Director are  
1643 authorized to sign on TDA reserve division investment accounts on behalf of TDA.

1644  
1645 ESTIMATED FINANCIAL IMPACT: None

1646  
1647 **BACKGROUND STATEMENT**

1648 With the 2015 election of the TDA Secretary-Treasurer, it is necessary for TDA to make a change  
1649 to the associated authorized individual for Charles Schwab & Co., Inc. investments through Bland  
1650 Garvey Wealth. Although the Texas Dental Association allows for a change in authorized  
1651 signatures on accounts when there is a change in an elected position, it is prudent to adopt the  
1652 financial resolution required of the associated financial institution. Schwab requires that the new  
1653 authorized individual must submit a copy of the organizational document (i.e., corporate  
1654 resolution, board resolution, or board meeting minutes) as proof of appointment to transact on  
1655 behalf of the organization; therefore, be it

1656  
1657 **40-2016-B**

1658 Resolved, that the following “Required Certificate of Authority and Resolution” statement for the  
1659 new authorized individual signature of Dr. Cody C. Graves, TDA Secretary-Treasurer, be  
1660 approved:

- 1661  
1662 1. Each individual whose signature appears in Section 6 (each, an Authorized Individual) is  
1663 authorized to (1) provide tax certifications; 2) establish, maintain and operate an account(s)  
1664 with Schwab on behalf of the Organization and to bind the Organization to the Application  
1665 Agreement and all incorporated agreements and disclosures, including, but not limited to, the  
1666 Schwab One Account Agreement and the applicable Charles Schwab Pricing Guide, each as  
1667 amended from time to time (the “Agreement and Disclosures”); and (3) designate persons to  
1668 operate such account(s).
- 1669 2. Each Authorized Individual is authorized to act individually, independently and without the  
1670 consent of the owner, members, manager, partner, officer or director of the Organization.  
1671 Notice sent to any Authorized Individual will constitute notice to the Organization. Nothing in  
1672 the organizational documents, resolutions, agreements and laws governing the Organization  
1673 imposes any obligation upon Schwab for determining the purpose or propriety (i) of any  
1674 instructions received from any Authorized Individual or (ii) of payments or deliveries to or  
1675 among Authorized Individuals.
- 1676 3. In the exercise of such authority each Authorized Individual is empowered, on behalf of the  
1677 Organization, to use or acquire any service offered by Schwab and its affiliates and to execute

1678 and deliver any and all documents, in the name of and on behalf of the Organization as may be  
1679 requested or required by Schwab. This authority includes the power to open, now or in the  
1680 future, one or more accounts, and with respect to each account, to execute, on behalf of the  
1681 Organization, any and all forms and agreements, including but not limited to agreements to  
1682 arbitrate controversies, and to deal and transact with Schwab in connection with the accounts,  
1683 including the authority to (i), obtain and terminate all such services as Schwab (or its affiliates  
1684 or third-party service providers) may offer in connection with the accounts (including without  
1685 limitation any margin lending or Internet-based online services) and to execute on behalf of  
1686 the Organization such documents and agreements as required by Schwab in connection with  
1687 such services; (ii) appoint one or more individuals to act on behalf of the Organization as an  
1688 Authorized Individual with regard to the Organization’s Accounts with authority as described  
1689 herein or in such forms and to deliver to Schwab any change form for an Authorized  
1690 Individual, Power of Attorney, or other document to effect or evidence such appointment; and  
1691 (iii) terminate any authorized Individual’s authority to act on the accounts. This authority also  
1692 includes the power to instruct the transfer of funds, securities and other assets, including, but  
1693 not limited to, the entire account, by wire, check or otherwise from the account to or for the  
1694 account of any other person, including the Authorized Individual giving the instruction,  
1695 without limit as to amount and without inquiry. This authority also includes the power to (i)  
1696 give written, oral or electronic instructions to Schwab to buy or sell stocks, bonds, options  
1697 and/or other securities, commodities and commodity futures, and other property, whether for  
1698 immediate or future delivery; and (ii) to secure payment with property of the Organization,  
1699 including, but not limited to, stocks, bonds, options, and/or other securities.

1700 4. The authority thereby conferred is not inconsistent or in conflict with any organizational  
1701 documents, resolutions, agreements, or other applicable constituent documents or laws  
1702 governing the Organization and is within the Organization’s power and authority and  
1703 agreements and laws governing the Organization.

1704 5. In case of the death or withdrawal of any one of the partners or members or in case of the  
1705 termination or dissolution of the Organization, each of the undersigned agrees to notify  
1706 Schwab promptly in writing, and to execute any supplementary authorization that Schwab may  
1707 require in such an event. If Schwab is not notified in writing, Schwab is authorized to  
1708 continue to receive orders for the Accounts(s) that may be given to Schwab by any one of the  
1709 Authorized Individuals then surviving.

1710  
1711 ESTIMATED FINANCIAL IMPACT: None  
1712

1713 **BACKGROUND STATEMENT**

1714 The Texas Higher Educating Coordinating Board (THECB) published a new rule—Chapter 21,  
1715 Subchapter R, §§21.560–21.566, concerning the Dental Education Loan Repayment Program  
1716 (DELRP)—in the July 31, 2015, issue of the Texas Register for 30-day public comment. Texas  
1717 Dental Association (TDA) staff and the Council on Dental Education, Trade & Ancillaries  
1718 reviewed the draft rule and prepared the attached comment letter for TDA Board of Directors  
1719 approval prior to submission to the THECB; therefore be it,  
1720

1721 **42-2016-B**

1722 **Submitted by Council on Dental Education, Trade and Ancillaries**

1723 Resolved, that, consistent with Policy 72-2008-RCDS-H, the Texas Dental Association approve  
1724 and submit to the Texas Higher Education Coordinating Board the policy paper providing  
1725 comment on the proposed new rule—Chapter 21, Subchapter R, §§21.560–21.566, concerning the



1726 Dental Education Loan Repayment Program as published in the July 31, 2015, issue of the Texas  
1727 Register.

1728  
1729 ESTIMATED FINANCIAL IMPACT: None

1730  
1731 BACKGROUND STATEMENT

1732 The Texas State Board of Dental Examiners (TSBDE) held a stakeholder meeting on August 7,  
1733 2015, to discuss possible rule amendments to 22 Texas Administrative Code §108.54, *Advertising*  
1734 *of Specialties*.

