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**TEXAS DENTAL ASSOCIATION
BOARD OF DIRECTORS**

BOARD POLICY MANUAL

(Revised March 2014 – Updated December 2016 & May 2017)

I. COMPOSITION

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

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

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

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

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

II. BOARD OF DIRECTORS

A. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

PRESIDENT

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

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

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

2. Other duties

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

PRESIDENT-ELECT

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

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

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

- a. To preside in the absence of the President.
- 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*.

103 **2. Other duties**

- 104
- 105 a. To serve as a member of the Future Focus Committee
- 106 b. To recommend nominees of Councils and Committees with the approval of the Board
- 107 c. To advise potential Council/Committee nominees of the following via written communication
- 108 (updated annually):
- 109 1. Mission and goals of the Council/Committee;
- 110 2. Terms of appointment; Chair, existing members and staff liaison for the
- 111 Council/Committee;
- 112 3. Anticipated obligations and responsibilities;
- 113 4. Approximate number of meetings per year;
- 114 5. Amount of time and travel required; and TDA covered expenses. (Ref. Resolution 85-
- 115 2000-H)
- 116 d. To perform such other duties as may be requested by the Board of Directors or the House of
- 117 Delegates.
- 118

119 **PAST PRESIDENT**

120

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

122

- 123 a. To preside in the absence of the President and the President-elect.
- 124 b. To assist the President as requested.
- 125 c. To serve as an *ex officio* member of the House of Delegates.
- 126 d. To serve as a member of the Executive Committee, Budget Committee, Personnel Committee,
- 127 and Internal Affairs Committee.
- 128 e. To serve as Chair of the Personnel Committee.
- 129 f. To serve on the Council of Legislative and Regulatory Affairs.
- 130 g. To be responsible for all arrangements for hosting VIP's at the Annual Session in consultation
- 131 with the 15th District Trustee of the American Dental Association and the Executive Director
- 132 of the Texas Dental Association.
- 133 h. To perform such other duties as may be provided in the *Bylaws*.
- 134

135 **2. Other duties**

- 136
- 137 a. To perform such other duties as may be requested by the Board of Directors or the House of
- 138 Delegates.
- 139

140 **VICE-PRESIDENTS**

141

142 After the second year on the Board of Directors, the Senior Directors succeed to the office of Vice

143 President of the Texas Dental Association, for the Senior Director's Division, for the third year of their

144 term. This is provided for in Chapter VI, Section 30 of the *Bylaws*

145

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

147

- 148 a. To serve with equal rank as officers of this Association.
- 149 b. To assist the President as requested.
- 150 c. To serve as *ex officio* members of the House of Delegates.
- 151 d. To have supervision of the professional welfare and interests of the membership in the
- 152 Divisions they represent.
- 153 e. To visit each of the component societies in their Divisions.

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

155
156 **2. Other duties**

- 157
158 a. To serve as members of the Executive Committee of the TDA Board of Directors.
159 b. To serve as liaison to Councils or Committees if appointed.
160 c. To perform such other duties as may be requested by the Board of Directors or the House of
161 Delegates.

162
163 **SENIOR DIRECTORS**

164
165 After the first year on the Board of Directors, a Director succeeds to the office of Senior Director
166 of the Texas Dental Association, for the Director's Division, for the second year of his/her term.
167 This is provided for in Chapter VI, Section 30 of the *Bylaws*

168
169 **1. The duties of the Senior Directors as provided in Chapter VI, Section 90 of the *Bylaws*:**

- 170
171 a. To assist the President as requested.
172 b. To serve as *ex officio* members of the House of Delegates.
173 c. To serve at each session of the House of Delegates as a Committee on Credentials, Rules and
174 Order.
175 d. To perform such other duties as may be provided in the *Bylaws*.
176 e. To succeed to the office of Vice-president of their Divisions at the close of the next annual
177 session of the House of Delegates.
178 f. To serve as members of the Sunset Review Committee as provided for in Chapter IX, Section
179 140 of the *Bylaws*. (Ref. Appendix E)
180 g. To perform such other duties as may be provided in the *Bylaws*.

181
182 **2. Other duties**

- 183
184 a. To serve as liaison to Councils or Committees if appointed.
185 b. To perform such other duties as may be requested by the Board of Directors or the House of
186 Delegates.

187
188 **DIRECTORS**

189
190 Directors are elected by the House of Delegates in accordance with Chapter IV of the *Bylaws*. The
191 term of office is three (3) years: the first year as Director, the second year as Senior Director, and
192 the third year as Vice President of this Association. During their term of office on the Board of
193 Directors, each member has the duty of considering not only the interests of the members of their
194 particular division or geographical area, but also the welfare of this Association, the dental
195 profession as a whole and the public we serve.

196
197 **1. The duties of a Director as provided in Chapter VI, Section 90 of the *Bylaws*:**

- 198
199 a. To assist the President as requested.
200 b. To serve as *ex officio* members of the House of Delegates with the right to vote.
201 c. To assist at each session of the House of Delegates as required or requested.
202 d. To succeed to the office of Senior Director of his/her Division at the close of the next annual
203 session of the House of Delegates following his/her election as Director.
204 e. To perform such other duties as may be provided in the *Bylaws*.

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2. Other duties

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

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

SECRETARY-TREASURER

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

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

2. Other duties

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

SPEAKER OF THE HOUSE OF DELEGATES

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

- a. To serve as an *ex officio* member of the Board of Directors without vote.
- b. To serve as an *ex officio* member of the Executive Committee without vote or the privilege of proposing resolutions.
- c. To preside at all meetings of the House of Delegates without vote or the privilege of proposing resolutions.
- d. To determine the order of business for all meetings, subject to the approval of the House of Delegates, in accordance with Section 140B of this Chapter.
- e. To appoint tellers to assist him/her in determining the result of any action taken by vote.
- f. To appoint members of reference committees in consultation with the President, President-elect and the Past-president by the first Board of Directors meeting of the calendar year.
- g. To notify the divisional officers and the Committee on Credentials, Rules and Order, prior to the annual session, the number of delegates and alternates necessary to constitute a quorum.
- h. To meet with the divisional officers prior to the meeting of the divisional caucuses at the annual session to review the Rules For Caucus Procedures, Nominations, and Elections.
- i. To appoint a parliamentarian pro tem, should it become necessary for the parliamentarian to be absent during a session of the House of Delegates.

- j. To serve as presiding officer of the TDA Candidates Forum, unless the Speaker is in a contested race, at which time the Speaker Pro-tem will preside.
- k. To review and revise triennially a Speaker’s manual for presentation and adoption by the Board of Directors.
- l. To perform such other duties as may be provided in the *Bylaws*.

2. Other duties

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

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

PARLIAMENTARIAN

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

1. The duties of the Parliamentarian shall include:

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

2. Other duties

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

EDITOR

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

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

- a. To be Editor-in-Chief of all journals and publications of this Association and exercise full editorial control over such publications, subject only to the policies established by the House of Delegates, Board of Directors, and the *Bylaws* and provided such content is not in conflict with or contrary to the TDA's established policies, legislative agenda or advocacy efforts.

- b. To control the selection of scientific material published in the Journal. The Board of Directors may appoint associate editors, with the advice of the Editor, to gather scientific material for publication. Such associate editors shall serve no longer than the term of the Editor.
- c. To attend all meetings of the Board of Directors and the House of Delegates of this Association and the Annual Session of the American Dental Association.
- d. To hold no other elective office in this Association or the American Dental Association while serving as Editor, except the Editor may be elected as delegate or alternate delegate to the ADA House of Delegates from his/her respective Division.
- e. To cooperate with the successor upon termination of the Editor's term of office. Should the position of Editor become vacant ad interim, the Board of Directors shall appoint an Editor to act in the vacated position until such time as an Editor is nominated and elected in accordance with Chapter V, Sections 40B,b, and Chapter IV, Sections 30B,b and 150 of the *Bylaws*.
- f. To perform such other duties as may be provided in the *Bylaws*.

2. Other duties

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

III. POWERS & DUTIES – BOARD OF DIRECTORS:

POWERS

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

- a. To establish rules and regulations not inconsistent with the *Bylaws*, or the policies of this Association, to govern its organization and procedure.
- b. To transact business in accordance with the laws of the State of Texas at meetings, including telephone and electronic meetings. The Board may also take action outside of a meeting. Such action must require unanimous affirmative vote of all Board members eligible to vote. Such action shall be dated and signed manually or electronically and recorded by the Secretary-Treasurer. (Ref. Resolution 61-2015-B)
- c. To cause to be published in or to be omitted from, any publication of the Association, any article in whole or in part, except the editorials written or approved by the Editor.
- d. To establish interim TDA policy when of a time sensitive nature and when the House of Delegates is not in session. Such policies shall prevail only until the next meeting of the House of Delegates.
- e. To appoint a member of the Board to act as liaison to each agency of this Association, as deemed necessary, such liaison shall be without the right to vote.
- f. To remove a council or committee member for cause in accordance with Section 130 of Chapter IX of the *Bylaws*.
- g. To appoint a Historian who shall collect equipment and items of historical value pertaining to dentistry in Texas and the Texas Dental Association and place same in museums approved by this Association. The Historian will prepare records concerning the history of this Association and shall keep same up to date.

- h. To establish dues for non-members on the recommendation of the Association’s Council on Membership, in cooperation with marketing programs of the American Dental Association. Such power, when complying with the requirements of this section, shall not be considered in conflict with Chapter I Section 70 H LOSS OF MEMBERSHIP AND REINSTATEMENT subsection c.

DUTIES

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

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

HOUSE OF DELEGATES MANDATES

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

IV. RULES OF PROCEDURE

- 404 **A. ORDER OF BUSINESS:** The order of business for regular meetings of the Board of Directors shall be
405 as follows (Ref. 80-2017-H):
406
407 1. Call to order by the Chair
408 2. Roll Call
409 3. Disclosure of Conflicts of Interest
410 4. Approval of Agenda
411 5. Approval of minutes of previous meetings
412 6. Report on other ballots or Executive Committee meetings
413 7. Report of the President
414 8. Report of the Secretary-Treasurer
415 9. Reports of Committees of the Board (**See Appendix D**)
416 10. Reports of Association agencies
417 11. Unfinished business
418 12. New business
419 13. Adjournment
420
- 421 **B. QUORUM:** Two thirds of the voting members of the Board of Directors (10) shall constitute a quorum
422 in accordance with Chapter V, Section 60 of the *Bylaws*.
423
- 424 **C. BUSINESS TRANSACTED OUTSIDE OF A REGULAR MEETING:**
425
426 To transact business in accordance with the laws of the State of Texas at meetings, including
427 telephone and electronic meetings. The Board may also take action outside of a meeting. Such
428 action must require unanimous affirmative vote of all Board members eligible to vote. Such action
429 shall be dated and signed manually or electronically and recorded by the Secretary-Treasurer. (Ref.
430 Resolution 61-2015-B)
431
- 432 Councils may transact business in accordance with the laws of the State of Texas via mail ballot,
433 including (confidential/secure) electronic mail vote, unless it is restricted by the Board's established
434 rules and procedures on the use of ballots circulated and returned by U.S. mail, overnight courier,
435 facsimile transmission, electronic mail. A majority of the voting members of any council or
436 committee shall constitute a quorum for the transaction of business.
437
- 438 **D. VACANCY ON THE BOARD OF DIRECTORS:** Should the status of any member of the Board of
439 Directors change during the member's term of office in regard to those qualifications as enumerated
440 in Chapter V, Section 20 of the *Bylaws*, that office shall be declared vacant by the President, and such
441 vacancy shall be filled as provided in Chapter VI, Section 70 of the *Bylaws*.
442
- 443 **E. COMMITTEE VACANCIES:** In case of a vacancy for any cause on any committee of the Board of
444 Directors, the President shall have the power to fill such vacancy by appointment until the next
445 session of the Board of Directors.
446
- 447 **F. ATTENDANCE AT REGULAR MEETINGS:** When the Board is in regular meeting, the members of the
448 Board, the Editor, Parliamentarian, and designated members of the staff shall be privileged to be in
449 regular attendance. Others may be privileged to attend for consultation or report or as interested
450 members of this Association.
451
- 452 **G. ATTENDANCE AT EXECUTIVE SESSIONS:** When an Executive Session is voted by the Board, there
453 shall be present for such session only the members of the Board as designated by the *Bylaws*. Others
454 may be privileged to attend for consultation on the invitation of the President and majority consent

455 of the voting Board members. Board members also may request, through the President, for others to
456 attend with majority consent of the voting Board members. No action shall be taken by the Board
457 while in closed session, except for personnel matters, and matters related to attorney-client privilege
458 (see Section H."Attorney-Client Meetings"). The record of any Executive Session shall be at the
459 discretion of the Board. (Ref. Resolution 76-2010-H, Resolution 77-2010-H)
460

461 **H. ATTORNEY-CLIENT MEETINGS.** An Attorney-client meeting is a form of closed meeting during which
462 legal advice is sought from an attorney representing the Association as client, and the
463 communications relating to that purpose are made in confidence by the client or attorney. For
464 attorney-client meetings, the President and Secretary shall consult with the General Counsel of the
465 Association regarding attendance during the meeting and any Board action. Any necessary Board
466 action may be taken during an attorney-client meeting. (Ref. Resolution 78-2010-H)
467

468 **I. RECORD OF PROCEEDINGS:** The Secretary shall be responsible for maintaining a record of each
469 meeting of the Board of Directors. The Secretary-Treasurer shall be responsible for preparing the
470 minutes, subject to the approval of the Board. When corrections are submitted, these corrections
471 shall be subject to the approval of the Board. The Board shall maintain and secure the official
472 minutes and prepare a report that will accurately reflect the pertinent background discussion leading
473 to each Board action taken along with summaries of all other presentations made to and discussions
474 conducted by the Board. (Executive sessions excluded) (Ref. Resolution 58-1991-H)
475

476 Reports of activities of the TDA Board of Directors, of TDA Councils and Committees, and of
477 governmental entities as well as other reports of importance to TDA component society officers and
478 members to be distributed within the membership of this Association shall be through the office of
479 the Secretary-Treasurer of this Association. Prior to distribution, all such reports need to be approved
480 by the Executive Director, the President, and by Legal Counsel. (Ref. Appendix D)
481

482 All Board members of the Texas Dental Association (within the control group) should have access to
483 written information, report(s), and/or attorney-client report(s) dealing with the specific issue(s) the
484 TDA Board is reviewing. (Ref. Resolution 181-2011-H)
485

486 **J. MINORITY REPORTS:** All actions and recommendations of the Board that are not unanimous shall be
487 subject to a minority report upon the request of any Board member, and all such minority reports
488 shall be published in the official minutes. (Ref. Appendix D)
489

490 **K. PRIVILEGE OF SPEAKING INFORMALLY:** Any member of the Board shall have the privilege of speaking
491 informally and not for the record. When this privilege is exercised, such material shall not be included
492 in the minutes. The privilege to speak informally may be suspended temporarily by a two-thirds (2/3)
493 majority vote of the members of the Board present and voting.
494

495 **L. PRESENTATION OF NEW BUSINESS:** New business brought by anyone other than sitting Board
496 members must be presented to the Secretary at least fifteen (15) days in advance of a regular session
497 of the Board in order to place new items on the agenda and mailing to the Board within ten (10) days
498 of the regular session. In the event new business needs to be acted on that has not been previously
499 submitted to the Secretary/Treasurer 15 days prior to the regular Board meeting, the introduction of
500 the new business shall require a 2/3 majority vote of the Board of Directors present and voting. New
501 business brought by sitting Board members may be presented at any time prior to or during a Board
502 of Directors meeting and may be considered provided that the motion is seconded. (Ref. Resolutions
503 14-2000-H and 124-2011-H, 66-2016-B)
504

505 **M. RESOLUTIONS REFERRING TO PREVIOUS RESOLUTIONS:** All resolutions referring to previous
506 resolutions shall have the previous resolutions printed in their entirety within the body of the
507 pending resolution. (Ref. 74-1991-H)
508

509 **N. PUBLIC STATEMENTS** (Ref. 63-2015-B2):
510

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

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

- 517
- 518 1. Policy Statement: a simple and straightforward declaration of an existing TDA policy.
- 519 2. Policy Paper: contains background information and discussion in order to provide an
520 understanding of an issue and is based on existing TDA policy.
- 521 3. Position Paper: a recommendation for a course of action or a statement of beliefs that
522 reflects the TDA's stance regarding an issue supported by existing TDA policy.
- 523 4. Joint Statements: a statement of beliefs held and supported that are written in
524 collaboration with another external organization.
- 525 5. TDA Supported Statements: statements written by an external organization with expertise
526 in the issue which are officially supported by the TDA.
- 527 6. Information Paper: a communication that provides balanced, expert information on an
528 issue without espousing a specific policy.
- 529

530 Written communication with regulatory agencies when offering comment or testimony on a
531 proposed new rule, regulation or legislation or an amendment to the same, shall be in the form of a
532 Policy Statement or Policy Paper when official TDA policy exists. Such document shall be approved
533 by the Board of Directors and signed by the current President of the TDA prior to transmission.
534

535 Joint Statements and/or TDA Supported Statements may be used to communicate with regulatory
536 agencies when external organizations with similar interests have policies congruent with those of the
537 TDA.
538

539 When written testimony is required regarding a proposed new rule, regulation or legislation or an
540 amendment to such, and there is no existing TDA policy, *and* time constraints do not allow a
541 thorough study to develop an applicable TDA policy, TDA staff, committees and or Councils may issue
542 an Information Paper detailing and describing the positive or negative impact of such proposed
543 regulation and may state a position regarding such. The information contained in the Information
544 Paper shall be based on scientific or citable fact. The Information Paper shall not make a statement
545 that can be construed as TDA policy if such policy does not exist and shall state as such. The
546 Information Paper shall be signed by the chairman of the Council or committee issuing it and shall be
547 approved by the Board of Directors prior to transmission.
548

549 When oral testimony is required before a legislative or regulatory body regarding a proposed new
550 rule, regulation or an amendment to such, and there is no existing TDA policy, and time constraints
551 do not allow a thorough study to develop an applicable TDA policy, TDA staff, committees and or
552 Councils may provide oral testimony detailing and describing the positive or negative impact of such
553 proposed regulation. The information contained in the oral testimony shall be based on scientific or
554 citable fact. Such oral testimony shall not make a statement that can be construed as TDA policy if
555 such policy does not exist. The text of such oral testimony shall be approved by the TDA legal

556 consultant and the chairman of CLRA prior to the oral testimony being presented.

- 557
558
559 **O. RULES OF ORDER:** The business of the Board of Directors shall be conducted formally in accordance
560 with accepted rules of parliamentary procedure. The current edition of American Institute of
561 Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberations of the
562 Board in all cases to which it is applicable and in which it is not in conflict with the Rules of the Board
563 of Directors, *Bylaws*, or policies of this Association.
564
565
566 **P. SUSPENSION OF RULES:** The Rules of the Board of Directors may be suspended for a given time, but
567 not for longer than the duration of any one meeting or any session, by a two-thirds (2/3) majority
568 vote of the members present and voting. This rule shall not be suspended.
569
570 **Q. PROCEDURES FOR RECALL:** Members of the Board of Directors may be recalled for cause in
571 accordance with the official Procedures for Recall of members of the Board of Directors and elected
572 officers of the TDA. (Ref. Resolution 103-1989-H and TDA Recall Manual)
573

574 **V. RULES AND GUIDELINES**

575
576 **A. CONFLICT OF INTEREST (Ref. Appendix B)**

- 577
578 1. Members of the Board of Directors must be free from any conflict of interest with the *Bylaws* and
579 policies of this Association. Board members have the fiduciary responsibility of loyalty to the
580 Association and shall not act in a manner contrary to the Bylaws and policies of the Association,
581 including when serving in an official capacity in other organizations. Members of the Board of
582 Directors may not serve on the board of any firm or organization endorsed by or doing business
583 with the TDA that would involve or imply a conflict of interest with this Association. Members
584 of the Board of Directors may not serve simultaneously on any TDA subsidiary board, except for
585 charitable, non-profit corporations, and the TDA Holding Company Board. (Ref. Resolution 126-
586 1999-H, and Appendix B: Corporate Code of Ethics and Prohibition and Disclosure of Conflicts of
587 Interest)
588
589 2. Members of the Board of Directors are not eligible for membership on any Council except the
590 Council on Legislative and Regulatory Affairs. When a member of any other Council is elected to
591 the Board of Directors, the member shall resign from that Council. (Ref. Resolution 163-1999-H)
592
593 3. The following statement shall be read as a regular item of business at all Board meetings, Council
594 meetings, and Committee meetings:
595
596 “It is the policy of the Texas Dental Association that its officers, directors, members of
597 councils and committees, and employees be loyal to, and further the interest of the
598 Association and shall be free from and avoid any conflicts or potential conflicts of
599 interest.”
600

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

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B. CORPORATE POLICIES OF GOVERNANCE (Ref. Appendix B)

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

ARTICLE I

Purpose

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

ARTICLE II

Persons Subject to This Policy

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

ARTICLE III

Corporate Code of Ethics

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

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

ARTICLE IV

Definitions of Conflicts of Interest

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

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

- C. A person is involved in a transaction or takes a position that may create the appearance of a conflict.
- D. A person acts in a manner contrary to the Bylaws and policies of the Association or in a manner not in the best interests of the Association.

ARTICLE V
Procedures Regarding Conflicts of Interest

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

ARTICLE VI
Review of Policy and Disclosure of Conflicts

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

2. 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.

709 Reporting Violations

710
711 The Association has an open door policy and suggests that TDA Leadership and employees
712 share their questions, concerns, suggestions or complaints with someone who can address
713 them properly. In most cases, an employee's supervisor is in the best position to address an
714 area of concern. However, if you are not comfortable speaking with your supervisor or you
715 are not satisfied with your supervisor's response, you are encouraged to speak with the
716 Executive Director or Chairman of the audit and finance committee. Supervisors and
717 managers are required to report suspected violations of the Code of Conduct to the
718 Association's Compliance Officer, who has specific and exclusive responsibility to investigate
719 all reported violations. For suspected fraud, or when you are not satisfied or comfortable
720 with following the Association's open door policy, individuals should contact the Association's
721 Compliance Officer directly. The person receiving a complaint or the Compliance Officer will
722 notify the sender and acknowledge receipt of the reported violation or suspected violation
723 within five business days. All reports will be promptly investigated and appropriate corrective
724 action will be taken if warranted by the investigation.

725
726 Compliance Officer

727
728 The Association's Compliance Officer is responsible for investigating and resolving all reported
729 complaints and allegations concerning violations of the Code and, at his or her discretion, shall
730 advise the Executive Director and/or the audit committee. The Compliance Officer has direct
731 access to the audit committee of the Board of Directors and is required to report to the audit
732 committee at least annually on compliance activity. The Association's Compliance Officer is
733 the chair of the audit committee.

734
735 Accounting and Auditing Matters

736
737 The audit and finance committee of the Board of Directors shall address all reported concerns
738 or complaints regarding accounting practices, internal controls or auditing. The Compliance
739 Officer shall immediately notify the audit and finance committee of any such complaint and
740 work with the committee until the matter is resolved.

741
742 Acting in Good Faith

743
744 Anyone filing a complaint concerning a violation or suspected violation of the Code must be
745 acting in good faith and have reasonable grounds for believing the information disclosed
746 indicates a violation of the Code. Any allegations that prove not to be substantiated and
747 which prove to have been made maliciously or knowingly to be false will be viewed as a
748 serious disciplinary offense.

749
750 Confidentiality

751
752 Violations or suspected violations may be submitted on a confidential basis by the
753 complainant. Reports of violations or suspected violations will be kept confidential to the
754 extent possible, consistent with the need to conduct an adequate investigation.

755
756 3. Corporate Records Retention Policy

757
758 It is the policy of the Association to maintain records necessary to serve its members, conduct the
759 business of the Association and meet applicable laws and regulations. It is also the policy of the

760 Association to properly dispose of records that are no longer necessary in order to provide for an
761 efficient working environment, reduce the cost of records maintenance and prevent maintenance of
762 records that are no longer necessary.

763
764 The following table provides the minimum requirements for retention of certain types of
765 documents. Documents covered by this policy include typed, printed or handwritten documents,
766 documents maintained in electronic form and documents on hard drives, computer servers or other
767 electronic storage. Other policies of the Association may provide more specific requirements for
768 specific types of records.

769
770 The destruction of documents, including the method of destruction, is under the direction of the
771 Executive Director and Directors of the Association. If there is any question about whether
772 documents should be maintained or destroyed, the decision will be made by the Executive Director.

773
774 If any document is subject to or involved with any litigation or administrative proceeding, the
775 document should be retained until approved for destruction by the Executive Director.

776
777 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.

- 787 2. One during the second (2nd) quarter of the calendar year.
- 788 3. One during the third (3rd) quarter of the calendar year.
- 789 4. One during the fourth (4th) quarter of the calendar year.
- 790 5. One during the first (1st) quarter of the following calendar year.
- 791 6. One in the second quarter of the following calendar year, but prior to the Annual Session of the
- 792 House of Delegates.

793

794 **B. SPECIAL MEETINGS:** The Board of Directors shall meet at the call of the President or upon the call of

795 any five (5) members of the Board, providing that due notice is given to each Board member ten

796 (10) days in advance of the meeting time, with statement of the business to be considered. Only

797 business pertaining to the call may be considered except by approval by two-thirds of the voting

798 members of the Board. With approval by two-thirds of the voting members of the Board, the

799 preceding ten (10) day notice in advance of the meeting time may be waived.

800

801 **C. GENERAL RULES FOR ALL MEETINGS**

- 802
- 803 1. A “No Smoking Rule” shall apply to all meetings of the Board (Ref. Resolution 3-1981-B).
- 804 2. A record of the vote on all issues that are not unanimously adopted shall be included in the
- 805 minutes. (Ref. Resolution 5-1981-B)
- 806 3. All invocations at Board meetings should be ecumenical. (Ref. Resolution 165-2002-H)

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809 **VII. COMMITTEES OF THE BOARD**

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811 **A. STANDING COMMITTEES**

812

813 The Board of Directors is organized into sixteen (18) standing committees and such special

814 committees or task forces as may be established from time to time. The Board may have such

815 standing committees as it deems necessary to conduct the business of this Association. (Ref.

816 Resolution 51-1996-H)

817

818 The standing committees are the Executive Committee, the Budget Committee, Communications

819 Committee, Internal Affairs Committee, Assets Oversight Committee, Awards Committee, Finance

820 and Audit Committee, Building Committee, Personnel Committee, Resolutions Committee,

821 Committee on the New Dentists, Committee of Component Society Presidents, Future Focus

822 Committee, Committee on Access to Dental Care in Medicaid and Children’s Health Insurance

823 Program (CHIP), Sunset Review Committee, and Minutes Review and Approval Committee,

824 Community Fluoride Committee, and TDA 401(k) Plan Committee. (Ref. Bylaws for House

825 Committee on Credentials, Rules and Order.)

826

827 **1. EXECUTIVE COMMITTEE**

828

829 **Composition:** There shall be an Executive Committee of the Board of Directors composed of

830 the President, President-Elect, the four (4) Vice-Presidents, and the Past President. The Speaker

831 of the House of Delegates shall be an *ex officio* member without vote or the privilege of

832 proposing resolutions. The committee shall meet at its discretion to handle interim business, as

833 opposed to regular business, between Board meetings. The Secretary of this Association shall

834 be the Secretary of the Executive Committee without vote. The Executive Committee shall

835 report its actions to the subsequent scheduled meeting of the Board.

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

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

- 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.
- f. To receive approval of the Board or Executive Committee prior to distribution of critical issues materials.

- 888 g. To be responsible for the oversight design, content and management of the
889 Association Web site and emerging technology.
890 h. Develop continuing education courses for the dental team through the publications
891 and online forums of the TDA.
892 i. To propose and develop programs for dental health education of the public.
893

894 **Other duties**

- 895
896 a. To perform such other duties as may be requested by the Board of Directors or the
897 House of Delegates.
898

899 **4. INTERNAL AFFAIRS COMMITTEE**

900
901 **Composition:** The Committee shall consist of the President-Elect and the Past President. The
902 President shall act in an advisory capacity to the committee. The chair shall be elected by the
903 committee members.

904
905 **Meetings:** Shall be subject to the call of the chair or any of its members.
906

907 **Duties:**

- 908
909 a. It shall be the duty of the committee to study matters relating to the internal affairs of
910 this Association, including but not limited to the working relationships of the appointed
911 and elected officials and volunteers of the organization. Due to the sensitive and
912 confidential nature of this committee's work, contents of reports to the Board of
913 Directors will be at the committee's discretion.
914 b. To perform such other duties as may be provided in the *Bylaws*.
915

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

917
918 **Composition:** The Committee shall be composed of four voting members. The Chair shall be
919 the Secretary-Treasurer of the TDA. Three members shall be from the Board of Directors. The
920 President shall appoint the members in the following manner: beginning in 2013, and
921 thereafter, the President will appoint a new Director for a three-year term to replace the
922 retiring Vice President. The current Director and Senior Director will be reappointed.
923

924 **Meetings:** Shall be subject to the call of the chair or any two (2) of its members before each
925 Board meeting.
926

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

- 928
929 a. Review and/or report, and make recommendations to the Board of Directors:
930 1. Regarding the finances of the TDA Reserve Division of the General Fund and
931 Relief Fund as outlined in the *Bylaws* and any other investment accounts.
932 2. Reviewing monthly all investments and, at least yearly, the investment
933 financial policies of the TDA Relief Fund and Reserve Division accounts, and
934 report them at each Board meeting.
935 3. Regarding yearly disbursement amounts from the Relief Fund to be
936 distributed to qualifying individuals and/or charitable corporations as per
937 *Bylaws* or resolution.

- 938 4. Regarding the amounts of funds held in each account and maintain the
939 appropriate percentages in the Reserve Division accounts to cover any
940 possible uninsured and/or unanticipated liabilities.
941 5. Regarding the engagement of professional financial managers or consultants
942 as needed.
943 b. The TDA President, TDA President-elect, TDA Secretary/Treasurer and the TDA
944 Executive Director are authorized to sign on behalf of the Association for investments
945 in the Reserve Division and the Relief Fund accounts, and any other investments
946 accounts that have been approved by the Board of Directors (Ref. Resolutions 39-
947 2016-B, 40-2016-B).
948 c. Make resolutions to the Board related to any of the above.
949

950 **Other duties**

- 951
952 a. To perform such other duties as may be requested by the Board of Directors or the
953 House of Delegates.
954

955
956 **6. AWARDS COMMITTEE**

957
958 **Composition:** The Committee shall consist of the four Senior Directors of this Association,
959 with the Senior Director elected from the Division of the President as Chair. (Ref. Resolution
960 104-1977-B, 147-2006-H)
961

962 **Meetings:** Shall be subject to the call of the chair or any two (2) of its members.
963

964 **Duties:** Duties shall include, but not be limited to:
965

- 966 a. Study the present system relating to awards of this Association and to make appropriate
967 recommendations thereon.
968 b. Make recommendations to the Board of possible recipients of awards of this Association.
969 c. Select a recipient for the Distinguished Service Award in accordance with Resolution 111-
970 1997-H. (Ref. to Appendix C; Ref. Resolution 111-1997-H)
971

972 **Other duties**

- 973
974 a. To perform such other duties as may be requested by the Board of Directors or the House
975 of Delegates.
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979 **7. FINANCE AND AUDIT COMMITTEE**

980
981 **Composition:** The Committee shall consist of two (2) members of the Board and two (2)
982 non-Board members and one consultant.

983
984 The committee members should be financially literate or must become financially literate
985 within a reasonable period of time. They should be able to read and understand fundamental
986 financial statements including balance sheets, income statements and cash flow statements.

987
988 The President will appoint the committee members and designate the chair, with Board
989 approval, prior to the first Board meeting after the House of Delegates Annual Session.

990
991 The President shall appoint a Non-Board consultant with additional financial experience, will
992 be vetted by the Finance and Audit Committee, and recommended for appointment by the
993 President to serve as the qualified "Financial expert consultant" for the Finance and Audit
994 Committee. The Financial Expert Consultant is not required to be a member dentist.

995
996 Requirements of the Financial Expert Consultant should include:

- 997 • Have an understanding of generally accepted accounting principles (GAAP) and financial
- 998 statements.
- 999 • Have the ability to access the general application of GAAP in connection with the
- 1000 accounting for estimates, accruals and reserves.
- 1001 • Have an understanding of internal controls and procedures for financial reporting.
- 1002 • Have an understanding of the Audit committee function.

1003
1004 **Meetings:** Shall be subject to the call of the chair or any two (2) of its members.

1005
1006 **Duties:** (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS, 74-2015-B)

- 1007 a. The chair meets with the auditors at the beginning and end of the audit process and
- 1008 report to the Finance and Audit committee.
- 1009 b. The Finance and Audit Committee meets semi-annually to review:
 - 1010 1. the audit report and management letters produced by the auditors
 - 1011 2. the internal financial policy and procedures
 - 1012 3. the financial position of this Association
 - 1013 4. all contracts
 - 1014 5. the current financial trends report
- 1015 c. The Finance and Audit committee will submit written reports and recommendations to
- 1016 the Texas Dental Association Board as needed.
- 1017 d. The Finance and Audit Committee shall be responsible for recommending to the TDA
- 1018 Board of Directors a CPA firm to perform the annual audit of the TDA, its affiliates and
- 1019 subsidiaries. The selection of a CPA firm shall be approved by the TDA Board of Director`s.
- 1020 Commencing in 2010 a CPA firm shall be contracted to perform the annual audit for a one
- 1021 year period. [The Finance and Audit Committee shall request bids from CPA firms no](#)
- 1022 [fewer than once every five years prior to the annual selection of a CPA firm. The auditing](#)
- 1023 [team within the selected firm shall be changed a minimum of every two years.](#) The TDA
- 1024 Board of Directors is ultimately responsible for the acceptance and approval of the annual
- 1025 audit. (Ref. Resolution 55-2010-BS-H, 78-2017-B)
- 1026 e. The Finance and Audit Committee may conduct oversight or make inquiry of the
- 1027 administration of any TDA retirement plan that may be in existence, including the TDA
- 1028

1029 401(k) Plan, if the Board has established and appointed another plan or oversight
1030 committee to do the same. Upon direction of the President or the Board, the Finance and
1031 Audit Committee shall assume the responsibilities and duties of any plan or oversight
1032 committee. (Ref. Resolution 74-2015-B, 23-2017-B)

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Other duties

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

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8. BUILDING COMMITTEE

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

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1047

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

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

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Other duties

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

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9. PERSONNEL COMMITTEE (Ref. Resolution 127-2010-BS-H)

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

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

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- 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.