1735  
1736 The specialty advertising rule addresses which areas of dental practice may be considered  
1737 “specialty areas” of dental practice for the purposes of advertising, and the qualifying criteria a  
1738 dentist must meet in order to advertise as specialist in one of the specialty areas. The TSBDE is  
1739 considering amending the rule to permit the advertising of areas of dental practice not recognized  
1740 as “specialty areas” by the current rule.

1741  
1742 As a valued stakeholder, the TSBDE asked the Texas Dental Association (TDA) to review and  
1743 informally comment on the stakeholder discussion questions disseminated during the August 7,  
1744 2015, stakeholder meeting. TDA staff and the Council on Dental Education, Trade & Ancillaries  
1745 reviewed the discussion questions and prepared responses for TDA Board of Directors approval  
1746 prior to submission to the TSBDE; therefore be it,

1747  
1748 **43-2016-B**  
1749 **Submitted by Council on Dental Education, Trade and Ancillaries**  
1750 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of  
1751 Dental Examiners responses to the document titled, “Discussion Questions-Stakeholder Meeting  
1752 22 TEX. ADMIN. CODE 108.54; August 7, 2015.”

1753  
1754 ESTIMATED FINANCIAL IMPACT: None

1755  
1756 BACKGROUND STATEMENT

1757 The TDA Pension Plan (Pension Plan) has existed since 1978. Since 1978, the Pension Plan  
1758 periodically has been amended and restated, as required by law, to comply with changes in tax and  
1759 other laws applicable to the Pension Plan. Currently, the Pension Plan must be amended and  
1760 restated to comply with requirements of the Pension Protection Act of 2006; therefore, be it

1761  
1762 **49-2016-B**  
1763 Resolved, that the Texas Dental Association (TDA) Board of Directors hereby adopts the  
1764 amended and restated Texas Dental Association Pension Plan, a copy of which is attached as  
1765 Exhibit A; and be it further

1766  
1767 Resolved, that the TDA Board of Directors hereby authorizes and directs the Executive Director  
1768 of the TDA to execute the amended and restated Pension Plan on behalf of the TDA and deliver a  
1769 copy of the executed amended and restated Pension Plan to the Sole Trustee of the Pension Plan  
1770 for his signature; and be it further

1771  
1772 Resolved, that the Executive Director of the TDA and the Sole Trustee of the Pension Plan are  
1773 hereby authorized to take any and all actions necessary to effectuate the foregoing resolutions.

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ESTIMATED FINANCIAL IMPACT: None

**50-2016-B**

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

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

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

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

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

ESTIMATED FINANCIAL IMPACT: None

**BACKGROUND STATEMENT**

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

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

1822 **70-2016-H**  
1823 Submitted by: Communications Committee  
1824 Resolved, that the Texas Dental Association *Comprehensive Communications Plan* be approved.  
1825

1826 ESTIMATED FINANCIAL IMPACT: None  
1827

1828 **BACKGROUND STATEMENT**

1829 The TDA Communications Committee proposed a *Comprehensive Communications Plan* to the  
1830 November 2015 TDA Board of Directors. A primary component of the plan, and a specific  
1831 presidential charge to the Communications Committee, is messaging to the public that is specific  
1832 to dental health education and to the improvement of the image of dentistry, particularly TDA  
1833 dentists. To that end, the Committee proposes a regionally-based TDA public awareness media  
1834 campaign as a pilot program. This pilot program, methodically planned and executed, would  
1835 serve as a first step in our efforts to expand TDA messaging to the public. It would also enable  
1836 the TDA to gain valuable information about the potential benefit of a more widespread campaign.  
1837 The pilot program may involve the following media venues:

- 1838 • Development, implementation and optimization of a free-standing patient-/consumer-  
1839 focused website, possibly with stand-alone domain name(s)
- 1840 • Regionally targeted print advertising
- 1841 • Regionally targeted steaming radio
- 1842 • Regionally targeted conventional radio advertising

1843 The Committee and staff will research the most efficacious way to utilize any requested funding.  
1844 Therefore, be it  
1845

1846 **71-2016-B**

1847 Submitted by: Communications Committee  
1848 Resolved, that the Texas Dental Association Public Awareness Pilot Program be approved in  
1849 accordance with the approved *TDA Comprehensive Communications Plan*.  
1850

1851 ESTIMATED FINANCIAL IMPACT: \$30,000  
1852

1853 **BACKGROUND STATEMENT**

1854 The Texas Dental Association 401(k) Profit Sharing Plan has existed since the effective date of  
1855 April 1, 2013. The TDA 401(k) Plan must be amended and restated, as required by law; therefore,  
1856 be it  
1857

1858 **72-2016-B**

1859 Resolved, that the Texas Dental Association 401(k) Plan be amended and restated in the form  
1860 attached hereto, and be it further  
1861

1862 Resolved, that the Texas Dental Association Executive Director and/or appropriate officers of the  
1863 Texas Dental Association be authorized and directed to execute the TDA 401(k) Plan on behalf of  
1864 TDA, and be it further  
1865

1866 Resolved, that Charles Schwab Bank is hereby retained as the Trustee of the Texas Dental  
1867 Association 401(k) Plan, and be it further  
1868

1869 Resolved, that the Executive Director and/or officers of the Texas Dental Association be  
1870 authorized and directed to take any and all actions and execute and deliver such documents as they  
1871 may deem necessary, appropriate, or convenient to effect the foregoing resolutions including,  
1872 without limitation, causing to be prepared and filed such reports, documents, or other information  
1873 as may be required under applicable law.

1874  
1875 ESTIMATED FINANCIAL IMPACT: None

1876  
1877 **BACKGROUND STATEMENT**

1878 Chapter VII, FINANCES, Section 50, Relief Fund, Subsection A clarifies that “*all money,*  
1879 *property or securities received from any source by the Fund shall be placed in a separate account*  
1880 *to be known as the Texas Dental Association Relief Fund, to be supervised, administered and*  
1881 *prudently invested by the Board of Directors.*” Except for \$1,000, restricted by explicit donor  
1882 stipulation, the Relief Fund remaining net assets are unrestricted and therefore are not subject to  
1883 donor-imposed stipulations.