- 1078 c. Review and be knowledgeable about changes in staff personnel and to advise the
1079 Executive Director to ensure that proper procedures are followed when terminations are
1080 necessary.
1081 d. Be a conduit from the Board of Directors to the Executive Director for any information the
1082 Board of Directors wishes to convey to the Executive Director concerning staff size, duties,
1083 or compensation.
1084 e. Inform the Budget Committee of the Board of Directors of concerns as to the size and cost
1085 of the staff of this Association.
1086 f. Review office personnel manual.
1087 g. To conduct an annual performance review of the Executive Director of the Association
1088 and recommend changes in duties and compensation to the Board of Directors by the
1089 November Board meeting.
1090

1091 **Other duties**

- 1092
1093 a. To perform such other duties as may be requested by the Board of Directors or the House
1094 of Delegates.
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1097 **10. RESOLUTIONS COMMITTEE (Ref. 108-1996-H)**
1098

1099 **Composition:** The Committee shall be composed of the Fifteenth District Trustee as Chair,
1100 President, Speaker of the House of Delegates, and the Parliamentarian.
1101

1102 **Duties:** Duties shall include, but not be limited to ensuring that resolutions coming from the
1103 TDA House of Delegates to the ADA shall be properly formatted and that the intent of said
1104 resolution is maintained.
1105

1106 **11. COMMITTEE ON THE NEW DENTIST**

1107 (Ref. Resolution 153-1999-H, Resolution 13-2001-H, Resolution 94-2003-Committee on the
1108 New Dentist-RCAS-H, and Resolution 72-2013-B)
1109

1110 **Composition:** The committee shall be a standing committee of the Board of Directors
1111 composed of six (6) dentists who have been in practice less than ten (10) years at the time of
1112 their appointment. The members shall be appointed by the President and shall be limited to
1113 no more than four (4) one year terms.
1114

1115 **Duties:** Duties shall include, but not be limited to (Ref. 65-2013-B, 72-2013-B, 99-2014-H):

- 1116 a. Each committee member shall serve as a non-voting liaison to one of the following
1117 councils:
1118 1. Council on Annual Session
1119 2. Communications Committee
1120 3. Council on Dental Economics
1121 4. Council on Dental Education, Trade, and Ancillaries
1122 5. Council on Membership
1123 6. Council on Legislative and Regulatory Affairs
1124 b. Meet up to three times in a calendar year as an entire committee, unless directed to do
1125 otherwise. (Ref. 13-2001-H)
1126 c. Provide input to the Councils on issues related to new practitioners.
1127 d. Provide a written report to the Board of Directors following each of their meetings.
1128 e. Such other duties as may be assigned by the Board of Directors.

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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.

12. COMMITTEE OF COMPONENT SOCIETY PRESIDENTS

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

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

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

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

- a. Serve as a conduit for information between the component societies and the Board of Directors.
- b. Make policy recommendations to the Board of Directors.
- c. Provide an avenue through which information may be shared between component societies.
- d. Meet separately on the same day in June as the Leadership Training Meeting for Component Presidents and Presidents-Elect. Additional meetings should be held as necessary at the discretion of or at the request of Texas Dental Association’s Board of Directors.
- e. Provide a written report to the Board of Directors following each of the 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;
 - 8. The Future Focus Committee shall submit a final summary report to the Board of Directors, on its activities for the year, at its last meeting prior to the meeting of the TDA House of Delegates;
 - 9. New members of the Board of Directors shall receive the current strategic plan at their new member orientation.

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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.

14. COMMITTEE ON ACCESS TO DENTAL CARE IN MEDICAID AND CHILDREN’S HEALTH INSURANCE PROGRAM (CHIP)

(Ref. Resolution 61-2006-H) [“CAMC”]

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

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

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

Other duties

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

15. SUNSET REVIEW COMMITTEE

(Ref. Chapter IX, Section 140 of the *Bylaws*) (Ref. Appendix E)

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

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

- a. 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.
- b. 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.

Other duties

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

16. MINUTES REVIEW AND APPROVAL COMMITTEE

(Ref. Resolution 58-2014-B)

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

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

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

17. TDA COMMUNITY FLUORIDE COMMITTEE

(Ref. Resolution 25-2016-B, 36-2017-B)

Composition: Appointed members.

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

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

18. TDA 401(k) PLAN COMMITTEE

(Ref. Resolution 21-2017-B)

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

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

- a. Meet at least once each calendar quarter with the 401(k) Plan's investment advisor and third-party administrator to conduct oversight of the performance of the investment

- 1313 options available to participants of the Plan and aggregate measures of contributions,
1314 withdrawals, distributions, rollovers, and allocations for all Plan assets.
1315 b. Review of periodic compliance testing performed and related reports prepared by the
1316 third party administrator or other applicable service providers.
1317 c. At the discretion of the Committee, present recommendations to the TDA Board of
1318 Directors regarding the investment options or the service providers.
1319 d. A report or minutes of meetings shall be submitted to the TDA Board of Directors and
1320 members of the Finance and Audit Committee.
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1322 **B. SPECIAL COMMITTEES OF THE ASSOCIATION**

1323
1324 The Board may, when the House is not in session, in accordance with the *Bylaws*, CHAPTER IX,
1325 Section 230, appoint special committees or task forces of the Association. All special committee's
1326 terms of office shall terminate at the completion of their assigned task or at the end of the annual
1327 session of the House of Delegates, whichever comes first.
1328

1329 **C. SPECIAL COMMITTEES OF THE BOARD**

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1331 The President, with Board approval, may appoint special committees or task forces, when the
1332 House is not in session, as it deems necessary to carry out the duties of the Board. Board
1333 committees are those committees appointed to carry out limited tasks at the Board's request,
1334 consistent with powers and duties of the Board, with a report back to the Board; these special
1335 committees may or may not be limited to current Board members.
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1338 **VIII. INDEMNIFICATION**

1339
1340 Members of the Board of Directors and other elected and appointed officers of this Association shall be
1341 indemnified by this Association while conducting official business of this Association in accordance with
1342 the provisions in Chapter XIV of the *Bylaws*.
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1345 **IX. POLICIES OF THE BOARD**

1346 **A. POLICIES ON ANNUAL BUDGET**

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1349 1. Annual Budget: In preparing the annual budget, the Board shall establish predicted
1350 expenditures within the limits of anticipated income.
1351 2. Contingency. The Budget Committee shall have the authority to place a line item amount
1352 in the budget called Contingency. Monies in this line item will be available to fund
1353 unbudgeted business of the Board of Directors. Newly proposed expenses will first be
1354 considered by the Budget Committee for unbudgeted items and their recommendation
1355 will be given to the Board of Directors. Upon approval by the Board, any proposed
1356 resolution that has an unbudgeted expense will be assigned to this Contingency line item
1357 and stated in the resolution as "budgeted from Contingency". Once this line item is fully
1358 used then excess unbudgeted expenses must be reallocated with Board approval from
1359 other unused line items as noted in Resolution 69-1980-H or from the Reserve Division of
1360 the General Fund. (Ref. 20-2015-B)
1361 3. Any business requiring expenditures of monies that are not provided for in the budget
1362 must be referred to the Budget Committee as to the availability of monies with a

1363 recommendation to the Board of Directors for the Board’s final approval. (Ref. 135-2015-
1364 B)
1365 4. Journal Budget: The Executive Director and the Secretary-Treasurer, in consultation with
1366 the Editor, shall have fiscal responsibility for preparation of the Journal Budget. (Ref.
1367 Resolution 145-1990-H)
1368

1369 **B. POLICIES ON FINANCE AND INVESTMENTS**

1370 As the administrative body of the Texas Dental Association, the Board of Directors has general
1371 supervision over the funds and properties of this Association. The following funds are specifically
1372 established in the *Bylaws*, and the Board has the authority to establish other funds as divisions of
1373 the General Fund in accordance with Chapter XII, Section 30 of the *Bylaws*.
1374

- 1375 1. General Fund: The General Fund shall consist of all monies received other than those
1376 specifically allocated to other funds by the *Bylaws*. This fund shall be used for defraying
1377 all expenses incurred by this Association not otherwise provided for in the *Bylaws*
1378 (Chapter XII, Section 20). The General Fund shall be divided into the Operating Division
1379 and the Reserve Division. Allocated funds remaining at the end of the fiscal year shall
1380 revert to the General Fund.
- 1381 2. Operating Division: The Operating Division of the General Fund shall consist of the net
1382 assets not allocated to the Reserve Fund. Funds of the Operating Division shall be invested
1383 for periods not to exceed one year, in obligations of the United States Government,
1384 certificates of deposit of national banks, or in insured accounts of savings and loan
1385 associations.
- 1386 3. Reserve Division: The Reserve Division of the General Fund shall consist of cash and
1387 securities allocated to it by vote of the Board. The funds of the Reserve Division may be
1388 invested in securities other than those specified under Operating Division funds, except
1389 that no purchases shall be made without prior approval of a majority of the voting
1390 members of the Board. No withdrawal may be made from the Reserve Division except on
1391 vote of the Board.
- 1392 4. Reserve Fund Policy: The TDA is to maintain a Reserve Division of the General Fund. The
1393 Secretary-Treasurer shall maintain \$2,000,000 or 35% of the proposed annual budget,
1394 whichever is lesser, in the Reserve Division. The value of the Reserve Division amount is
1395 to be determined on a cost basis rather than a market valuation, and be evaluated and
1396 amended by the TDA Board of Directors for approval by the House of Delegates at the end
1397 of each fiscal year. In the event that the reserve division of the general fund falls below
1398 the prescribed level, the proposed TDA annual budget for the next fiscal year shall include
1399 a minimum \$50,000 repayment to the reserve division of the general fund and shall
1400 continue in this manner for consecutive proposed budgets until the prescribed amount
1401 has been met. (Ref. Resolution 138-2012-RCAS-H in lieu of Resolution 66-2012-B1,
1402 Resolution 16-1999-H)
- 1403 5. Legislative and Building accounts of the Texas Dental Association were closed and placed
1404 into the Reserve Division accounts managed by Bland Garvey Investment (Ref. Resolution
1405 63-2014-B, 35-2015-B).
1406 Legislative Affairs Monies (Ref. 67-2015-H): Funds transferred to the Reserve Savings
1407 Account from the Legislative Account on August 13, 2014, retain their designated purpose
1408 of funding expenses related to legislative and regulatory affairs, being so named the
1409 Legislative Affairs monies. The amount of monies available from the former Legislative
1410 Account shall be equal to the amount of the August 13, 2014 transfer, and will continue to
1411 be adjusted for debits made to the balance by Board approval on or after the date of the
1412 transfer. Legislative Affairs monies may be expended only at the request of the Legislative
1413 Council, currently named the Council on Legislative and Regulatory Affairs. The TDA

- 1414 Board must continue to formally approve any use and expenditure of the monies, such
1415 approval or denial being made by the TDA Board of Directors within 3 business days of the
1416 requested expenditure. Reports of the legislative related balance in the Reserve Savings
1417 Account, revenues, and expenditures shall be included in the financial reports provided to
1418 the TDA Board of Directors.
- 1419 6. Annual Session Fund: A separate fund shall be established and maintained which shall
1420 receive all income from activities related to the annual session. All expenses of the annual
1421 session shall be paid from this account. The account shall have separate accounting and
1422 be reported separately to the Board and to the House of Delegates.
- 1423 7. Relief Fund: The Relief Fund is held in the name of the Texas Dental Association and is
1424 fully detached from any other fund of this Association in accordance with the terms of the
1425 *Bylaws*. The fund shall be derived from cash, securities and other property transferred or
1426 appropriated to it by the Board and contributions from dependents and survivors of
1427 deceased members of the dental profession. This fund is administered under the
1428 provisions of Chapter XII, Section 50 of the *Bylaws*, and in accordance with the rules and
1429 regulations formulated by the Board. Grants from the Relief Fund may be made to other
1430 charitable tax-exempt dental organizations and for disaster relief (Ref. Resolution 74-
1431 2016-H). The total sum of such grants would be limited to the amount of interest earned
1432 on the account in the prior fiscal year. All funding of grants would cease if the corpus of
1433 the relief fund should drop to less than \$500,000. (Ref. Resolution 119-2001-H and
1434 Resolution 100-2003-H)
- 1435 8. Investment Policies: It is the policy of the Board to develop and maintain an investment
1436 program which shall have as its major objective the provision of the funds for (1) the
1437 adequate conduct of the Association's current programs and (2) the development and
1438 maintenance of an adequate Reserve Fund. In the conduct of the investment program,
1439 the conservation of the purchasing power of the assets, rather than the yield, shall be the
1440 basic objective. The investment program of this Association shall be determined from
1441 time to time by the Board on the recommendation of the Assets Oversight Committee or
1442 the Executive Director. (Ref. Resolution 90-2001-H, 82-2003-B)

1443
1444 **C. POLICY ON SURPLUS FROM ASSOCIATION INSURANCE PROGRAMS**

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1446 **Insurance Surplus:** When a surplus occurs either as a result of improvements to a program,
1447 reduction of premium or refund to this Association as certificate holder, such funds shall be
1448 placed in the General Fund of this Association.

1449
1450 **D. POLICY ON CONTRACTS**

1451
1452 The following rules shall govern the making of contracts between the Texas Dental Association
1453 and other parties:

- 1454
- 1455 1. Definition: A contract is a formal, written agreement between the Texas Dental Association
1456 and a second party. This definition shall not be construed, however, as applying to
1457 memoranda of agreement or routine purchase orders for equipment, supplies and
1458 services.
 - 1459 2. Analysis of Contracts: All contracts shall be analyzed by this Association's legal counsel and
1460 a written report made thereon to the President and Secretary.
 - 1461 3. Signing of Contracts: All contracts entered into in the name of this Association shall be
1462 signed by the President and/or the Executive Director at the President's discretion on each
1463 contract offered. (Ref. Resolution 41-1991-H)

- 1464 4. Report of Contracts: All contracts entered into between the meetings of the Board shall be
1465 reported to the Board at its next meeting.
1466 5. Review of Contracts: All existing contracts with outside organizations doing business for
1467 the TDA shall be reviewed by the Finance and Audit Committee on an annual basis. (Ref.
1468 Resolution 60-1980-H)
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1471 **E. POLICIES ON NOMINATIONS, APPOINTMENTS AND CONSULTANTS**
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- 1473 1. Nominations to Councils or Standing Committees of the Association: The Board shall not
1474 nominate a member of this Association for a concurrent membership on more than one
1475 council or committee, with the exception of committees of the Board (Ref. 163-1999-H).
1476

1477 The following procedures shall govern the Board in presenting nominations to the House
1478 of Delegates for membership on the councils or standing committees of this Association:
1479

- 1480 a. Nominees are to be proposed by the President-Elect in consultation with the
1481 respective Divisional Officers, as the nominations may dictate.
1482 b. It shall be the policy to nominate the most senior member, displaying strong
1483 leadership skills, as chair for the coming year.
1484 c. Nominations are presented to the Board and, upon majority vote of the Board,
1485 are to be submitted to the House of Delegates.
1486

- 1487 2. Disclosure Policy: Council and Committee members must be free of conflict of interest
1488 during his/her service in such position, and shall not serve on the board of or be a
1489 consultant to any firm or organization endorsed by or doing business with the TDA that
1490 would involve or imply a conflict of interest with this Association. No more than ¼ of any
1491 TDA subsidiary board may be made up of Council or Committee members. (Ref.
1492 Resolution 144-1998-H, and Appendix B: *Corporate Code of Ethics and Prohibition and*
1493 *Disclosure of Conflicts of Interest*)
1494

- 1495 3. Criteria: Selection of Council Chairs and Members: The President may appoint Chairs to
1496 Council and Committees, with the approval of the Board. The following criteria are to be
1497 used for selection of TDA Council Chairs and Members:
1498

- 1499 a. Consideration given to division representation
1500 b. Experience in the field of concern of the particular council
1501 c. Willingness to work; commitment of time
1502 d. Excellent communication skills
1503 e. Leadership abilities
1504 (1). cooperative; compatible nature
1505 (2). Diplomacy
1506 f. Knowledge of TDA structure, function and willingness to work toward the
1507 strategic plan of the TDA. (Ref. Resolution 115-1992-H)
1508

- 1509 4. Prior to recommending a new Council/Committee member, the President-Elect shall
1510 advise potential nominees of the following via written communication (Ref. Resolution 85-
1511 2000-H):
1512

- 1513 a. Mission and goals of the Council/Committee
1514 b. Terms of appointment

- 1515 c. Chair, existing members and staff liaison for the Council/Committee
1516 d. Anticipated obligations and responsibilities
1517 e. Approximate number of meetings per year
1518 f. Amount of time and travel required
1519 g. TDA reimbursement policies (Ref. Resolution 85-2000-H)
1520
1521 Recommendations of Divisional Officers: The Divisional Officers of the respective Divisions
1522 shall make recommendations when called upon by the President or President-Elect, of
1523 active, life or retired members from their Division qualified for nomination as members of
1524 the various councils, committees or special committees of this Association.
1525
1526 5. Liaison to Councils: At the first meeting of the Board each year, the President may initiate
1527 and subsequently appoint a voting member of the Board, as a non-voting liaison member
1528 to each of the councils of this Association and to the for profit corporations of this
1529 Association and the Texas State Board of Dental Examiners, if the Board deems
1530 appropriate. These liaison members are to be placed on the list of the council to which
1531 they are appointed. Their duties shall be:
1532
1533 a. To attend meetings of the council to which appointed.
1534 b. To monitor reports of the council and to stress that recommendations to the
1535 Board or House not in the form of a resolution are received for information only
1536 and may not be acted upon. Any recommendation for action to be taken by the
1537 Board or the House must be in the form of a resolution. (Ref. Appendix D; Ref.
1538 Resolution 148-1977-B)
1539 c. To report the council's activities to the Board when appropriate or when
1540 requested to do so, together with any recommendations thereon.
1541 d. To attend the Reference Committee hearings at the next annual session of this
1542 Association, considering the report of that council.
1543
1544 6. Council Meetings: No council meeting shall be held at the same time as a meeting of the
1545 Board of Directors, unless approved by the Board. (Ref. Resolution 25-1979-H)
1546
1547 7. Council Budget Expenditures:
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1549 a. The Secretary-Treasurer shall be instructed not to pay council or committee
1550 vouchers that exceed the amount of the approved budget.
1551 b. Any non-itemized council or general budget expenditure of \$500 or more requires
1552 prior written approval by the President or the Secretary-Treasurer if not justified
1553 in the original approved budget.
1554
1555 8. Appointment of Additional Personnel (e.g., Consultants): When essential to the fulfillment
1556 of the program of a council or committee, the chair may request the Board to authorize
1557 the appointment, by the President, of additional council or committee personnel on the
1558 basis of technical qualifications and geographical advantages. When supplemental
1559 expenditures of funds are necessary to accomplish the specific duty assigned, such
1560 personnel shall be eligible for reimbursement according to the reimbursement policy of
1561 this Association. The period of service of such supplemental personnel shall terminate
1562 when the task assigned is completed or as provided in Chapter IX of the *Bylaws*.
1563

- 1564 9. Removal of Council or Committee Members: all recommendations for removal of a
1565 council or committee member should be forwarded to the TDA Board for a vote. (Ref.
1566 Resolution 78-2000-H)
1567
1568 10. DENPAC: The administrative and secretarial services of DENPAC shall emanate from the
1569 Texas Dental Association Central Office, and these efforts are to be monitored by legal
1570 counsel.
1571

1572 **F. POLICIES ON EMPLOYMENT AND EMPLOYEES**
1573

- 1574 1. Automobile Allowance: The TDA will provide an automobile allowance on an individual
1575 need basis. (Resolution 52-1981-H) (RESCIND?)
1576 2. Corporate Credit Card: A Corporate Credit Card will be maintained in the name of the
1577 TDA. (Resolution 171-1995-H)
1578 3. Direct Reimbursement Dental Program for Staff: The TDA will provide a Direct
1579 Reimbursement Dental Program for full time employees and their immediate family
1580 members be administered as follows (Resolution 88-2013-B)
1581 a. 100% reimbursement for up to at least the first \$600 of dental treatment.
1582 b. 75% reimbursement for the amount exceeding \$600 of dental treatment.
1583 c. Maximum benefit for each family \$1000 for the calendar year.
1584 4. Executive Director: The specific duties of the Executive Director are as provided in the
1585 Executive Director's Manual.
1586 5. Legal Counsel: Any request for legal assistance from the legal counsel of this Association
1587 must be approved by either the Executive Director or the Board of Directors.
1588 6. Employment Agreements: The Board may offer employment agreements to employees in
1589 selected cases.
1590 7. Salary Adjustments: The Board shall approve salary adjustments as part of the budgeting
1591 process.
1592 8. Policy on Retirement Program For Employees: See information on the TDA 401(K)
1593 Retirement Plan (Ref. Resolution 68-2014-B, 74-2015-B, 72-2016-B).
1594 9. Policy on Christmas Bonus: The Executive Director may grant up to one week's salary or as
1595 otherwise approved by the Board.
1596

1597 **G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES**
1598

1599 In accordance with Chapter XII, Section 50 of the *Bylaws*, it is the general policy to provide
1600 reimbursement of travel and maintenance expenses for all personnel carrying on official business
1601 for this Association, with the exception of component society presidents who are members of the
1602 Committee of Component Society Presidents in accordance with Resolution 154-1999-H.
1603 Reimbursement is based on (a) funds available in the budget, (b) the completion of signed
1604 reimbursement requests approved by a proper authorizing official and (c) compliance with the
1605 following rules: (Ref. Resolution 56-2005-CAS-BS-H)
1606

- 1607 1. Basis of Reimbursement of In-State Meetings: Reimbursement for day meetings for which
1608 overnight stays are not required shall be up to \$70 per day. Reimbursement for which an
1609 overnight stay is required shall be the equivalent of the actual room cost including all
1610 applicable taxes at the TDA designated hotel and at the negotiated rate, substantiated by
1611 original receipt of cash or credit card transaction, plus up to \$70 per day. This is intended to
1612 defray out-of-pocket expenses for hotel rooms, gratuities, meals, etc. It is to be paid to
1613 members of the Board of Directors, councils and committees for each day of official
1614 assignment. Reimbursement will not be processed for the value of rewards points used.

1615 Members of the Central Office staff will be reimbursed for actual hotel room expenses plus
1616 \$40 per day. (Ref. 119-2015-B)
1617

1618 Officers, Council and Committee members of the Texas Dental Association (TDA), who are
1619 meeting on official TDA Board, Council or Committee business, receive a per diem allowance
1620 in the amount of \$50, effective March 1, 2015 through December 31, 2015, at which time the
1621 reimbursement rate will be \$70 per diem (Ref. 119-2015-B).
1622

1623 2. Out-of-State Travel: Out-of-state travel will be paid at coach or standard economy fare only
1624 and designated hotel single rate and tax plus \$70 per day.
1625

1626 3. Reimbursement for Air Travel: For air travel, this Association will reimburse the traveler or
1627 member of staff for coach or standard economy fare, necessary revisions of travel itinerary,
1628 surface transportation to and from the airport, and ground transportation and/or airport
1629 parking. Additional costs for upgrades in transit seating (e.g., first class) will be the
1630 responsibility of the Board member. Out-of-state and in-state automobile transportation and
1631 surface transportation reimbursement rate for mileage will be adjusted concurrently with the
1632 business mileage rate adjustments by the Internal Revenue Service on that date. (Ref.
1633 Resolution 31-2012-B, 75-2015-B)
1634

1635 Extra Day Hotel Stay: The Texas Dental Association will reimburse an extra day's hotel stay
1636 excluding per diem if a savings in the airfare deemed exceeds the cost of that extra night stay.
1637

1638 TDA will reimburse members for airline luggage expenses for two bags not to exceed 50
1639 pounds each. (Ref. Resolution 29-2012-B)
1640

1641 4. Reimbursement for Travel by Auto: For travel by personal automobile, this Association will
1642 reimburse the traveler for the round-trip mileage from home-meeting place-home by the
1643 most direct route. The rate of reimbursement shall be per mile plus an allowance of \$5. Out-
1644 of-state and in-state automobile transportation and surface transportation reimbursement
1645 rate for mileage will be adjusted concurrently with the business mileage rate adjustments by
1646 the Internal Revenue Service (Ref. Resolution 31-2012-B). The amount reimbursed shall not
1647 exceed the amount of the coach or standard economy air-fare for the same route. TDA will
1648 reimburse up to a maximum of \$100 per day for out-of state and in-state daily automobile
1649 rental expenses (Ref. Resolution 27-2012-B).
1650

1651 5. Reimbursement for Travel by Taxi: For travel by taxi, both out-of-state and in-state, the daily
1652 reimbursement rate shall be \$60. (Ref. 28-2012-B and Resolution 76-2013-B)
1653

1654 6. Insurance While on Association Business: All members, while in the active course of carrying
1655 out affairs of this Association, shall be covered by insurance at the rate of \$ 1. 00 per day,
1656 such amount to be deducted from the amount the member is reimbursed. Such insurance
1657 shall have both life and accident features with the necessary attendant medical payments.
1658

1659 7. Reimbursement at Annual Session: There shall be no reimbursement for councils and
1660 committees meeting during the regular dates of the annual session of this Association unless
1661 authorized by the Board. The members of the Texas Dental Association Board, the editor, the
1662 Parliamentarian, Speaker of the House, and the members of the House Standing Committee
1663 on Constitution and Bylaws, will be reimbursed at the lesser of the approved headquarters
1664 hotel rate or their actual hotel expenses (room and taxes only), during their attendance at the

- 1665 House of Delegates, providing they are not otherwise reimbursed. (Ref. Resolution 91-2016-
1666 B)
1667
- 1668 8. Reimbursement to Vice-Presidents, Senior Directors and Directors for Travel Within Their
1669 Division: It is the policy to reimburse each of the Vice-Presidents, Senior Directors and
1670 Directors the actual expenses for travel to meetings of component societies within their
1671 division when on official business of the TDA. These officers shall not accept any other
1672 honorarium while conducting these visits.
1673
- 1674 9. Reimbursement of Expenses of President: It is the policy to reimburse the President for all
1675 expenses related to the conduct of official business of this Association. The President may not
1676 accept reimbursement or honorarium from any component society of this Association. The
1677 President may request reimbursement for expenses related to official business including
1678 attendance at meetings of the Board of Directors, and travel incident to other assignments of
1679 Association business. The President shall receive reimbursement by the TDA for the cost of
1680 housing while on official business of the TDA. In addition, the President will receive a stipend
1681 as established by the Board in accordance with Chapter V Section 40Bd of the *Bylaws*.
1682
- 1683 The President shall be reimbursed for his/her expenses incurred at the annual session,
1684 including his/her party, up to a limit of \$1,575 (beginning in 1996). Future increases shall not
1685 exceed 5% of the previous year's budget amount. Additional expenses, if incurred, will be
1686 charged to the President's line item. The President shall be reimbursed for air travel and hotel
1687 expenses for his/her spouse at the annual meetings of this Association and the American
1688 Dental Association.
1689
- 1690 10. Expenses for ADA 15th District Delegates and Alternate Delegates will be reimbursed for
1691 attending official ADA 15th District meetings and the ADA Annual Session at the approved
1692 designated hotel single rate and tax for up to six nights plus up to \$70 per diem for up to six
1693 days. The TDA Board will determine the allowable number of reimbursable hotel nights and
1694 days for per diem each year while considering the meeting location and the obligations of
1695 Delegates and Alternate Delegates. (Ref. 65-1983-H, 75-2015-B, 119-2015-B) The TDA Board
1696 of Directors approves 5 hotel nights and 5 days at \$70 per diem for American Dental
1697 Association (ADA) 15th District Delegates and Alternate Delegates attending the 2017 ADA
1698 Annual Session from Thursday, October 20, 2017 to Tuesday, October 25, 2017 in Atlanta,
1699 Georgia (Ref. 67-2017-B) .
1700 Delegates and Alternate Delegates unable to attend meetings of the House of Delegates,
1701 caucus meetings, or other stipulated or called meetings or hearings shall have a pro-rata
1702 decrease in reimbursement and/or air fare, as the case may be, for each day of such absence.
1703 Delegates and Alternate Delegates failing to return 15th District Delegation badges following
1704 the conclusion of the final meeting of the American Dental Association House of Delegates
1705 shall have \$50 deducted from reimbursement. (Ref. 71-2014-B)
1706
- 1707 11. Reimbursement of Delegates and Alternate Delegates to the ADA Pre-Caucus Meeting:
1708 Delegates and Alternate Delegates attending ADA pre-caucus meetings shall be reimbursed at
1709 the regular in-state rate.
1710
- 1711 12. Reimbursement of Other Official TDA Representatives: Other representatives of the TDA may
1712 be reimbursed for expenses incurred while on official TDA business. Such reimbursement
1713 shall be at the same rate as the rate for members of the Board. These representatives shall
1714 not accept any other honorarium while making such official visits.
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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.
7. **Functions of the ADA that deserve the support of the local membership:** Some functions, such as the American Fund for Dental Health, the ADA Relief Fund and various efforts related to dental education, are worthy causes that do, and should, enjoy broad-based membership support.

- 1803 8. **Support for dentistry's political action committees -DENPAC and ADPAC:** Many people
1804 feel "politics" is a dirty word or something to be shunned. This is unfortunate since "politics",
1805 rather than something to be avoided, is a fact of life and a vital part of the representative
1806 democracy in which we live. Politics is nothing more than the inter-action of people going
1807 through the very difficult process of trying to achieve a majority decision to accomplish a
1808 given aim or objective. And, almost invariably, this effort is for the ultimate good or for some
1809 sort of progress, not only for the members of the particular group that may be affected by such
1810 actions, but for the general public as well.
- 1811 9. **Talking Points:** Talking points drafted by the TDA Executive Director.
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APPENDIX B

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

ARTICLE I

Purpose

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

ARTICLE II

Persons Subject to This Policy

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

ARTICLE III

Corporate Code of Ethics

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

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

ARTICLE IV

Definitions of Conflicts of Interest

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

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

ARTICLE V

Procedures Regarding Conflicts of Interest

1865 Prior to participation in matters regarding the Association, if a person knows of a conflict of interest or a matter
1866 giving the appearance of a conflict of interest, the person shall disclose, in writing, to the Association, through the
1867 President, Executive Director or person in charge of a particular function or meeting, the presence of the conflict.
1868 A person having a conflict of interest shall not participate in a discussion, consideration, decision or vote regarding
1869 the matter in which the person has a conflict. If a decision or vote is to be made by a board, council or committee,
1870 and the person is a member of the board, council or committee, the minutes of the meeting shall reflect that the
1871 person did not participate due to a potential conflict.

1872
1873 ARTICLE VI

1874 Review of Policy and Disclosure of Conflicts

1875
1876 At the time a person subject to this policy assumes a position with the Association, the person shall review this
1877 policy. The person shall, at all times, remain familiar with the provisions of this policy. At least annually, the
1878 person shall disclose in writing to the Association the person's awareness of the policy and a statement that the
1879 person has complied with the policy.

1880
1881

1882
1883 **WHISTLEBLOWER POLICY**
1884

1885 General
1886

1887 Texas Dental Association (“Association”) Code of Ethics ("Code") requires directors, officers and members of
1888 councils and committees (“TDA Leadership”) to observe high standards of business and personal ethics in the
1889 conduct of their duties and responsibilities. The Association has a separate code of ethics applicable to
1890 employees. As employees and representatives of the Association, we must practice honesty and integrity in
1891 fulfilling our responsibilities and comply with all applicable laws and regulations.
1892

1893 Reporting Responsibility
1894

1895 It is the responsibility of TDA Leadership and employees to comply with the Code and to report violations or
1896 suspected violations in accordance with this Whistleblower Policy.
1897

1898 No Retaliation
1899

1900 No member of the TDA Leadership or employee who in good faith reports a violation of the Code shall suffer
1901 harassment, retaliation or adverse employment consequence. An employee or member of TDA Leadership
1902 who retaliates against someone who has reported a violation in good faith is subject to discipline up to and
1903 including termination of employment or the person’s position with the Association. This Whistleblower Policy
1904 is intended to encourage and enable employees and others to raise serious concerns within the Association
1905 prior to seeking resolution outside the Association.
1906

1907 Reporting Violations
1908

1909 The Association has an open door policy and suggests that TDA Leadership and employees share their
1910 questions, concerns, suggestions or complaints with someone who can address them properly. In most cases,
1911 an employee's supervisor is in the best position to address an area of concern. However, if you are not
1912 comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are
1913 encouraged to speak with the Executive Director or Chairman of the audit and finance committee.
1914 Supervisors and managers are required to report suspected violations of the Code of Conduct to the
1915 Association's Compliance Officer, who has specific and exclusive responsibility to investigate all reported
1916 violations. For suspected fraud, or when you are not satisfied or comfortable with following the Association's
1917 open door policy, individuals should contact the Association's Compliance Officer directly. The person
1918 receiving a complaint or the Compliance Officer will notify the sender and acknowledge receipt of the
1919 reported violation or suspected violation within five business days. All reports will be promptly investigated
1920 and appropriate corrective action will be taken if warranted by the investigation.
1921

1922 Compliance Officer
1923

1924 The Association's Compliance Officer is responsible for investigating and resolving all reported complaints and
1925 allegations concerning violations of the Code and, at his or her discretion, shall advise the Executive Director
1926 and/or the audit committee. The Compliance Officer has direct access to the audit committee of the Board of
1927 directors and is required to report to the audit committee at least annually on compliance activity. The
1928 Association's Compliance Officer is the chair of the audit committee.
1929

1930 Accounting and Auditing Matters
1931

1932 The audit and finance committee of the Board of Directors shall address all reported concerns or complaints

1933 regarding accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify
1934 the audit and finance committee of any such complaint and work with the committee until the matter is
1935 resolved.

1936

1937 Acting in Good Faith

1938

1939 Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good
1940 faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code.
1941 Any allegations that prove not to be substantiated and which prove to have been made maliciously or
1942 knowingly to be false will be viewed as a serious disciplinary offense.

1943

1944 Confidentiality

1945

1946 Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of
1947 violations or suspected violations will be kept confidential to the extent possible, consistent with the need to
1948 conduct an adequate investigation.