1884  
1885 In the wake of the resulting destruction of the Saturday evening tornadoes in North Texas on  
1886 December 26, 2015, basic information on ADA Foundation (ADAF) Disaster relief was provided  
1887 to members. Unlike the ADAF, the Texas Dental Association does not currently have a program  
1888 for immediate assistance.

1889  
1890 One authorized purpose of the Relief Fund is to provide assistance to TDA members; however,  
1891 there is not a formal application or funding program for disaster assistance. Currently, the Relief  
1892 Fund supports other charitable organizations delivering dental services. The Directors of the TDA  
1893 Board comprise the TDA Relief Fund Work Group and review applications from 501(c)(3)  
1894 organizations to receive contributions from the Relief Fund account. Board policy could be  
1895 amended to address natural disaster relief, and use the existing work group as the means to  
1896 distribute funds; therefore, be it

1897  
1898 **74-2016-H**

1899 Resolved, that the Texas Dental Association (TDA) Board of Directors authorize the TDA Relief  
1900 Fund Work Group to develop a program to distribute up to \$1,500 from the TDA Relief Fund per  
1901 single disaster in a 12 month period, per member contingent on gubernatorial declaration of a  
1902 disaster, available funds, and equal and fixed amounts per recipient, and be it further

1903  
1904 Resolved, that the program, as a condition of allocating the disaster relief funds, must require  
1905 component societies to submit to the Texas Dental Association (TDA) the names of at least three  
1906 component society members who may verify the disaster conditions, and agree to communicate  
1907 the imposed deadlines to members for making application, and list criteria used to review requests  
1908 including, but not limited to:

- 1909 • TDA membership status
- 1910 • Statement of need for immediate assistance for food, clothing, shelter

1911  
1912 and be it further

1913  
1914 Resolved, that names and addresses of recipients of disaster relief funds be provided to the TDA  
1915 Finance Department for purposes of remitting payments in accordance with applicable Internal  
1916 Revenue Service Code.

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ESTIMATED FINANCIAL IMPACT:

TDA Relief Fund balance will be reduced in the event disaster relief is granted

BACKGROUND STATEMENT

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

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

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

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

**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.

1965 Other duties

1966  
1967 a. To perform such other duties as may be requested by the Board of Directors or the  
1968 House of Delegates.

1969 If approved, the section will read:

1970

1971 Duties: Duties shall include, but not be limited to:

1972

1973 a. Advise, guide and work with the assigned staff person to oversee the day-to-day  
1974 operations of the TDA building including all maintenance and repairs.

1975

1976 b. Prepare a Building Committee budget and present it to the Budget Committee for each  
1977 fiscal year.

1978

1979 c. Report to the TDA Board of Directors annually, or as necessary, with appropriate  
1980 current information regarding the building condition, occupancy, and any apparent  
1981 future needs.

1982

1983 Other duties:

1984

1985 a. To perform such other duties as may be requested by the Board of Directors or the  
1986 House of Delegates.

1987

1988 ESTIMATED FINANCIAL IMPACT: None

1989

1990 BACKGROUND STATEMENT

1991 The 2013 TDA Board of Directors approved resolution 102-2013-B which added the  
1992 reimbursement of hotel expenses for up to two members of the TDA House Standing Committee  
1993 on Constitution and Bylaws to attend and support the House of Delegates. To further support the  
1994 Reference Committees and Speaker of the TDA House of Delegates, all members of the Council  
1995 on Constitution and Bylaws should attend; therefore, be it

1996

1997 **91-2016-B ( )**

1998 **Submitted by: Council on Constitution and Bylaws**

1999 Resolved, that members of the Texas Dental Association Board, the editor, the parliamentarian,  
2000 the speaker of the house, and the members of the House Standing Committee on Constitution and  
2001 Bylaws, be reimbursed at the lesser of the approved headquarters hotel rate or their actual hotel  
2002 expenses (room and taxes only), during their attendance at the TDA House of Delegates,  
2003 providing they are not otherwise reimbursed, and be it further

2004

2005 Resolved, that Resolution 102-2013-B which reads:

2006

2007 *102-2013-B*

2008 *Resolved, that members of the Texas Dental Association Board, the editor, the*  
2009 *Parliamentarian, Speaker of the House, and up to two members of the House Standing*  
2010 *Committee on Constitution and Bylaws, be reimbursed at the lesser of the approved*  
2011 *headquarters hotel rate or their actual hotel expenses (room and taxes only), during their*  
2012 *attendance at the House of Delegates, providing they are not otherwise reimbursed, and be*

2013 *it further*

2014

2015 Resolved, that Resolution 97-2001-BS2 be rescinded, and be it further

2016

2017 Resolved, that Resolution 97-2001-H be rescinded.

2018

2019 be rescinded.

2020

2021 ESTIMATED FINANCIAL IMPACT: \$ 768 (2016 Contingency: 1 additional

2022 council member)

2023 (Budgeted: Board, Editor, Parliamentarian, Speaker,

2024 two members of the House Standing Committee on

2025 Constitution and Bylaws)

2026 \$1,536 (2017 Contingency: 2 additional council

2027 members)

2028 (Budgeted: Board, Editor, Parliamentarian,

2029 Speaker, two members of the House Standing

2030 Committee on Constitution and Bylaws)

2031

2032 BACKGROUND STATEMENT

2033 The Texas State Board of Dental Examiners (TSBDE) published an amended rule—22 Texas

2034 Administrative Code §108.12, concerning the *Dental Treatment of Obstructive Sleep Apnea*—in

2035 the March 18, 2016, issue of the Texas Register for 30-day public comment. Texas Dental

2036 Association (TDA) staff and the Council on Dental Education, Trade & Ancillaries reviewed the

2037 amended rule and prepared the attached comment letter for TDA Board of Directors approval

2038 prior to submission to the TSBDE; therefore be it,

2039

2040 **93-2016-B**

2041 **Submitted by: Council on Dental Education, Trade and Ancillaries**

2042 Resolved, that, consistent with Policy 88-2015-H, the Texas Dental Association approve and

2043 submit to the Texas State Board of Dental Examiners the policy paper providing comment on the

2044 proposed amended rule—22 Texas Administrative Code §108.12, *Dental Treatment of*

2045 *Obstructive Sleep Apnea* as published in the March 18, 2016, issue of the *Texas Register*.