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CORPORATE RECORDS RETENTION POLICY

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

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

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

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

The following table provides the minimum retention requirements:

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

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

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APPENDIX C

- 1977
- 1978 The Texas Dental Association Gold Medal for Distinguished Service shall contain the
- 1979 following requirements and criteria:
- 1980
- 1981 1. This is the highest award of the Association.
- 1982 2. The award shall only be presented when, in the opinion of the Awards Committee, an individual has met
- 1983 the criteria. This award may or may not be given on an annual basis.
- 1984 3. Nominations for the award will be encouraged from members of the Board of Directors or component
- 1985 societies via confidential proposals to the Awards Committee for consideration. These nominations should
- 1986 be accompanied by supporting documentation of the candidate's eligibility.
- 1987 4. Texas Dental Association Gold Medal for Distinguished Service
- 1988 A. Purpose - This is the highest award given in recognition of outstanding contributions and service to
- 1989 the Texas Dental Association.
- 1990 B. Criteria - Nominees must have made contributions to the Association in more than one area through:
- 1991 i. service in leadership positions, which may include, but not limited to, Officers, Board of
- 1992 Directors, and Council or Committee members;
- 1993 ii. ADA related service, which may include, but not limited to, Officers, Trustees, Committees,
- 1994 and other special groups;
- 1995 iii. contributions to local component society activities which played a significant role in State
- 1996 concerns;
- 1997 iv. commitment to organized dentistry through other areas of activity, including education
- 1998 through teaching at the predoctoral, advanced or continuing education level;
- 1999 v. service to community; and
- 2000 vi. the recipient must be an Association member in good standing and not under active
- 2001 discipline.
- 2002 5. Since this is the highest award of the Association, the presentation ceremony and subsequent events, e.g.,
- 2003 TDA Journal articles and media releases, should reflect its importance. (Ref. Resolution 111-1997-H)
- 2004
- 2005 The President shall be the presenter of the Association's Gold Medal for Distinguished Service Award. Should the
- 2006 President be selected as the recipient of the award, the Awards Committee shall select an appropriate presenter.
- 2007 (Ref. Resolution 108-1999-H)
- 2008
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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 and the resolutions, and, if a majority sign, the report becomes the report of the committee. When a report in its final form has been considered and approved by a majority vote at a committee meeting, it is signed by the chair and all the members of the committee. A member may withdraw approval of a report at any time before it is presented. A member who agrees to a committee report with exceptions or reservations may indicate the portions with which he/she does not agree and sign the report, signifying approval of the remainder.

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C. Presentation of Board Committee Reports

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

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

D. Consideration of Board Committee Reports

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

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

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

E. Minority Reports

If any members of a committee disagree with the report submitted by a majority of the committee members, they may submit a minority report signed by members who agree with it. More than one minority report may be submitted. A minority report can be presented only immediately after the

2115 majority report. A minority has the right to present and read a report, even though a motion is pending to
2116 dispose of the majority report, but the minority report is not considered unless some member moves to
2117 substitute it for the report of the majority. If the motion to substitute carries, the minority report becomes
2118 the official report of the committee and the majority report is filed for reference. If the motion to
2119 substitute fails, the minority report is filed for reference.
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2121 **II. BOARD COMMITTEE RECOMMENDATIONS**

2122 **A. Presentation of Board Committee Recommendations**

2123 Resolutions may be acted on separately when they are presented with the committee report,
2124 postponed to a definite time, or taken up under new business. When several resolutions are interrelated
2125 and have not been printed or sent to the members previously, they should all be read before considering
2126 and voting on the individual resolutions. Whenever the Board desires to consider the resolutions, the
2127 chairman of the committee reads the first resolution from the committee and a member of the Board
2128 moves its adoption.
2129

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2132 The motion should be stated in a form that will allow the Board to vote directly on the proposal itself, not
2133 on whether to agree or disagree with the recommendation of the committee. For example, if a
2134 committee recommends "that a membership drive should be held in the spring of each year," the motion
2135 to the Board should be, "I move that a membership drive be held in the spring of each year." This
2136 statement of the proposal allows the Board to consider, apply motions (for example, the motion to
2137 amend), and to vote directly on the actual proposal. This motion is much clearer than a motion such as "I
2138 move that we concur with (adopt, reject, accept approve, or agree with) the recommendation of the
2139 committee."
2140

2141 A well-stated motion requiring a decision directly on the proposal prevents the confusion caused by such
2142 motions as, "I move that we approve the recommendation of the finance committee rejecting the
2143 proposal of the Secretary-Treasurer to modify the system of keeping financial records." It is impossible to
2144 amend or affect this motion in any way that will reach the original proposal, even though members may
2145 wish to do so. The original motion should be stated: "I move that the Secretary-Treasurer be authorized
2146 to modify the present system of keeping financial records." The President or chairman of the committee
2147 would then state, for the information of the members, that the original motion had been proposed by
2148 the Secretary-Treasurer, and that the finance committee recommends a "NO" vote on it. After a motion
2149 embodying a recommendation has been stated to the Board, it is considered and acted on as any other
2150 main motion.
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2152 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.

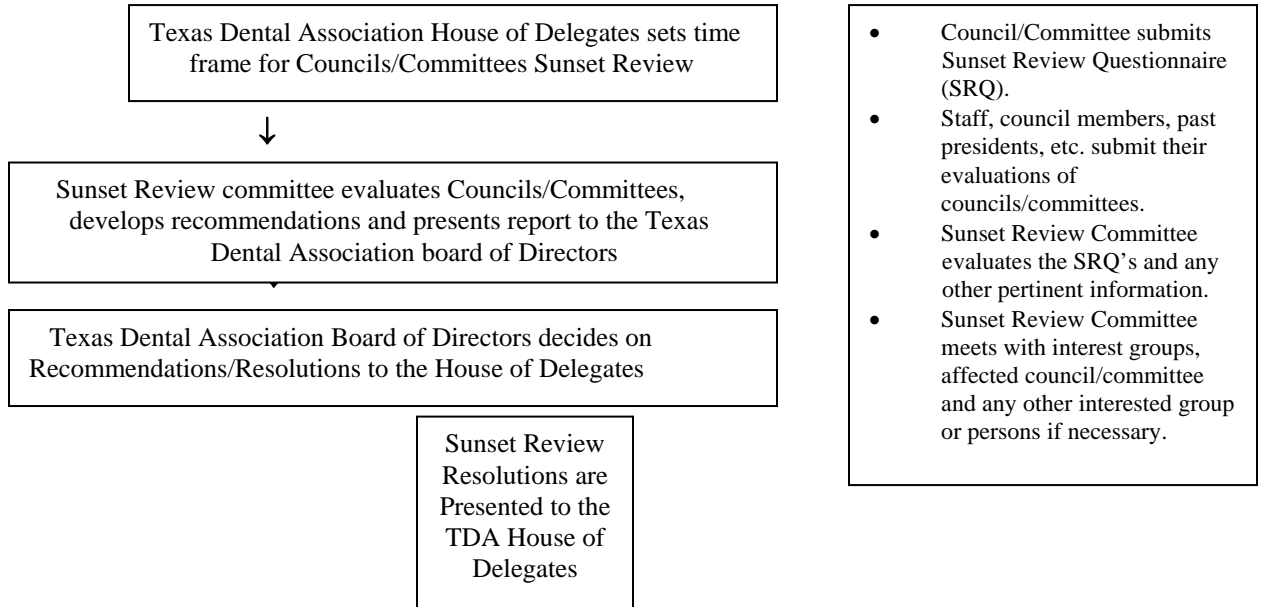
Mandate Resolution

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

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

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2226
2227

REVIEW SCHEDULE

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

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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:

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

2254 The Sunset Review Committee reviews typically take from three to six months depending on the size and
2255 complexity of the council/committee. The Sunset Review Committee gathers information from a broad
2256 range of sources. As a part of the review process, each staff member, and past and present
2257 council/committee chairmen submit a Sunset Review Questionnaire (SRQ) to the Sunset Review
2258 Committee. Other reports are received from the council/committee members, past-presidents, current
2259 presidents, etc. The reports identify problems, opportunities and issues that the council/committee and others
2260 feel should be considered in the Sunset Review. Once the evaluation phase of the review is completed, the
2261 Sunset Review Committee presents a report to the Texas Dental Association Board of Directors containing
2262 recommendations for any changes or suggestions to improve the council/committee.

2263
2264 All information presented to the Sunset Review committee is reviewed and compiled.
2265

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2267 **FREQUENTLY ASKED QUESTIONS (FAQ'S)**

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2269 **1. What Changes Can Be Made Through Sunset?**

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2271 The Sunset Review Committee's report on the Council/Committee must include a recommendation to abolish or
2272 continue the Council/Committee and may also contain other recommendations and suggestions. If the Sunset
2273 Review Committee recommends continuation of the Council/Committee, no resolution is required. The
2274 recommendation should be emphasized in the report. Unless there is a recommended alteration of the 4 - year cycle
2275 for review, no resolution is needed for declaring the next time for review, however, for clarity and completeness, it
2276 may be included in the recommendations. Recommendations to abolish a Council/Committee *must* be in resolution
2277 form in order for the Board and the House to take action.

2278

2279 **2. What is Sunset?**

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2282 Sunset is the regular assessment of the continuing need for the Texas Dental Association's Council/Committees to
2283 exist. Sunset asks a more basic question: Does the council/committees duties continue to be needed? The
2284 Sunset Review process works by setting a date on which a council/committee will be abolished unless the House
2285 of Delegates decides to continue its functions. This creates a unique opportunity for the Texas Dental Association
2286 to look closely at each Council/Committee and make fundamental changes to a councils/committees mission or
2287 operations if needed.

2288

2289 The Sunset Review process is guided by the Senior Directors and Board Liaisons of the Texas Dental Association in
2290 accordance with the Texas Dental Association *Bylaws* CHAPTER IX, SECTION 130 that reads as follows:

2291

2292 Each council and committee shall be required to undergo a sunset review by the Senior Directors and the
2293 Board Liaisons to the Council that are being reviewed every four (4) years or whenever directed by the
2294 Board of Directors.

2295

2296 The Senior Directors will be assisted by a staff member, and may consult with past and present
2297 council/committee chairmen, council/committee members, past presidents, and staff whose reports
2298 provide an assessment of a council's/committee's programs and operations, giving the Texas Dental
2299 Association the information needed to draw conclusions about the council's/committee's necessity and
2300 workability.

2301

2302 **3. How is a Council/Committee Scheduled for Review under Sunset?**

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2305 All Texas Dental Association Councils/Committees are subject to Sunset Review. Review of Councils/Committees
2306 under Sunset typically undergoes review once every 4 years. The Texas Dental Association Board of Directors may
2307 change the review schedule to enable a close look at certain councils/committees of special interest. By using the
2308 Sunset Review process to examine problem areas, the Texas Dental Association further strengthens the
2309 accountability of all Councils/Committees.

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2312 **4. How are Councils/Committees Reviewed?**

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2314 Members of the Sunset Review Committee work with each council/committee under review to evaluate the need
2315 for the council/committee propose needed changes and develop resolutions necessary to implement any
2316 proposed changes. A summary of the steps in a Sunset Review can be found in the flow chart, **Sunset Review**
2317 **Process.**

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Sunset Review Process Rev. 5/4/2003

1 **BOARD POLICIES OF GOVERNANCE**

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3 **(CHRONOLOGICAL LIST)**

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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 adopted:

25
26 Resolved, that the Secretary-Treasurer of the TDA be an active or life member, elected annually by the
27 House of Delegates, unsalaried, whose duties shall be:

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

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

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

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

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

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

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

80-1978-H

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

25-1979-H

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

60-1980-H

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

69-1980-H

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

3-1981-B

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

5-1981-B

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

65-1983-H

Resolved, that the ADA alternate delegates be paid the same per diem as ADA delegates.

85
86 **103-1989-H**
87 Resolved, that the Procedures for Recall of Members of the Board of Directors and Elected Officers of the Texas
88 Dental Association, be approved.
89
90 **118-1990-H**
91 Resolved, that the Council on Education and Health Resource Planning and the Council on Dental Trade, Ancillaries
92 and Laboratory Relations be merged into one council to be known as the Council on Education, Trade and
93 Auxiliaries, and be it further
94
95 Resolved, that the Council on Education, Trade and Auxiliaries be composed of six members for one year only with
96 no new appointments made for 1990-91 and the Bylaws be amended to reflect these changes.
97
98 **145-1990-H**
99 Resolved, that the Editor will accept reports on council activities, such reports to be published at the discretion of
100 the Editor
101
102 **41-1991-H**
103 Resolved, that all contracts entered into in the name of this Association shall be signed by the President
104 and/or the Executive Director at the President's discretion on each contract offered.
105
106 **74-1991-H**
107 Resolved, that all resolutions referring to previous resolutions have the previous resolutions printed in their
108 entirety within the body of the pending resolution.
109
110 **115-1992-H**
111 Resolved, that the following criteria for selection of TDA Council Chairs and Members be
112 included in the Board of Directors' Manual:
113 1. Consideration given to division representation
114 2. Experience in the field of concern of the particular council
115 3. Willingness to work; commitment of time
116 4. Excellent communication skills
117 5. Leadership abilities
118 a. cooperative; compatible nature
119 b. diplomacy
120 6. Knowledge of TDA structure, function and willingness to work toward the strategic plan of the
121 TDA.
122
123 **83-1995-H**
124 Resolved, that the President of the Texas Dental Association appoint a Pension Plan Administrative
125 Committee with the chairman to be the Executive Director or Interim Executive Director and two
126 other staff members.
127
128 **108-1996-H**
129 Resolved, that the Texas Dental Association Board of Directors establish a standing Resolutions Committee whose
130 function is to ensure that resolutions coming from the TDA House of Delegates to the ADA shall be properly
131 formatted. This committee consisting of the President of the TDA, the Speaker of the House, the Fifteenth District
132 Trustee and the Parliamentarian of the TDA shall maintain the intent of said resolutions; and be it further
133
134 Resolved, that the 15th District Trustee serve as chairman, and be it further
135

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

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

141
142 **38-1997-NP**

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

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

152
153 **49-1997-H**

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

158
159 **86-1997-H2**

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

162
163 **111-1997-H**

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

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

187 5. Since this is the highest award of the Association, the presentation ceremony and subsequent events, e.g.,
188 TDA Journal articles and media releases, should reflect its importance. (Ref. Resolution 111-1997-H)
189

190 **144-1998-H**

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

194 **194-1998-H**

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

198 **16-1999-H**

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

202 **108-1999-H**

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

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

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

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

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

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

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

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

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

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

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

232 Resolved, that the following shall be the duties of the committee:
233

- 234 1. One Committee member per Council shall serve as a non-voting liaison to
235 the following: [To serve as *ex officio* members without vote of the following
236 Councils:]
237

- 238 A. Council on Annual Session
239 B. Council on Dental Care Programs and Community Oral Health
240 C. Council on Dental Education, Trade, and Ancillaries
241 D. Council on Membership
242
243 2. To meet yearly as an entire committee, unless directed to do otherwise, the meeting to
244 occur in March.
245
246 3. To provide input to the Councils on issues related to new practitioners.
247
248 4. To provide a written report to the Board of Directors following each of their meetings.
249
250 5. Such other duties as may be assigned by the Board of Directors.
251

252 **163-1999-H**

253 Resolved, that no member shall serve on more than one Council. Members of the Board of Directors
254 shall not be eligible of membership on any Council except the Council on Legislative and Regulatory
255 Affairs. When a member of any other Council is elected to the Board of Directors, the member shall
256 resign from that council.
257

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

259 Resolved, that the TDA Board of Directors Manual be amended in Chapter VIII, Rules of Procedure, Paragraph
260 "Presentation of New Business" (Page 18) by deletion of the word [shall] and insertion of "should" after New
261 Business; and be it further
262

263 Resolved, that a second sentence be added to read "In the event new business needs to be acted on that has not
264 been previously submitted to the Secretary/Treasurer 15 days prior to the regular Board meeting, the introduction
265 of the new business shall require a 2/3 majority vote of the Board of Directors present and voting."
266

267 **78-2000-H**

268 Resolved, that all recommendations for removal of a council or committee member be forwarded to the TDA
269 Board for a vote and that this procedure be placed in the appropriate portion of the TDA Board Manual.
270

271 **85-2000-H**

272 Resolved, that prior to [appointing] recommending a new Council/Committee member, the Texas Dental
273 Association President-Elect advise potential Council/Committee nominees of the following via written
274 communication:
275

276 Mission and goals of the Council/Committee; Terms of appointment; Chair, existing members and staff liaison
277 for the Council/Committee; Anticipated obligations and responsibilities; Approximate number of meetings
278 per year; Amount of time and travel required; and TDA
279 covered expenses.
280

281 and be it further
282

283 Resolved, that each TDA Council and Committee submit the required information to the President-Elect and
284 Executive Director by December 1, 2000; and be it further
285

286 Resolved, that the required information be updated annually.
287

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

- 289 Resolved, that Guidelines for the Finance and Audit Committee be:
- 290 A. The Finance and Audit Committee is a Board Committee responsible directly to the Board.
- 291 B. It should operate apart from any officer or agency of the Association and be permitted access to
- 292 information relating to the finances of the Association.
- 293 C. The following outlines the minimum functions the committee should perform:
- 294 1. The chair meets with the auditors at the beginning and end of the audit process and
- 295 report to the Finance and Audit committee.
- 296 2. The Finance and Audit Committee meets semi-annually to review:
- 297 a. the audit report and management letters produced by the auditors
- 298 b. internal financial policy and procedures
- 299 c. financial position of the Association
- 300 d. contracts
- 301 e. financial trends report
- 302 3. The Finance and Audit committee will submit written reports and recommendations to
- 303 the Texas Dental Association Board as needed.
- 304

305 **13-2001-H**

306 Resolved, that the Texas Dental Association Committee on the New Dentist be permitted to meet up to three

307 times in a calendar year for the purpose of planning and implementation of committee goals.....