2046

2047 ESTIMATED FINANCIAL IMPACT: None

2048

2049 BACKGROUND STATEMENT

2050 The Texas State Board of Dental Examiners (TSBDE) published new and amended rules

2051 concerning the dental board’s investigation and enforcement processes in the March 18, 2016,

2052 issue of the *Texas Register* for 30-day public comment. Texas Dental Association (TDA) staff and

2053 legal counsel reviewed the draft rules and prepared the attached comment letter for TDA Board

2054 approval prior to submission to the TSBDE; therefore be it,

2055

2056 **96-2016-B**

2057 **Submitted by: Council on Legislative and Regulatory Affairs**

2058 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of

2059 Dental Examiners an information paper (ie, comment letter) to the proposed new and amended

2060 rules found at 22 Texas Administrative Code §107.69, concerning temporary suspensions in an

2061 emergency; §§107.100, 107.101, 107.102, 107.103, 107.104, 107.105, 107.106, 107.107, 107.108,  
2062 107.109, concerning procedures for investigating complaints; §§107.200, 107.201, 107.202, and  
2063 107.205, disposition of complaints; and §107.300, concerning the compliance program as  
2064 published in the March 18, 2016, issue of the *Texas Register*.

2065  
2066 ESTIMATED FINANCIAL IMPACT: None

2067  
2068 **BACKGROUND STATEMENT**

2069 The Health and Human Services Commission (HHSC) published a new rule—1 Texas  
2070 Administrative Code §371.35, concerning *Use of Statistical Sampling and Extrapolation*—in the  
2071 March 4, 2016, issue of the *Texas Register* for 30-day public comment.

2072  
2073 Texas Dental Association (TDA) staff and the Committee on Access, Medicaid & CHIP reviewed  
2074 the new proposed rule and prepared the attached comment letter for TDA Board of Directors  
2075 approval prior to submission to the HHSC; therefore be it,

2076  
2077 **98-2016-B**

2078 **Submitted by: Committee on Access, Medicaid & CHIP**

2079 Resolved, that, consistent with Policy 141-2000-H, the Texas Dental Association approve and  
2080 submit to the Health and Human Services Commission the policy paper providing comment on the  
2081 proposed new rule—1 Texas Administrative Code §371.35, concerning *Use of Statistical*  
2082 *Sampling and Extrapolation* as published in the March 4, 2016, issue of the *Texas Register*.

2083  
2084 ESTIMATED FINANCIAL IMPACT: None

2085  
2086 **103-2016-B**

2087 **Submitted by: Editor**

2088 Resolved, that the Texas Dental Journal be distributed electronically to senior students at the three  
2089 Texas dental schools, and that printing copies for the senior students be ceased.

2090  
2091 ESTIMATED FINANCIAL IMPACT: \$5,000 savings

2092  
2093 **104-2016-B ( )**

2094 **Submitted by: TDA Sunset Review Committee**

2095 Resolved, that the Texas Dental Association (TDA) Council on Dental Economics be continued  
2096 with the provision that the TDA President appoint a task force to review and redefine the duties of  
2097 the council with a report back to the August 2016 TDA Board of Directors meeting.

2098  
2099 ESTIMATED FINANCIAL IMPACT: None

2100  
2101 **106-2016-B ( )**

2102 Resolved, that the Texas Dental Association (TDA) President, or their designee, may act on behalf  
2103 of the TDA in any Texas Medical Liability Insurance Underwriting Association (Texas JUA)  
2104 meetings by participating as a voting or ex-officio advisory Board member, or in any other  
2105 function that requires an action to be taken on behalf of TDA.

2106  
2107 ESTIMATED FINANCIAL IMPACT: \$450 (Budgeted: President’s Travel Line Item)

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BACKGROUND STATEMENT

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

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

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

Considerations for revisions in the Membership Application Form include:

- Requesting the status of applicant’s dental licenses from all states; whether currently active, inactive, or subject to any imposed condition, probation, suspension, investigation or inquiry, or revocation,
- Requesting disclosure of any past adjudicated disciplinary action taken by any state dental licensing agency, including any imposed condition, probation, suspension, or revocation of a dental license held by the applicant,
- Requesting disclosure of any felony conviction of the applicant,
- Revising or deleting parts of the last paragraph of the Membership Application Form that read “I certify that I have received a copy of the Constitution and Bylaws, Principles and Ethics and the Code of Professional Conduct of the American Dental Association, Texas Dental Association, and Component Society and agree to abide by the tenets of these documents. I understand that failure to abide by such can result in disciplinary action. I am aware that if my application is not approved, or in the future my membership is rescinded, I can appeal the action,” for the following reasons:
  - The Constitution and Bylaws of the ADA, TDA, and components societies should only be available to members; not non-member applicants,
  - Most applicants are not being supplied with the Principles of Ethics and Code of Professional Conduct of the ADA, TDA, and component society to which they are applying. It may be better to provide links in the Membership Application Form to these documents and ask the applicant to certify that he or she has read the documents and agrees to their tenets. Or, it may be beneficial to summarize the Principles of Ethics and Codes of Professional Conduct of the ADA and TDA in the Membership Application Form and ask applicants to agree to each,
  - It may be unnecessary to state that if the application is denied, the applicant can appeal the action,
  - It may be unnecessary to state that if the applicant’s future membership is rescinded, the member can appeal the action,

- 2156 • Working with the appropriate council or committee of the ADA to develop  
2157 a common Association-wide application form.  
2158 • Reviewing the proposed changes to the Membership Application Form with legal  
2159 counsel.

2160  
2161 Therefore, be it

2162 **118-2016-H (HOUSE MANDATE)**

2163 **Submitted by: Dr. Marshal Goldberg (District 5)**

2164 Resolved, that the President of the Texas Dental Association (TDA) will appoint the appropriate  
2165 council or committee to review and revise the Membership Application Form of the TDA so that  
2166 the Membership Application Form will allow proper vetting of applicants and be consistent with  
2167 current practices of the TDA, and be it further

2168  
2169  
2170 Resolved, that the appointed council or committee will submit the revised Membership  
2171 Application Form to the TDA Board of Directors for approval prior to their Spring 2017 meeting.

2172  
2173 FINANCIAL IMPLICATION: NONE

2174  
2175 BACKGROUND STATEMENT

2176 Any member of the House of Delegates (HOD) may request a vote by secret ballot. Voting by  
2177 ballot is a time-consuming process and thus should be considered carefully. A request for vote by  
2178 ballot must be approved by the HOD, and a vote by voting card is taken to determine if the request  
2179 for vote by ballot will be granted. A problem arises in that one's vote by voting card is open for  
2180 all to see and may disclose the way a member of the House will be voting on the main motion.  
2181 This defeats the intent of voting by secret ballot.

2182  
2183 Electronic voting is utilized by the House of Delegates of the American Dental Association.  
2184 Electronic voting is instantaneous and anonymous thus eliminating the problems associated with  
2185 voting by ballot.

2186  
2187 The Dallas County Dental Society believes that the Texas Dental Association (TDA) should  
2188 investigate the feasibility of instituting electronic voting for the 2017 House of Delegates,  
2189 therefore, be it

2190  
2191 **119-2016-H (HOUSE MANDATE)**

2192 **Submitted by: Dr. Marshal Goldberg (District 5)**

2193 Resolved, that the President of the Texas Dental Association will appoint the appropriate council  
2194 or committee to review the feasibility of instituting electronic voting for the 2017 House of  
2195 Delegates and be it further

2196  
2197 Resolved, that the appointed council or committee report its findings and recommendations to the  
2198 Board of Directors no later than December 31, 2016.

2199  
2200 FINANCIAL IMPLICATION: NONE

2201  
2202 BACKGROUND STATEMENT

2203 Based on the new schedule for the Annual Session, members of the TDA House of Delegates  
2204 should be sent a formal survey for feedback on the new format of the House; therefore, be it  
2205

2206 **2-2017-B ( )**

2207 Resolved, that TDA will survey all TDA Delegates and Alternate Delegates, who attended the  
2208 2016 TDA Annual Session, regarding the new format of the TDA House of Delegates and the  
2209 Texas Meeting.  
2210

2211 ESTIMATED FINANCIAL IMPACT: None  
2212

2213 BACKGROUND STATEMENT

2214 With the approval of Resolution 104-2016-B, originating from TDA Sunset Review Committee,  
2215 the TDA President is to appoint a task force to review and redefine the duties of the Council on  
2216 Dental Economics with a report back at the August 2016 TDA Board meeting; therefore, be it  
2217

2218 **12-2017-B ( )**

2219 Resolved, that a Task Force on the Council on Dental Economics be established to review and  
2220 redefine the Council's duties with a report back to the August 2016 TDA Board of Directors, and  
2221 be it further  
2222

2223 Resolved, that the Task Force on the Council on Dental Economics be composed of three  
2224 members to include Dr. Craig S. Armstrong, Dr. Joshua A. Austin, and Dr. Sarah Tevis Poteet,  
2225 with Dr. Craig S. Armstrong serving as Chair.  
2226

2227 ESTIMATED FINANCIAL IMPACT: \$150 (Contingency)  
2228

2229 **20-2017-B ( )**

2230 Resolved, that the TDA Financial Services, Inc. bylaws amendment concerning disposition of  
2231 TDA Financial Services, Inc. (FSI) Stock Shares be approved.  
2232

2233 ESTIMATED FINANCIAL IMPACT: None  
2234

2235 BACKGROUND STATEMENT

2236 Resolution 22-2015-B (BP) created a 401(k) Plan Committee, to which it delegated the  
2237 responsibilities related to the Texas Dental Association's 401(k) Plan for its employees. The  
2238 401(k) Plan Committee is composed of the Executive Director and two employees approved by  
2239 the TDA Board of Directors. The delegation of responsibilities under 22-2015-B (BP) is  
2240 extensive, and includes fiduciary responsibilities and all power, authority, and obligations of the  
2241 Association with regard to the 401(k) Plan. It is the recommendation of the Executive Director to  
2242 phase in the delegation of authority and allow for a designee to act in the place of an appointee if  
2243 necessary; therefore, the policy enacted by Resolution 22-2015-B (BP) needs to be revised by  
2244 adopting a new resolution and rescinding 22-2015-B (BP). Therefore, be it  
2245

2246 **21-2017-B ( )**

2247 Resolved, that the Texas Dental Association (TDA) Board of Directors, effective July 15, 2016,  
2248 hereby creates the TDA 401(k) Plan Committee, to be composed of the Executive Director and  
2249 two employees, selected by the Executive Director and approved by the TDA Board of Directors,

2250 with a third employee selected as alternate to serve in the place of an appointed employee if either  
2251 appointed employee is unwilling or unable to serve; and be it further

2252

2253 Resolved, that the duties of the 401(k) Plan Committee be as follows:

2254

- 2255 1. Meet at least once each calendar quarter with the 401(k) Plan's investment advisor and  
2256 third-party administrator to conduct oversight of the performance of the investment options  
2257 available to participants of the Plan and aggregate measures of contributions, withdrawals,  
2258 distributions, rollovers, and allocations for all Plan assets.
- 2259 2. Review of periodic compliance testing performed and related reports prepared by the third  
2260 party administrator or other applicable service providers.
- 2261 3. At the discretion of the Committee, present recommendations to the TDA Board of  
2262 Directors regarding the investment options or the service providers.
- 2263 4. A report or minutes of meetings shall be submitted to the TDA Board of Directors and  
2264 members of the Finance and Audit Committee.

2265

2266 and be it further

2267

2268 Resolved, that Policy 22-2015-B which reads:

2269

2270 *22-2015-B (BP)*

2271 *Submitted by: Pension Task Force*

2272 *Resolved, that the Texas Dental Association (TDA) hereby delegates its responsibilities*  
2273 *related to the 401(K) Plan, including but not limited to its fiduciary responsibilities, to the*  
2274 *401(K) Plan Committee, which will have all of the power, authority and obligations of the*  
2275 *Association regarding the 401(K) Plan. The 401(K) Plan Committee shall comply with*  
2276 *fiduciary responsibilities in maintaining tax-qualified status of the plan, compliance with*  
2277 *ERISA, and selection and monitoring of service providers with specific duties to be*  
2278 *decided upon by the 401(k) Plan Committee. The 401(K) Plan Committee shall consist of*  
2279 *the Executive Director of the Association and two employees of the Association to be*  
2280 *selected by the Executive Director and approved by the TDA Board of Directors, and shall*  
2281 *report to the TDA Board of Directors biannually at the April and November TDA Board*  
2282 *Meetings.*

2283

2284 be rescinded.