308

309 **74-2001-H**

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

311 the Board entitled, Committee of Component Society Presidents with the inclusion of the following criteria:

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

327 **119-2001-H**

328 Resolved, that legal counsel make the necessary legal changes in any and all Relief Fund documents to implement

329 Relief Fund grants to other charitable tax-exempt dental organizations. The total sum of such grants would be

330 limited to the amount of interest earned on the account in the prior fiscal year. All funding of grants would cease

331 if the corpus of the relief fund should drop to less than \$500,000, and be it further

332

333 Resolved, that use of the Relief Fund for grants to charitable tax-exempt dental organizations is contingent upon

334 IRS approval in which the Texas Dental Association Relief Fund retains its tax-exempt status.

335

336 **120-2001-H**

337 Resolved, that the Board of Directors annually determine the charitable tax-exempt organization(s), I.R.S.

338 501(c)(3) organizations, to receive the Relief Fund grants and the amount of the grant(s), and be it further

339

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

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

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

350 **140-2001-H**

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

354 **165-2002-H**

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

358 **178-2002-H**

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

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

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

368 **63-2003-CCB-B**

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

<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

371
372 and be it further
373

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

376 **101-2012-B**

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

- 379 a. To review and maintain a written comprehensive communication plan for the Texas Dental Association;
- 380 b. To ensure that the membership receives succinct, timely information about the activities of the
381 Association including the leadership activities and critical issues;
- 382 c. To manage and promote public and media relations, including communications messages for the public;

- 383 d. To review existing communication programs and methods for distribution of issues and if appropriate, to
- 384 develop and recommend communications programs to the Board that incorporate emerging technology;
- 385 e. To recommend to the Board communications messages for the public and private image of dentistry;
- 386 f. To receive approval of the Board or Executive Committee prior to distribution of critical issues materials;
- 387 g. To be responsible for the oversight design, content and management of the Association Web site, and
- 388 emerging technology;
- 389 h. Develop continuing education courses for the dental team through the publications and online forums of
- 390 the TDA;
- 391 i. To propose and develop programs for dental health education of the public.

392 and be it further,

393
394
395 Resolved, that the Board Manual, Chapter VII, A. Standing Committees, Section 3, Communications Committee, be

396 amended to reflect these changes, and be it further
397
398 Resolved, that Resolution 99-2000-H, as amended by Resolution 59-2003-CCB-B, which reads:

399
400 *99-2000-H (As Amended by Resolution 59-2003-CCB-B)*
401 Resolved, that a new Standing Committee of the Board, the Committee on Communications be established

402 to assume responsibility for oversight of all communications activities of the Texas Dental Association,

403 including but not limited to those duties previously assigned to the Task Force on Communications and the

404 Critical Issues Committee; and be it further
405
406 Resolved, that the Committee on Communications be composed of five (5) active, life, or retired members,

407 one of whom shall be the Editor of the Texas Dental Journal, who shall not serve as chairman; and be it

408 further
409
410 Resolved, that duties of the Committee on Communications shall be

411
412 a. to develop and maintain a comprehensive communications plan for the Texas Dental

413 Association;
414 b. to ensure that the membership receives succinct, timely information about the activities of the

415 Association including the leadership activities and critical issues;
416 c. to review public and media relations issues;
417 d. to review existing communications programs and, if appropriate, to develop and recommend

418 communications programs to the Board;
419 e. to prepare critical issues material for distribution when a critical issue arises and the Board

420 directs a quick response
421 f. to recommend to the Board communications messages for the public and private image of

422 dentistry
423 g. to receive approval of the Board or Executive Committee prior to distribution of critical issues

424 materials
425 h. to be responsible for the oversight of the design, content and management of the Association

426 Web site, TDA Online;
427
428 and be it further
429
430 Resolved, that Resolution 155-1999-H (Task Force on Communications), and Resolution 145-1999-

431 H (Critical Issues Committee) be rescinded.
432
433 be rescinded.

434
435 Section 3 of the Board Manual now reads:

436
437 3. COMMITTEE ON COMMUNICATIONS

438
439 Composition: Shall consist of five (5) active, life, or retired members, one of whom shall be the
440 Editor of the Texas Dental Journal, who shall not serve as chair.

441
442 Duties: Duties shall include, but not be limited to:

- 443
444 a. To review and maintain a written comprehensive communication plan for the Texas
445 Dental Association;
- 446 b. To ensure that the membership receives succinct, timely information about the activities
447 of the Association including the leadership activities and critical issues;
- 448 c. To manage and promote public and media relations, including communications messages
449 for the public;
- 450 d. To review existing communication programs and methods for distribution of issues and if
451 appropriate, to develop and recommend communications programs to the Board that
452 incorporate emerging technology;
- 453 e. To recommend to the Board communications messages for the public and private image
454 of dentistry;
- 455 f. To receive approval of the Board or Executive Committee prior to distribution of critical
456 issues materials;
- 457 g. To be responsible for the oversight design, content and management of the Association
458 Web site and emerging technology;
- 459 h. Develop continuing education courses for the dental team through the publications and
460 online forums of the TDA;
- 461 i. To propose and develop programs for dental health education of the public.

462
463 **82-2003-B**

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

467
468 **94-2003- RCAS-H**

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

471
472 Resolved, that a senior representative be selected through the school's American Student Dental Association
473 program, and be it further

474
475 Resolved, that a schedule be developed allowing one representative to attend the Texas Dental Association
476 Committee on the New Dentist meeting on a rotating basis among the schools.

477
478 **100-2003-H**

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

481
482 Resolved, that a one-time exception be granted to the interest only rule in Resolution 119-2001-H which reads:

483
484 119-2001-H

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

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

493
494 **31-2004-B**

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

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

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

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

510
511
512 **56-2005-BS-H**

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

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

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

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

524
525 Resolved, that the Texas Dental Association continue to pay discounted round-trip airfare, parking fees
526 and surface transportation as is current practice, and be it further

527
528 Resolved, that this become effective January 1, 2005 to be paid in 2005 with the 2004 surplus and be it
529 further

530
531 Resolved, that these figures be reevaluated on a regular basis.

532
533 **103-2005- H**

534 Resolved, that the Assets Management Committee shall be composed of four members of the Board of
535 Directors, one Director, one Senior Director and two Vice-Presidents, and the Secretary-Treasurer shall

536 serve as Chair, and be it further

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

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

545 Resolved, that

546
547 Meetings: Shall be subject to the call of the chair or any two (2) of its members before each Board
548 meeting.

549
550 Duties:

- 551 a. To supervise the investments of the Texas Dental Association and the Texas Dental Association
552 Relief Fund and the Texas Dental Association Building Fund in accordance with the Investment
553 Policies of the Texas Dental Association. The Board must approve investments. This does not prohibit
554 the Board of Directors from delegating the day by day management of the investment portfolio
555 funds. Investment funds should be covered by FDIC or FSLIC insurance when available.
556 b. To recommend engaging a professional investment counselor when deemed necessary.
557 c. To periodically review and make recommendations on the investment schedule of the Texas Dental
558 Association and the Texas Dental Association Relief Fund.)
559 d. To periodically review the cases of individuals receiving aid from the Texas Dental Association
560 Relief Fund in accordance with Chapter XII, Section 40 of the *Bylaws*.
561 e. To review and make recommendations on the policies of administration of the Texas Dental
562 Association Relief Fund.
563 f. Take necessary reports and recommendations to the Board of Directors.
564 g. The Chairman will sign on behalf of the Association and convey instructions to the managers of the
565 Investment Management Account.

566
567 and be it further

568
569 Resolved, that appropriate changes in the wording be made in the appropriate Association documents.
570

571 BACKGROUND STATEMENT

572 The American Dental Association has developed "Best Management Practices" (BMPs) for amalgam waste. The
573 Texas Dental Association's Council on Dental Care Programs & Community Oral Health prepared a brochure
574 describing the BMPs and mailed copies to all TDA members.
575

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

581
582 **55-2006-B (BP)**

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

586

587 Resolved, that the Communications Committee post the Best Management Practices for amalgam waste on the
588 TDA web site.

589

590 FINANCIAL IMPLICATION: NONE

591

592 **61-2006-H**

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

597

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

606

607 and be it further

608

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

612

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

615

616 **145-2008-H**

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

620

621 **52-2009-H**

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

624

625 CORPORATE CODE OF ETHICS AND PROHIBITION AND DISCLOSURE
626 OF CONFLICTS OF INTEREST

627

628 ARTICLE I

629 Purpose

630

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

635

636 ARTICLE II

637 Persons Subject to This Policy

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

ARTICLE III
Corporate Code of Ethics

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

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

ARTICLE IV
Definitions of Conflicts of Interest

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

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

ARTICLE V
Procedures Regarding Conflicts of Interest

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

ARTICLE VI
Review of Policy and Disclosure of Conflicts

689 At the time a person subject to this policy assumes a position with the Association, the person
690 shall review this policy. The person shall, at all times, remain familiar with the provisions of this
691 policy. At least annually, the person shall disclose in writing to the Association the person's
692 awareness of the policy and a statement that the person has complied with the policy.
693

694 and be it further

695 Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental Association
696 manuals may be revised.
697

698 **53-2009-H**

699 Resolved, that for purposes of corporate governance and oversight, the following Texas Dental Association
700 Whistleblower policy be adopted:
701

702
703 Texas Dental Association
704 Whistleblower Policy

705
706 General
707

708 Texas Dental Association ("Association") Code of Ethics ("Code") requires directors, officers
709 and members of councils and committees ("TDA Leadership") to observe high standards of
710 business and personal ethics in the conduct of their duties and responsibilities. The
711 Association has a separate code of ethics applicable to employees. As employees and
712 representatives of the Association, we must practice honesty and integrity in fulfilling our
713 responsibilities and comply with all applicable laws and regulations.
714

715 Reporting Responsibility
716

717 It is the responsibility of TDA Leadership and employees to comply with the Code and to
718 report violations or suspected violations in accordance with this Whistleblower Policy.
719

720 No Retaliation
721

722 No member of the TDA Leadership or employee who in good faith reports a violation of the
723 Code shall suffer harassment, retaliation or adverse employment consequence. An employee
724 or member of TDA Leadership who retaliates against someone who has reported a violation in
725 good faith is subject to discipline up to and including termination of employment or the
726 person's position with the Association. This Whistleblower Policy is intended to encourage
727 and enable employees and others to raise serious concerns within the Association prior to
728 seeking resolution outside the Association.
729

730 Reporting Violations
731

732 The Association has an open door policy and suggests that TDA Leadership and employees
733 share their questions, concerns, suggestions or complaints with someone who can address
734 them properly. In most cases, an employee's supervisor is in the best position to address an
735 area of concern. However, if you are not comfortable speaking with your supervisor or you
736 are not satisfied with your supervisor's response, you are encouraged to speak with the
737 Executive Director or Chairman of the audit and finance committee. Supervisors and
738 managers are required to report suspected violations of the Code of Conduct to the
739 Association's Compliance Officer, who has specific and exclusive responsibility to investigate

740 all reported violations. For suspected fraud, or when you are not satisfied or comfortable
741 with following the Association's open door policy, individuals should contact the Association's
742 Compliance Officer directly. The person receiving a complaint or the Compliance Officer will
743 notify the sender and acknowledge receipt of the reported violation or suspected violation
744 within five business days. All reports will be promptly investigated and appropriate corrective
745 action will be taken if warranted by the investigation.

746 Compliance Officer

747
748
749 The Association's Compliance Officer is responsible for investigating and resolving all reported
750 complaints and allegations concerning violations of the Code and, at his or her discretion, shall
751 advise the Executive Director and/or the audit committee. The Compliance Officer has direct
752 access to the audit committee of the Board of Directors and is required to report to the audit
753 committee at least annually on compliance activity. The Association's Compliance Officer is
754 the chair of the audit committee.

755 Accounting and Auditing Matters

756
757
758 The audit and finance committee of the Board of Directors shall address all reported concerns
759 or complaints regarding accounting practices, internal controls or auditing. The Compliance
760 Officer shall immediately notify the audit and finance committee of any such complaint and
761 work with the committee until the matter is resolved.

762 Acting in Good Faith

763
764
765 Anyone filing a complaint concerning a violation or suspected violation of the Code must be
766 acting in good faith and have reasonable grounds for believing the information disclosed
767 indicates a violation of the Code. Any allegations that prove not to be substantiated and
768 which prove to have been made maliciously or knowingly to be false will be viewed as a
769 serious disciplinary offense.

770 Confidentiality

771
772
773 Violations or suspected violations may be submitted on a confidential basis by the
774 complainant. Reports of violations or suspected violations will be kept confidential to the
775 extent possible, consistent with the need to conduct an adequate investigation.

776
777 and be it further

778
779 Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental Association
780 manuals may be revised.

781 **54-2009-H**

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

784 785 786 Texas Dental Association 787 Corporate Records Retention Policy

788
789 It is the policy of the Association to maintain records necessary to serve its members, conduct the
790 business of the Association and meet applicable laws and regulations. It is also the policy of the

791 Association to properly dispose of records that are no longer necessary in order to provide for an
792 efficient working environment, reduce the cost of records maintenance and prevent maintenance
793 of records that are no longer necessary.
794

795 The following table provides the minimum requirements for retention of certain types of
796 documents. Documents covered by this policy include typed, printed or handwritten documents,
797 documents maintained in electronic form and documents on hard drives, computer servers or
798 other electronic storage. Other policies of the Association may provide more specific
799 requirements for specific types of records.
800

801 The destruction of documents, including the method of destruction, is under the direction of the
802 Executive Director and Directors of the Association. If there is any question about whether
803 documents should be maintained or destroyed, the decision will be made by the Executive
804 Director.
805

806 If any document is subject to or involved with any litigation or administrative proceeding, the
807 document should be retained until approved for destruction by the Executive Director.
808

809 The following table provides the minimum retention requirements.
810

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

811
812 and be it further
813
814 Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental Association
815 manuals may be revised.

816
817 **55-2010-BS-H** (See also 88-2000-H, 23-2014-B)
818 Resolved, that the TDA Finance and Audit Committee shall be responsible for recommending to the TDA Board of
819 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries; and it be further
820
821 Resolved, the selection of an audit firm shall be approved by the TDA Board of Directors; and it be further
822
823 Resolved, commencing in 2010 an audit firm shall be contracted to perform the annual audit for a one year period
824 and for no more than five consecutive years with the right of TDA to change auditors at any time; and it be further
825
826 Resolved, the TDA Board of Directors is ultimately responsible for the acceptance and approval of the annual
827 audit.

828
829 **76-2010-H**

830 Resolved, that the Manual of the Board of Directors be amended by deletion of the words in the 2nd paragraph, in
831 the 2nd line, "*and the official recorder*," and in the 3rd line, "*the President*," and insertion of the words "*and consent*
832 *of the Board*," after the words "invitation of" in the 3rd line; and add another sentence, "*Board members may*
833 *request, through the President, for others to attend with the consent of the Board*," so that the amended version
834 reads:

835
836 When an Executive Session is voted by the Board, there shall be present for such session only the
837 members of the Board as designated by the *Bylaws* ~~and the official recorder~~. Others may be
838 privileged to attend for consultation on the invitation of the President and consent of the Board.
839 Board members also may request, through the President, for others to attend with consent of the
840 Board. No action shall be taken by the Board until such consultants have retired. The record of any
841 Executive Session shall be at the discretion of the Board.

842
843 **77-2010-H**

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

847
848 When an Executive Session is voted by the Board, there shall be present for such session only the
849 members of the Board as designated by the *Bylaws* ~~and the official recorder~~. Others may be privileged to
850 attend for consultation on the invitation of the President and consent of the Board. Board members also
851 may request, through the President, for others to attend with consent of the Board. No action shall be
852 taken by the Board ~~until such consultants have retired~~ while in closed session, except for personnel
853 matters, and matters related to attorney-client privilege. The record of any Executive Session shall be at
854 the discretion of the Board.

855
856 **78-2010-H**

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

859
860 An Attorney-client meeting is a form of closed meeting during which legal advice is sought from an
861 attorney representing the Association as client, and the communications relating to that purpose
862 are made in confidence by the client or attorney. For attorney-client meetings, the President and
863 Secretary shall consult with the General Counsel of the Association regarding attendance during
864 the meeting and any Board action. Any necessary Board action may be taken during an attorney-
865 client meeting.

866

867 **127-2010-BS-H**

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

870

871 9. PERSONNEL COMMITTEE

872 Composition: The Committee shall consist of the Immediate Past President, President, President-
873 elect, Secretary-Treasurer, and a vice-president and a senior director. The vice-president and
874 senior director shall each serve a two year term, beginning their term as a senior director, and
875 completing their term as a vice-president. The senior director and vice-president positions shall
876 rotate clockwise geographically through the four divisions of the state such that the senior
877 director shall be from the division immediately clockwise geographically to that of the vice-
878 president serving their second year on the committee. The Immediate Past President shall serve
879 as chair of the committee.

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

882 Duties:

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

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

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

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

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

894 f. Review office personnel manual.