2285

2286 ESTIMATED FINANCIAL IMPACT: None

2287

#### 2288 BACKGROUND STATEMENT

2289 Board Policy 74-2015-B, approved at the November 2014 TDA Board meeting, added a new duty to  
2290 the Finance and Audit Committee to enable oversight of the 401(k) Plan for TDA employees and the  
2291 now terminated Pension Plan. With the established 401(k) Plan Committee comprised of TDA  
2292 employees to conduct oversight, the duties of the Finance and Audit Committee should be revised  
2293 accordingly while still providing for involvement as conditions warrant; therefore, be it

2294

2295 **23-2017-B ( )**

2296 Resolved, that the TDA Board Manual, Chapter VII-A, Standing Committees of the Board,  
2297 Subsection 7, Finance and Audit Committee Duty “e” which reads:

2298

2299 e. The Finance and Audit Committee will conduct oversight of any TDA retirement plan  
2300 that may be in existence, including the TDA 401(k) Plan and the TDA Pension Plan.  
2301

2302 be amended by addition and deletion as follows:  
2303

2304 e. The Finance and Audit Committee ~~will~~ may conduct oversight or make inquiry of the  
2305 administration of any TDA retirement plan that may be in existence, including the  
2306 TDA 401(k) Plan ~~and the TDA Pension Plan, if the Board has established and~~  
2307 appointed another plan or oversight committee to do the same. Upon direction of the  
2308 President or the Board, the Finance and Audit Committee shall assume the  
2309 responsibilities and duties of any plan or oversight committee. ~~The oversight shall be~~  
2310 ~~coordinated with the Assets Oversight Committee and the Pension Plan Task Force.~~  
2311

2312 so that, if approved, the “Duties” section will read:  
2313

- 2314 f. The chair meets with the auditors at the beginning and end of the audit process and  
2315 report to the Finance and Audit committee.
- 2316 g. The Finance and Audit Committee meets semi-annually to review:
- 2317 1. the audit report and management letters produced by the  
2318 auditors
  - 2319 2. the internal financial policy and procedures
  - 2320 3. the financial position of this Association
  - 2321 4. all contracts
  - 2322 5. the current financial trends report
- 2323 h. The Finance and Audit committee will submit written reports and recommendations to  
2324 the Texas Dental Association Board as needed.
- 2325 i. The Finance and Audit Committee shall be responsible for recommending to the TDA  
2326 Board of Directors an audit firm to perform the annual audit of the TDA, its affiliates  
2327 and subsidiaries. The selection of an audit firm shall be approved by the TDA Board  
2328 of Directors. Commencing in 2010 an audit firm shall be contracted to perform the  
2329 annual audit for a one year period and for no more than five consecutive years with the  
2330 right of TDA to change auditors at any time. The TDA Board of Directors is  
2331 ultimately responsible for the acceptance and approval of the annual audit. (Ref.  
2332 Resolution 55-2010-BS-H)
- 2333 j. The Finance and Audit Committee may conduct oversight or make inquiry of the  
2334 administration of any TDA retirement plan that may be in existence, including the  
2335 TDA 401(k) Plan, if the Board has established and appointed another plan or oversight  
2336 committee to do the same. Upon direction of the President or the Board, the Finance  
2337 and Audit Committee shall assume the responsibilities and duties of any plan or  
2338 oversight committee.  
2339

2340 ESTIMATED FINANCIAL IMPACT: None  
2341

#### 2342 BACKGROUND STATEMENT

2343 Alerus Financial, N.A. (“Alerus”), a national bank that provides financial services and retirement  
2344 benefits, acquired Alliance Benefit Group (ABG). ABG serves as the Texas Dental Association  
2345 401(k) Plan (the “Plan”) record keeper. In addition, Charles Schwab Bank (“Schwab”) serves as  
2346 the Directed Trustee and Custodian for the Plan. In addition to the change in the record keeping

2347 function, the Directed Trustee and Custodian for the Plan will change. Alerus will replace  
2348 Schwab as the primary Custodian and Directed Trustee.

2349  
2350 With respect to the change in the Custodian and Directed Trustee of the Texas Dental  
2351 Association 401(k) Plan, the following resolutions are hereby adopted. Therefore, be it  
2352

2353 **24-2017-B (\_\_\_)**

2354 Resolved, that after due consideration, the Board of Directors of the Texas Dental Association  
2355 hereby approves the removal of Charles Schwab Bank as the non-discretionary, Directed Trustee  
2356 of the Plan and the appointment of Alerus Financial, N.A. as the non-discretionary, Directed  
2357 Trustee of the Plan, to be effective as of July 15, 2016; and be it further  
2358

2359 Resolved, that the Board of Directors of the Texas Dental Association hereby approves the  
2360 removal of Charles Schwab Bank as the Custodian of the Plan and the appointment of Alerus  
2361 Financial, N.A. as the Custodian of the Plan, to be effective as of July 15, 2016; and be it further  
2362

2363 Resolved, that the Board of Directors of the Texas Dental Association hereby approves the  
2364 transfer of the record keeping services from ABG to Alerus, pursuant to the acquisition of ABG  
2365 by Alerus and Alerus' assumption of ABG's obligations to provide such services; and be it  
2366 further  
2367

2368 Resolved, that the Executive Director of the Texas Dental Association is hereby authorized and  
2369 directed to execute and deliver that certain Trust Agreement (Directed Trustee) between Texas  
2370 Dental Association and Alerus Financial, N.A., dated to be effective as of July 15, 2016, a copy of  
2371 which is attached hereto as Exhibit A, that certain Custodial Agency Agreement between  
2372 Texas Dental Association and Alerus Financial, N.A., dated July 15, 2016, a copy of which is  
2373 attached as Exhibit B, and execute and delivers any and all other documents and agreements,  
2374 and take any and all other actions, as he may deem necessary, appropriate or convenient to  
2375 effect the foregoing resolutions including, without limitation, causing to be prepared and filed  
2376 such reports, documents or other information as may be required under applicable law. And be  
2377 it further  
2378