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

898

899 and be it further

900

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

902

903 **90-2011-H**

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

906

907 **124-2011-H**

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

909

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

916

917 be amended as follows:

918
919 PRESENTATION OF NEW BUSINESS: New business brought by anyone other than sitting Board
920 members must be presented to the Secretary at least fifteen (15) days in advance of a regular session
921 of the Board in order to place new items on the agenda and mailing to the Board within ten (10) days
922 of the regular session. In the event new business needs to be acted on that has not been previously
923 submitted to the Secretary/Treasurer 15 days prior to the regular Board meeting, the introduction of
924 the new business shall require a 2/3 majority vote of the Board of Directors present and voting. New
925 business brought by sitting Board members may be presented at any time prior to or during a Board
926 of Directors meeting. (Ref. Resolution 14-2000-H)
927

928 **181-2011-H**

929 Resolved, that all Board members of the Texas Dental Association (TDA) should have access to written
930 information, report(s), and/or attorney-client report(s) dealing with the specific issue(s) the TDA Board is
931 reviewing.
932

933 **67-2012-B2**

934 Resolved, that the building account be used for maintenance and improvements for the central TDA building and
935 annex, and all references in manuals and policies reflect the name change to the building account rather than the
936 Building Reserve Fund, and be it further
937

938 Resolved, that resolution 100-1996-H which reads:
939

940 *100-1996-H*

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

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

943
944
945 be rescinded, and be it further
946

947 Resolved, that Resolution 149-2011-H which reads:
948

949 *149-2011-H*

950 *Resolved, that the Building Account and the interest income generated from the account funds be*
951 *restricted for use of building maintenance, repairs and remodeling of the buildings. Any unused interest*
952 *generated from the Building Account shall, at the end of the budget year, be returned to the principle of*
953 *the Building Account, and be it further,*
954

955 *Resolved, that Resolution 100-1996 which reads:*

956 *100-1996-H*

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

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

960
961
962 *be rescinded, and be it further,*
963

964 Resolved, that Resolution 132-1997 which reads:
965

966 *132-1997-H*

967 *Resolved, that the interest generated from the Building Maintenance Fund from two years*
968

969 *previous to the budget year shall be used for the routine maintenance, repairs, and remodeling of*
970 *the building, and any remaining funds shall, at the end of the budget year, be returned to the*
971 *principle of the Building Maintenance Fund.*

972
973 *be rescinded.*

974
975 be rescinded.

976
977 **138-2012-RCAS-H**

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

980
981 Resolved, that the Reserve Division maintain an amount of \$2,000,000 or 35% of the proposed annual budget
982 whichever is the lesser, and be it further

983
984 Resolved, that the value of the Reserve Division amount be determined on a cost basis rather than a market
985 valuation, and be evaluated and amended by the TDA Board of Directors for approval by the House of Delegates
986 at the end of each fiscal year, and be it further

987
988 Resolved, that in the event that the reserve division of the general fund falls below the prescribed level, the
989 proposed TDA annual budget for the next fiscal year shall include a minimum \$50,000 repayment to the reserve
990 division of the general fund and shall continue in this manner for consecutive proposed budgets until the
991 prescribed amount has been met.

992
993 **58-2013-B (Rescinded by 35-2015-B)**

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

997
998 Resolved, the minimum level of \$350,000 will be maintained by transferring, no greater than \$100,000 in any
999 given fiscal year, at the beginning of each subsequent fiscal year, and be it further

1000
1001 Resolved, that the Building Account be invested the same as the Emergency Reserve Account.

1002
1003 **65-2013-B**

1004 Resolved, that the following duty of the Committee on the New Dentist be amended in the Board Manual by
1005 striking "Council on Annual Session" and replaced with "Communications Committee" to read:

1006
1007 One Committee member per Council or Committee shall serve as a non-voting liaison to the following:
1008 [To serve as *ex officio* members without vote of the following Councils or Committees:]

- 1009
1010 A. Communications Committee
1011 A. ~~Council on Annual Session~~
1012 B. Council on Dental Care Programs and Community Oral Health
1013 C. Council on Dental Education, Trade, and Ancillaries
1014 D. Council on Membership

1015
1016 **72-2013-B**

1017 Resolved, that the TDA Committee on the New Dentist is expanded from 4 members to 6 members with liaison
1018 assignments to the Council on Legislative and Regulatory Affairs and to the Communications Committee beginning
1019 with the 2013-2014 leadership year.

1020
1021 **74-2013-B** (In Lieu of Referred Resolution 144-2011-B)
1022 Resolved, that the Assets Oversight Committee shall be comprised of four voting members. The Chair shall be the
1023 Secretary-Treasurer of the TDA. Three members shall be from the Board of Directors. The President shall appoint
1024 the members in the following manner:
1025
1026 Beginning in 2013, and thereafter, the President will appoint a new Director for a three-year term to
1027 replace the retiring Vice President. The current Director and Senior Director will be reappointed,
1028
1029 and be it further
1030
1031 Resolved, that
1032
1033 Meetings: Shall be subject to the call of the chair or any two (2) of its members before each Board
1034 meeting.
1035
1036 Duties:
1037 1. Review and/or report, and make recommendations to the Board of Directors:
1038 a. Regarding the finances of the TDA Reserve Division of the General Fund and Relief Fund as
1039 outlined in the Bylaws and any other investment accounts.
1040 b. Reviewing monthly all investments and, at least yearly, the investment financial policies of the
1041 TDA Relief Fund and Reserve Division accounts, and any other investment accounts, and report
1042 them at each Board meeting.
1043 c. Regarding yearly disbursement amounts from the Relief Fund to be distributed to qualifying
1044 individuals and/or charitable corporations as per Bylaws or resolution.
1045 d. Regarding the amounts of funds held in each account and maintain the appropriate
1046 percentages in the Reserve Division accounts to cover any possible uninsured and/or
1047 unanticipated liabilities.
1048 e. Regarding the engagement of professional financial managers or consultants as needed.
1049 2. The President or Secretary/Treasurer and the Executive Director shall sign on behalf of the Association
1050 for investments in the Reserve Division and the Relief Fund accounts, and any other investments accounts,
1051 that have been approved by the Board of Directors.
1052 3. Make resolutions to the Board related to any of the above.
1053
1054 **76-2013-B**
1055 Resolved, that the Texas Dental Association reimbursement for taxi fare per meeting day be increased to \$60
1056 when the member has no rental car listed on their reimbursement form.
1057
1058 **86-2013-B**
1059 Resolved, that the Board Manual, Section VII, Paragraph A. Committees of the Board, Subsection 2. Budget
1060 Committee, Duties, which reads:
1061
1062 Duties: Duties shall include, but not be limited to: The committee shall prepare a budget for each
1063 succeeding year. Upon approval of the budget by the Board of Directors, the budget shall be
1064 presented to the House of Delegates for adoption in accordance with Chapter IV, Section 140, A.,
1065 c. of the Bylaws. The Committee shall also assist the House of Delegates if it considers business
1066 requiring funds that are not provided in the budget as provided in Chapter IV, Section 140-b.
1067
1068 be amended by adding the final sentence:
1069
1070 The committee shall annually review all insurance policies and make recommendations, along

1071 with our insurance representative, to the Board through the budgeting process as to appropriate
1072 insurance coverage for the TDA.

1073
1074 So that the paragraph now reads:

1075
1076 **Duties:** Duties shall include, but not be limited to: The committee shall prepare a budget for each
1077 succeeding year. Upon approval of the budget by the Board of Directors, the budget shall be
1078 presented to the House of Delegates for adoption in accordance with Chapter IV, Section 140, A.,
1079 c. of the Bylaws. The Committee shall also assist the House of Delegates if it considers business
1080 requiring funds that are not provided in the budget as provided in Chapter IV, Section 140-b. The
1081 committee shall annually review all insurance policies and make recommendations, along with our
1082 insurance representative, to the Board through the budgeting process as to appropriate insurance
1083 coverage for the TDA.

1084
1085 **88-2013-B**
1086 Resolved, that the staff Direct Reimbursement Plan for all Texas Dental Association full time employees and their
1087 immediate family members be administered as follows, effective January 1, 2013:

- 1088
1089 1. 100% reimbursement for up to at least the first ~~\$600~~ \$300 of dental treatment.
1090 2. ~~75%~~ 70% reimbursement for the ~~amount exceeding \$600~~ next \$1000 of dental treatment.
1091 3. Maximum benefit for each family \$1000 for the calendar ~~Fiscal~~ year.

1092
1093 and be it further

1094
1095 Resolved, that Resolution 130-2000-H, which reads:

1096
1097 *130-2000-H*
1098 *Resolved, that a staff Direct Reimbursement Plan for all Texas Dental Association full time employees and*
1099 *their immediate family members be administered as follows:*
1100 *1. 100% reimbursement for the first \$300 of dental treatment.*
1101 *2. 70% reimbursement for the next \$1000 of dental treatment.*
1102 *3. Maximum benefit for each family \$1000 for the Fiscal year.*

1103
1104 *Plan effective dates January 2000.*

1105
1106 be rescinded.

1107
1108 **102-2013-B**
1109 Resolved, that members of the Texas Dental Association Board, the editor, the Parliamentarian, Speaker of the
1110 House, and up to two members of the House Standing Committee on Constitution and Bylaws, be reimbursed at
1111 the lesser of the approved headquarters hotel rate or their actual hotel expenses (room and taxes only), during
1112 their attendance at the House of Delegates, providing they are not otherwise reimbursed, and be it further

1113
1114 Resolved, that Resolution 97-2001-BS2, which reads:

1115
1116 *97-2001-BS2*
1117 *Resolved, that members of the Texas Dental Association Board, the editor, the Parliamentarian and*
1118 *Speaker of the House be reimbursed for their actual hotel expenses (room and taxes only), during their*
1119 *attendance at the House of Delegates*

1120
1121 be rescinded, and be it further

1122
1123 Resolved, that Resolution 97-2001-H, which reads:
1124
1125 *97-2001-H (As Amended by Resolution 153-2001-H)*
1126 *Resolved, that any member of the Association, by virtue of office or position, required to attend the annual*
1127 *session, be reimbursed for their hotel expenses (room and taxes only) for attending the annual session*
1128 *beginning with the 2002 annual session, and be it further*
1129
1130 Resolved: that resolution 28-1983-H, which reads:
1131 *Resolved, that no Texas Dental Association member be reimbursed by TDA for attending the*
1132 *Annual Session of the Texas Dental Association unless authorized by its Board of Directors.*
1133 *be rescinded.*
1134
1135 be rescinded.
1136
1137 **18-2014-B**
1138 Resolved, that Amendment to Cease Future Accruals to Texas Dental Association Pension Plan (the “Plan”), a copy
1139 of which is attached hereto, is hereby approved and adopted and that the Executive Director of the Corporation is
1140 hereby authorized and directed to execute the same, and be it further
1141
1142 Resolved, that the Executive Director of the Corporation is hereby directed to notify participants in the Plan of the
1143 Corporation’s decision to cease future accruals to the Plan, and be it further
1144
1145 Resolved, that the Executive Director of the Corporation be authorized to take any and all steps, do any and all
1146 things, and execute and deliver any and all documents in the name and on behalf of the Corporation, as may be
1147 necessary or appropriate to carry out the purposes of the foregoing resolutions.
1148
1149 **20-2014-B**
1150 Resolved, that, effective October 1, 2013, all requests for reimbursement from this Association shall be made
1151 promptly on a monthly basis or within sixty days of the date of the event being reimbursed or the occurrence of
1152 the expense for which reimbursement is requested. Requests received sixty to ninety days after the expense will
1153 be reimbursed less twenty percent; thereafter, for each subsequent thirty day period, requests will be reduced by
1154 an additional amount equal to the first twenty percent reduction until the reimbursement reaches zero, and be it
1155 further
1156
1157 Resolved, that the Board Manual, Section IX, Paragraph 14 of Subsection G. REIMBURSEMENT OF TRAVEL,
1158 MAINTENANCE AND OTHER EXPENSES be revised accordingly.
1159
1160 IX. POLICIES OF THE BOARD
1161
1162 G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES
1163
1164 14. Request For Reimbursement: All requests for reimbursement from this Association shall
1165 be made promptly on a monthly basis after the date of the event being reimbursed or
1166 the occurrence of the expense for which reimbursement is requested. Requests received
1167 sixty to ninety days after the expense will be reimbursed less twenty percent; thereafter,
1168 for each subsequent thirty day period, requests will be reduced by an additional amount
1169 equal to the first twenty percent reduction until the reimbursement reaches zero. Also,
1170 of necessity, some requests for reimbursement will be carried over from one fiscal year
1171 to the next, however it is desired to make all reimbursements, whenever possible, in the
1172 fiscal year in which the event or the occurrence of expense takes place or is incurred.

1173
1174 **23-2014-B**
1175 Resolved, that the Board Manual Section VII, A7- FINANCE AND AUDIT COMMITTEE be amended by the addition of
1176 a third position on the Finance and Audit Committee to read as follows:

1177
1178 7. FINANCE AND AUDIT COMMITTEE

1179
1180 Composition: The Committee shall consist of two (2) members of the Board and two (2) non-Board
1181 members and one consultant, ~~with chair to be designated by the President with approval of the Board.~~

1182
1183 The committee members should be financially literate or must become financially literate within a
1184 reasonable period of time. They should be able to read and understand fundamental financial statements
1185 including balance sheets, income statements and cash flow statements.

1186
1187 The President will appoint the committee members and designate the chair, with Board approval, prior to
1188 the first board meeting after the House of Delegates Annual Session.

1189
1190 The President shall appoint a non-board consultant with additional financial experience will be vetted by
1191 the Finance and Audit Committee and recommended for appointment by the President to serve as the
1192 qualified "Financial expert consultant" for the Finance and Audit Committee. The Financial Expert
1193 Consultant is not required to be a member dentist.

1194
1195 Requirements of the Financial Expert Consultant should include:

- 1196 • Have an understanding of generally accepted accounting principles (GAAP) and financial
- 1197 statements.
- 1198 • Have the ability to access the general application of GAAP in connection with the accounting for
- 1199 estimates, accruals and reserves.
- 1200 • Have an understanding of internal controls and procedures for financial reporting
- 1201 • Have an understanding of the Audit committee function.

1202
1203 Meetings: Shall be subject to the call of the chair or any two (2) of its members.

1204
1205 Guidelines (Refer to Resolution 88-2000-H and Resolution 55-2010-BS-H):

- 1206 a. The Finance and Audit Committee is a Board Committee responsible directly to the Board.
- 1207 b. It should operate apart from any officer or agency of this Association and be permitted access to
- 1208 information relating to the finances and governance of this Association.
- 1209 c. The following outlines the minimum functions the committee should perform:
 - 1210 1. The chair meets with the auditors at the beginning and end of the audit process and report to
 - 1211 the Finance and Audit committee.
 - 1212 2. The Finance and Audit Committee meets semi-annually to review:
 - 1213 a. the audit report and management letters produced by the auditors
 - 1214 b. the internal financial policy and procedures
 - 1215 c. the financial position of this Association
 - 1216 d. all contracts
 - 1217 e. the current financial trends report.
 - 1218 3. The Finance and Audit committee will submit written reports and recommendations to the
 - 1219 Texas Dental Association Board as needed.
 - 1220 4. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of
 - 1221 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The
 - 1222

1223 selection of an audit firm shall be approved by the TDA Board of Directors. Commencing in 2010
1224 an audit firm shall be contracted to perform the annual audit for a one year period and for no
1225 more than five consecutive years with the right of TDA to change auditors at any time. The TDA
1226 Board of Directors is ultimately responsible for the acceptance and approval of the annual audit.
1227 (~~Refer to Resolution 55-2010-BS-H~~)
1228

1229 The amended section to read:

1230
1231 7. FINANCE AND AUDIT COMMITTEE
1232

1233 Composition: The Committee shall consist of two (2) members of the Board and two (2) non-Board
1234 members.
1235

1236 The committee members should be financially literate or must become financially literate within a
1237 reasonable period of time. They should be able to read and understand fundamental financial statements
1238 including balance sheets, income statements and cash flow statements.
1239

1240 The President will appoint the committee members and designate the chair, with Board approval, prior to
1241 the first Board meeting after the House of Delegates Annual Session.
1242

1243 A Non- Board consultant with additional financial experience will be vetted by the Finance and Audit
1244 Committee and recommended for appointment by the President to serve as the qualified "Financial
1245 expert consultant" for the Finance and Audit Committee. The Financial Expert Consultant is not required
1246 to be a member dentist.
1247

1248 Requirements of the Financial Expert Consultant should include:

- 1249 • Have an understanding of generally accepted accounting principles (GAAP) and financial
1250 statements.
- 1251 • Have the ability to access the general application of GAAP in connection with the accounting for
1252 estimates, accruals and reserves.
- 1253 • Have an understanding of internal controls and procedures for financial reporting.
- 1254 • Have an understanding of the Audit committee function.
1255

1256 Meetings: Shall be subject to the call of the chair or any two (2) of its members.
1257

1258 Guidelines (Refer to Resolution 88-2000-H and Resolution 55-2010-BS-H):
1259

- 1260 a. The Finance and Audit Committee is a Board Committee responsible directly to the Board.
- 1261 b. It should operate apart from any officer or agency of this Association and be permitted access to
1262 information relating to the finances and governance of this Association.
- 1263 c. The following outlines the minimum functions the committee should perform:
 - 1264 1. The chair meets with the auditors at the beginning and end of the audit process and report to
1265 the Finance and Audit committee.
 - 1266 2. The Finance and Audit Committee meets semi-annually to review:
 - 1267 a. the audit report and management letters produced by the auditors
 - 1268 b. the internal financial policy and procedures
 - 1269 c. the financial position of this Association
 - 1270 d. all contracts
 - 1271 e. the current financial trends report
 - 1272 3. The Finance and Audit committee will submit written reports and recommendations to the