2379 Resolved, that the afore-stated resolutions and directive constitute a formal record of action taken  
2380 by the governing body of Texas Dental Association (the "Association").  
2381

2382 ESTIMATED FINANCIAL IMPACT: None  
2383

2384 **BACKGROUND STATEMENT**

2385 The 2015 House of Delegates implemented a new, five-year strategic plan (Resolution 147-2015-  
2386 H). The "*TDA Strategic Plan 2020*" (Plan 2020) establishes goals and areas of work that will  
2387 guide decision-making and resource allocation. Consistent with the duties of the TDA Council on  
2388 Annual Session, there are areas where additional study and oversight are warranted to ensure the  
2389 Association's activities are aligned with the strategic plan; therefore, be it  
2390

2391 **25-2017-B (\_\_\_)**

2392 Resolved, that a Task Force on the Texas Meeting be established, composed of four members  
2393 including Dr. Richard B. Derksen (Dallas), Dr. Dean V. Hutto (Houston), Ms. Paula Lerash

2394 (Austin), Dr. John B. Mason (Corpus Christi), and Dr. Lisa B. Masters (San Antonio), with Dr.  
2395 Masters serving as Chair, and be it further.

2396  
2397 Resolved, that the task force is to evaluate the Texas Meeting in its current format and to  
2398 recommend changes and new concepts for consideration to the Texas Dental Association (TDA)  
2399 Board of Directors and the Council on Annual Session, and be it further

2400  
2401 Resolved, that in developing the recommendations, the task force should consider the multiple  
2402 aspects, including but not limited to length, timing, location, of the current Texas Meeting, its  
2403 relevancy, finances, membership meetings in general, and whether there are alternatives to the  
2404 current approach to fulfill the business purposes of providing professional development,  
2405 knowledge, and social benefits to members, and be it further

2406  
2407 Resolved, that the task force should propose concepts that start with membership needs as the  
2408 foundation to determining what the meeting or its successor programs could be, and identify  
2409 where collaboration with other existing dental meetings will be probable or preferable, and be it  
2410 further

2411  
2412 Resolved, that the task force report back to the TDA Board of Directors by the February 2017  
2413 TDA Board of Directors meeting.

2414  
2415 ESTIMATED FINANCIAL IMPACT: Contingency

2416  
2417 BACKGROUND STATEMENT

2418 The Council on Annual Session budget includes a stipend to the Texas Dental Assistants  
2419 Association for \$1,000. Because of the decline in attendance of the Texas Dental Association's  
2420 Meeting, this has resulted in a decrease in revenue for the Annual Session of the Texas Dental  
2421 Association. The Council on Annual Session recommends that we eliminate the stipend paid to  
2422 TDAA; therefore, be it

2423  
2424 **29-2017-B ( )**

2425 **Submitted by: Council on Annual Session**

2426 Resolved, that the stipend to the Texas Dental Assistants Association be eliminated from the  
2427 Council on Annual Session's budget, and be it further

2428  
2429 Resolved, that a \$1,000 stipend be paid to the Texas Dental Assistants Association using Non-  
2430 Budgeted Contingency funds from the 2017 Texas Dental Association Budget or paid using funds  
2431 from the Reserve Division, and be it further

2432  
2433 Resolved, that Resolution 96-2011-H which reads:

2434  
2435 *96-2011-H (BP)*  
2436 *Submitted by: Council on Annual Session*  
2437 *Resolved, that the \$750 stipend paid to the Texas Dental Assistants Association (TDAA) be*  
2438 *increased in the amount of \$250, beginning with the 2012 stipend payment, for a total*  
2439 *annual stipend of \$1000. In addition, the TDAA will be given a complimentary 6'*  
2440 *educational table in the Texas Meeting registration area to promote the TDAA programs*  
2441 *and activities (\$75 annual fee).*

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be rescinded.

ESTIMATED FINANCIAL IMPACT: \$1,000 Reduction

**BACKGROUND STATEMENT**

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

**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 Texas Dental Assistants 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.



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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.

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.~~

- 2539 ~~ba.~~ To monitor community water fluoridation issues, research and trends relevant to ~~in~~ the State  
2540 of Texas and community oral health in general.  
2541 ~~eb.~~ To act as a clearinghouse for information and research on fluoride, related advocacy  
2542 strategies, and resources for TDA component societies, member dentists, and patients by  
2543 designating material for distribution using available publications and electronic media. To the  
2544 extent possible, material published by the American Dental Association shall be utilized. ~~provide~~  
2545 ~~reports to the Board and the American Dental Association as needed regarding fluoridation issues~~  
2546 ~~and activities.~~  
2547 ~~ed.~~ To present at local component societies, at the request of the component society, on the issue  
2548 of fluoridation and available resources. ~~provide written and/or oral testimony before municipal~~  
2549 ~~authorities regarding fluoridation.~~  
2550 ~~ed.~~ To act otherwise on ~~regarding~~ fluoridation issues as directed by the Board.

2551  
2552 so that, if approved, the section will read:

- 2553  
2554 a. To monitor community water fluoridation issues, research and trends relevant to the State of  
2555 Texas and community oral health in general.  
2556 b. To act as a clearinghouse for information and research on fluoride, related advocacy strategies,  
2557 and resources for TDA component societies, member dentists, and patients by designating  
2558 material for distribution using available publications and electronic media. To the extent possible,  
2559 material published by the American Dental Association shall be utilized.  
2560 c. To present at local component societies, at the request of the component society, on the issue  
2561 of fluoridation and available resources.  
2562 d. To act otherwise on fluoridation issues as directed by the Board.

2563  
2564 ESTIMATED FINANCIAL IMPACT: To Be Determined

2565  
2566 BACKGROUND STATEMENT

2567 The 85<sup>th</sup> Session of the Texas Legislature convenes on January 10, 2017, and the Texas Dental Association  
2568 (TDA) will once again focus its efforts on protecting the dental profession, dentists, and dental patients.  
2569 TDA's Council on Legislative & Regulatory Affairs (CLRA) works with the legislature, the Texas State Board  
2570 of Dental Examiners, and other regulatory entities to represent organized dentistry and implement  
2571 policies as adopted by the TDA House of Delegates. The TDA legislative team (TDA Department of  
2572 Legislative & Regulatory staff and legislative consultants) works alongside CLRA and TDA leadership to  
2573 assist with achieving the goals.

2574  
2575 The TDA's legislative agenda, as approved by the TDA's Board of Directors, highlight's the Association's  
2576 legislative direction for the 85<sup>th</sup> Texas Legislature and includes current over-arching issues in the legislative  
2577 and regulatory arenas; therefore be it,

2578  
2579 **37-2017-( )**

2580 **Submitted by: Council on Legislative & Regulatory Affairs**

2581 **Strategic Plan Goal: Advocacy**

2582 Resolved, the Texas Dental Association Board of Directors approve the legislative agenda prepared by the  
2583 Council on Legislative & Regulatory Affairs for use during the 85<sup>th</sup> Texas Legislature in 2017.

2584  
2585 ESTIMATED FINANCIAL IMPACT: None

2586  
2587 BACKGROUND STATEMENT

2588 As of September 30, 2016, the current Reserve Savings Account balance at cost value is \$1,014,253.84.

2589

2590 As of October 28, 2016, the current, reconciled balance of Operations Checking is \$665,494.34.

2591  
2592 Cash flow projections as of September 30, 2016 indicate a possible need to transfer funds from the  
2593 Reserve Savings Account to Operations Checking in order to cover estimated operating expenses for the  
2594 remainder of the year. This action will be contingent on final expenses as of the close of the 2016 fiscal  
2595 year. Note that cash is reconciled on a daily basis, and cash need projections change daily as accrued  
2596 invoices are due or adjusted.

2597  
2598 In the event actual payments will exceed the projected balance in Operations Checking, the transfer will  
2599 need to occur; therefore, be it

2600  
2601 **39-2017-B ( )**  
2602 Resolved, that the Secretary-Treasurer be authorized to withdraw up to \$75,000 from the Texas Dental  
2603 Association (TDA) Reserve Division for the sole purpose of deposit into the TDA Operations Checking  
2604 Account, effective December 1, 2016 and expiring January 31, 2017.

2605  
2606 ESTIMATED FINANCIAL IMPACT: The Reserve Division balance will be reduced,  
2607 while the Operations Checking account balance  
2608 will be increased should a transfer be made.

2609 BACKGROUND STATEMENT  
2610 At their September 2, 2016 meeting, the TDA Council on Membership reviewed a current membership  
2611 trend analysis and compared it to three different tiered dues pricing constructs: modified, cost-based and  
2612 simple rate. All tiered dues scenarios focus on providing a bare-bones membership to new dentists (under  
2613 5 years out of dental school), and a longer discounted rate to dentists 5-10 years in the profession while  
2614 continuing to provide full benefits to members over 10 years in the profession.

2615  
2616 After reviewing the different concepts presented, the Council feels that the Texas Dental Association  
2617 Board of Directors, along with the TDA Secretary-Treasurer and Budget Committee, should consider the  
2618 feasibility of a pilot program that would allow for a modified tiered dues structure; therefore be it

2619  
2620 **41-2017-B ( )**  
2621 **Submitted by: Council on Membership**  
2622 Resolved, that a program be developed by Texas Dental Association staff which would allow for tiered  
2623 dues pricing in an effort to increase membership growth and retention with a completion date for  
2624 program development by April, 2017.

2625  
2626 ESTIMATED FINANCIAL IMPACT: None

2627  
2628 BACKGROUND STATEMENT  
2629 In November 2015, the Texas Dental Association (TDA) Board of Directors approved Resolution 71-2016-B  
2630 authorizing the Communications Committee's *Comprehensive Communications Plan* which included  
2631 messaging to the public that is specific to dental health education and to the improvement of the image of  
2632 dentistry, particularly TDA dentists. The estimated financial impact was \$30,000 for various media venues.  
2633 Therefore, be it

2634  
2635 **45-2017-B ( )**  
2636 **Submitted by: Budget Committee**  
2637 Resolved, that the Texas Dental Association allocate costs for the Public Awareness Pilot Program  
2638 approved in accordance with the approved *TDA Comprehensive Communications Plan* from Non Budgeted  
2639 Contingency in the 2016 Budget.

2640

2641 ESTIMATED FINANCIAL IMPACT: \$ 18,090 (2016 Contingency)

2642

2643 BACKGROUND STATEMENT

2644 The Texas State Board of Dental Examiners (TSBDE) published amendments to rules 22 Texas  
2645 Administrative Code §§110.1, concerning definitions; 110.2, concerning sedation/anesthesia permits;  
2646 110.3, concerning nitrous sedation; 110.4, concerning minimal sedation; 110.5, concerning moderate  
2647 sedation; 110.6, concerning deep sedation; 110.9, concerning permit renewal; and new rule 110.11,  
2648 concerning pediatric patients in the December 16, 2016, issue of the Texas Register for 30-day public  
2649 comment. Texas Dental Association (TDA) staff and the Council on Dental Education, Trade & Ancillaries  
2650 reviewed the rule proposals and prepared the attached comment letter for TDA Board of Directors  
2651 approval prior to submission to the TSBDE; therefore be it,

2652

2653 **51-2017-B ( )**

2654 **Submitted by: Council on Dental Education, Trade & Ancillaries**

2655 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of Dental  
2656 Examiners the information paper providing comment on the proposed rule amendments to 22 Texas  
2657 Administrative Code §§110.1, concerning definitions; 110.2, concerning sedation/anesthesia permits;  
2658 110.3, concerning nitrous sedation; 110.4, concerning minimal sedation; 110.5, concerning moderate  
2659 sedation; 110.6, concerning deep sedation; 110.9, concerning permit renewal; and new rule 110.11,  
2660 concerning pediatric patients, as published in the December 16, 2016, issue of the *Texas Register*.

2661

2662 ESTIMATED FINANCIAL IMPACT: None

2663