1273 Texas Dental Association Board as needed.
1274 4. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of
1275 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The
1276 selection of an audit firm shall be approved by the TDA Board of Directors. Commencing in 2010
1277 an audit firm shall be contracted to perform the annual audit for a one year period and for no
1278 more than five consecutive years with the right of TDA to change auditors at any time. The TDA
1279 Board of Directors is ultimately responsible for the acceptance and approval of the annual audit.
1280

1281 **24-2014-B**

1282 Resolved, that the Texas Dental Association (TDA) Board of Directors (BOD) accept “The Navigator” as presented
1283 by the Council on Dental Education, Trade & Ancillaries in completion of Resolutions 91-2013-H and 110-2013-H,
1284 and be it further
1285

1286 Resolved, that The Navigator be made available to TDA members and Texas dental students in its entirety in the
1287 form as presented to the TDA BOD, and be it further
1288

1289 Resolved, that in addition to making The Navigator available in the form as presented to the TDA BOD, content in
1290 The Navigator be made accessible for use in other efforts to enhance membership recruitment and retention
1291 including other electronic means of communication (eg, TDA Website), as well as appropriate print media.
1292

1293 **28-2014-B**

1294 Resolved, that the following process be used for the Annual Strategic Planning process for the Texas Dental
1295 Association as follows:
1296

- 1297 a. There shall be an annual strategic planning session at a Board of Directors meeting prior to the Texas Dental
1298 Association (TDA) House of Delegates Annual Session, the meeting date shall be determined by the Board of
1299 Directors of the Texas Dental Association (TDA). This meeting should be held as early in the calendar year as
1300 possible to allow proper development and maximize effectiveness within the proper timeline;
- 1301 b. The TDA's Strategic Planning Facilitator, whose position requires approval of the Board of Directors of the
1302 TDA, shall develop a retreat or focus groups, to be held prior to the expiring of the current 5 year strategic
1303 plan, to review, update and create a new 5 year strategic plan. All funding of the retreat or focus groups will
1304 require the approval of the Board of Directors of the TDA;
- 1305 c. The Future Focus Committee shall facilitate training and develop resources for new members of the Board of
1306 Directors as well as the new chairs and members of the councils and committees so they may become
1307 familiar with the strategic planning process;
- 1308 d. The Future Focus Committee shall prepare a list of “mega-issues” and present the list for consideration and
1309 discussion at the August Board meeting;
- 1310 e. The Future Focus Committee shall be responsible for updating the plan, as approved by the Board,
1311 throughout the year and will advise all councils and committees of the revised strategic plan so that any
1312 necessary and appropriate action plan changes can be made;
- 1313 f. All councils and committees shall discuss, review and update their action plans as necessary at each of their
1314 meetings and include a report on their strategic planning activity on all of their reports to the Board of
1315 Directors;
- 1316 g. Board Liaisons and/or the Future Focus Committee shall briefly report on the progress and status of the TDA
1317 strategic plan, including updates to “Action Plans” at every Board of Directors meeting;
- 1318 h. The Future Focus Committee shall submit a final summary report to the Board of Directors, on its activities
1319 for the year, at its last meeting prior to the meeting of the TDA House of Delegates;
- 1320 i. New members of the Board of Directors shall receive the current strategic plan at their new member
1321 orientation.
1322

1323 **38-2014-B**

1324 Resolved, that the Texas Dental Association pension plan is amended as provided on the attached amendment to
1325 provide that the sole trustee shall be the chairman of the Assets Oversight Committee and the amendment and
1326 certificate of amendment is approved:

1327

1328

AMENDMENT TO ADOPTION AGREEMENT TO REDUCE TRUSTEES
FOR THE TEXAS DENTAL ASSOCIATION PENSION PLAN

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

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RECITALS

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

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

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

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EXECUTED this 22nd day of November,
2013.

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TEXAS DENTAL ASSOCIATION

1353

By: _____

1354

Name: _____

1355

Title: _____

1356

ACCEPTANCE BY SOLE TRUSTEE

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Dr. Ron Collins
Chairman of Assets Oversight Committee

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39-2014-B

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

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

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

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58-2014-B

1375 Resolved, that the Texas Dental Association Board of Directors Manual, Chapter VII. A. Standing Committees, be
1376 revised by the addition of the following Section 15:

1377

1378 15. Minutes Review and Approval Committee

1379

1380 Composition. The Committee will consist of Secretary-Treasurer, Speaker of the
1381 House of Delegates, the House of Delegates Standing Committee on Constitution
1382 and Bylaws Chair, and TDA Legal Counsel.

1383 Duties. It shall be the duty of the Committee:

- 1384 a. To receive from the Executive Director's Office of the Texas Dental Association, the
1385 draft minutes of the Board of Directors meeting. These minutes will be delivered
1386 within 2 weeks of the close of the meetings.
- 1387 b. To review these minutes, submit corrections to these minutes to the Secretary-
1388 Treasurer, and to approve these minutes within 2 weeks of receipt of these minutes.
- 1389 c. These approved minutes will then be submitted by the Committee to the Board of
1390 Directors at their next meeting and, as recommended by our parliamentary reference,
1391 will be subject to further correction and final approval by the appropriate governing
1392 body.

1393

1394 **63-2014-B**

1395 Resolved, that the Texas Dental Association Legislative account be transferred before the 2014 February Board
1396 meeting to Bland Garvey Wealth Advisors to be managed the same as our Emergency Account.

1397

1398 **68-2014-B**

1399 Resolved, that as of December 1, 2013, Schwab Bank has been appointed as Custodian to the Texas Dental
1400 Association 401(k) Plan.

1401

1402 **71-2014-B (See also 119-2015-B)**

1403 Resolved, effective October 1, 2014, \$50 will be deducted from a 15th District Delegate/Alternate expense
1404 reimbursement for failure to return 15th District Delegation badges to the Texas Dental Association after the final
1405 meeting of the American Dental Association House of Delegates, and be further

1406

1407 Resolved, that the Board Manual, Section IX, Paragraph 11 of Subsection G. Reimbursement of Delegates and
1408 Alternate Delegates to the ADA Annual Session be revised accordingly to read:

1409

1410 IX. POLICIES OF THE BOARD

1411

1412 G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES

1413

1414 11. Reimbursement of Delegates and Alternate Delegates to the ADA Annual Session: Out-of-State
1415 expenses will be reimbursed at the approved designated hotel single rate and tax plus \$70 per diem and
1416 appropriate travel expenses with the TDA Board to set the amount each year for Delegates and Alternate
1417 Delegates attending the ADA Annual Session. (Ref. Resolution 56-2005-CAS-BS-H)

1418

1419 Delegates and Alternate Delegates to the American Dental Association House of Delegates will be
1420 reimbursed for six days per diem. (Ref. Resolution 36-1990-H and Resolution 65-1983-H).

1421

1422 Delegates and Alternate Delegates unable to attend meetings of the House of Delegates, caucus meetings,
1423 or other stipulated or called meetings or hearings shall have a pro-rata decrease in reimbursement and/or
1424 air fare, as the case may be, of 1/6th (16.67%) for each day of such absence. Delegates and Alternate
1425 Delegates failing to return 15th District Delegation badges following the conclusion of the final meeting of

1426 the American Dental Association House of Delegates shall have \$50 deducted from reimbursement.

1427

1428 BACKGROUND STATEMENT

1429 Sunset Review Committee: Restructure of Committee on the New Dentist

1430 The 2013-2014 Sunset Review Committee (SRC) was charged with reviewing the Committee on the New
1431 Dentist (CND). Although the CND is fulfilling the majority of its mandates, respondents of Review
1432 Questionnaire conveyed several areas of improvements to the SRC. These include:

- 1433 1. Insufficient number of meetings to fulfill CND mandate to its fullest
- 1434 2. Failure to develop programs useful to new dentist
- 1435 3. Lack of ideas for making the CND more useful
- 1436 4. Lack of fulfillment by many members serving on the CND
- 1437 5. Request for more accountability to the Board of Directors

1438 In short, many members of the CND thought there was an overall lack of guidance making the CND
1439 function far below its potential. The vast majority of respondents reported that their liaison role to other
1440 Councils and Committees as being their most fulfilling part of being a member on this Committee. The
1441 SRC in its deliberation on how best to improve the CND envisioned the following changes to CND and the
1442 Council on Membership (COM):

- 1443 1. All members of CND would be member on the COM. This would fulfill the COM request for
1444 additional members, including members from different regions of the state. The incorporation of
1445 CND into COM would allow for the development of guidance for programs and projects that
1446 would be beneficial to new dentist in Texas. In short, a much closer working relationship between
1447 CND and COM would allow for a synergistic improvement to both of these essential entities. This
1448 collaboration would also allow for developing strong mentoring relationships between CND
1449 members and those of COM.
- 1450 2. CND would continue to operate as a unique entity and would have “breakout” meetings held in
1451 conjunction with COM to discuss issues solely related to CND.
- 1452 3. CND would continue to act as a Committee of the Board of Directors.
- 1453 4. CND members would have the option of continuing to act as liaisons to other Councils and
1454 Committees.

1455 Therefore, be it

1456

1457 **78-2014-B**

1458 **Submitted by: Sunset Review Committee, Chair Dr. Steven Hill**

1459 Resolved, that the Texas Dental Association (TDA) Committee on the New Dentist (CND) and the TDA
1460 Council on Membership (COM) investigate the feasibility of the addition of CND members to COM with a
1461 report back to the TDA Board of Directors (BOD) at the April 2014 for further action by the Board in
1462 consultation with the TDA Council on Constitution and Bylaws and the TDA Budget Committee. If it is the
1463 conclusion of CND and COM that such a collaborative effort would not be beneficial, the submitted report
1464 will address the shortcomings of each committee and make suggestions for improvement.

1465

1466 FINANCIAL IMPLICATION: None

1467 **24-2015-B**

1468 Resolved, that the decision of the Executive Director of the Corporation to select Bland Garvey Wealth
1469 Advisors, LLC, as Investment Advisor, BAM Advisor Services, LLC, as Investment Manager, Charles Schwab
1470 Bank, as Custodian, Alliance Benefit Group North Central States, Inc. as record-keeper, and related entities
1471 to provide administrative and investment services for the Texas Dental Pension Plan is confirmed.

1472

1473 BACKGROUND STATEMENT

1474 To simplify the financial picture of the TDA, to create a more disciplined culture of spending, to gain over
1475 time a considerably higher return on investments, and to comply with Constitution and Bylaws and Board
1476 Manuals of the TDA, the following resolution is presented. Therefore, be it

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35-2015-B

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

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

BACKGROUND STATEMENT

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

74-2015-B

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

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

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

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

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

- a. The chair meets with the auditors at the beginning and end of the audit process and report to the Finance and Audit committee.
- b. The Finance and Audit Committee meets semi-annually to review:
 - 1. the audit report and management letters produced by the auditors
 - 2. the internal financial policy and procedures
 - 3. the financial position of this Association
 - 4. all contracts

- 1528 5. the current financial trends report
- 1529 c. The Finance and Audit committee will submit written reports and recommendations to the
- 1530 Texas Dental Association Board as needed.
- 1531 d. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of
- 1532 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries.
- 1533 The selection of an audit firm shall be approved by the TDA Board of Directors. Commencing
- 1534 in 2010 an audit firm shall be contracted to perform the annual audit for a one year period
- 1535 and for no more than five consecutive years with the right of TDA to change auditors at any
- 1536 time. The TDA Board of Directors is ultimately responsible for the acceptance and approval of
- 1537 the annual audit. (Ref. Resolution 55-2010-BS-H)
- 1538 e. The Finance and Audit Committee will conduct oversight of the administration of any TDA
- 1539 retirement plan that may be in existence, including the TDA 401(k) Plan and the TDA Pension
- 1540 Plan. The oversight shall be coordinated with the Assets Oversight Committee and the
- 1541 Pension Plan Task Force.

1542 so that, if approved, the amended section will read as follows:

1543 Duties: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)

- 1544
- 1545
- 1546
- 1547 a. The chair meets with the auditors at the beginning and end of the audit process and report to
- 1548 the Finance and Audit committee.
- 1549 b. The Finance and Audit Committee meets semi-annually to review:
- 1550 1. the audit report and management letters produced by the
- 1551 auditors
- 1552 2. the internal financial policy and procedures
- 1553 3. the financial position of this Association
- 1554 4. all contracts
- 1555 5. the current financial trends report
- 1556 c. The Finance and Audit committee will submit written reports and recommendations to the
- 1557 Texas Dental Association Board as needed.
- 1558 d. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of
- 1559 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries.
- 1560 The selection of an audit firm shall be approved by the TDA Board of Directors. Commencing
- 1561 in 2010 an audit firm shall be contracted to perform the annual audit for a one year period
- 1562 and for no more than five consecutive years with the right of TDA to change auditors at any
- 1563 time. The TDA Board of Directors is ultimately responsible for the acceptance and approval of
- 1564 the annual audit. (Ref. Resolution 55-2010-BS-H)

1565

1566 The Finance and Audit Committee will conduct oversight of the administration of any TDA

1567 retirement plan that may be in existence, including the TDA 401(k) Plan and the TDA Pension Plan.

1568 The oversight shall be coordinated with the Assets Oversight Committee and the Pension Plan

1569 Task Force.

1570

1571 **BACKGROUND STATEMENT**

1572 It is necessary to identify individuals who are authorized to sign on matters relating to reserve division

1573 investment accounts on behalf of the Texas Dental Association; therefore, be it

1574

1575 **39-2016-B**

1576 Resolved, that it is the policy of the Texas Dental Association (TDA) Board of Directors that the TDA

1577 President, TDA President-elect, TDA Secretary-Treasurer, and TDA Executive Director are authorized to

1578 sign on TDA reserve division investment accounts on behalf of TDA.

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ESTIMATED FINANCIAL IMPACT: None

BACKGROUND STATEMENT

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

40-2016-B

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

1. Each individual whose signature appears in Section 6 (each, an Authorized Individual) is authorized to (1) provide tax certifications; 2) establish, maintain and operate an account(s) with Schwab on behalf of the Organization and to bind the Organization to the Application Agreement and all incorporated agreements and disclosures, including, but not limited to, the Schwab One Account Agreement and the applicable Charles Schwab Pricing Guide, each as amended from time to time (the “Agreement and Disclosures”); and (3) designate persons to operate such account(s).
2. Each Authorized Individual is authorized to act individually, independently and without the consent of the owner, members, manager, partner, officer or director of the Organization. Notice sent to any Authorized Individual will constitute notice to the Organization. Nothing in the organizational documents, resolutions, agreements and laws governing the Organization imposes any obligation upon Schwab for determining the purpose or propriety (i) of any instructions received from any Authorized Individual or (ii) of payments or deliveries to or among Authorized Individuals.
3. In the exercise of such authority each Authorized Individual is empowered, on behalf of the Organization, to use or acquire any service offered by Schwab and its affiliates and to execute and deliver any and all documents, in the name of and on behalf of the Organization as may be requested or required by Schwab. This authority includes the power to open, now or in the future, one or more accounts, and with respect to each account, to execute, on behalf of the Organization, any and all forms and agreements, including but not limited to agreements to arbitrate controversies, and to deal and transact with Schwab in connection with the accounts, including the authority to (i), obtain and terminate all such services as Schwab (or its affiliates or third-party service providers) may offer in connection with the accounts (including without limitation any margin lending or Internet-based online services) and to execute on behalf of the Organization such documents and agreements as required by Schwab in connection with such services; (ii) appoint one or more individuals to act on behalf of the Organization as an Authorized Individual with regard to the Organization’s Accounts with authority as described herein or in such forms and to deliver to Schwab any change form for an Authorized Individual, Power of Attorney, or other document to effect or evidence such appointment; and (iii) terminate any authorized Individual’s authority to act on the accounts. This authority also includes the power to instruct the transfer of funds, securities and other assets, including, but not limited to, the entire account, by wire, check or otherwise from the account to or for the account of any other person, including the Authorized Individual giving the instruction, without limit as to amount and without inquiry. This authority also includes the power to (i) give written, oral or electronic instructions to Schwab to buy or sell stocks, bonds, options and/or other securities, commodities and commodity futures, and other property, whether for immediate or future delivery; and (ii) to secure payment with property of the Organization, including, but not limited to, stocks, bonds, options, and/or other securities.

- 1630 4. The authority thereby conferred is not inconsistent or in conflict with any organizational documents,
1631 resolutions, agreements, or other applicable constituent documents or laws governing the
1632 Organization and is within the Organization’s power and authority and agreements and laws
1633 governing the Organization.
1634 5. In case of the death or withdrawal of any one of the partners or members or in case of the
1635 termination or dissolution of the Organization, each of the undersigned agrees to notify Schwab
1636 promptly in writing, and to execute any supplementary authorization that Schwab may require in such
1637 an event. If Schwab is not notified in writing, Schwab is authorized to continue to receive orders for
1638 the Accounts(s) that may be given to Schwab by any one of the Authorized Individuals then surviving.
1639

1640 ESTIMATED FINANCIAL IMPACT: None
1641

1642 BACKGROUND STATEMENT

1643 The Texas Higher Educating Coordinating Board (THECB) published a new rule—Chapter 21, Subchapter R,
1644 §§21.560–21.566, concerning the Dental Education Loan Repayment Program (DELRP)—in the July 31,
1645 2015, issue of the Texas Register for 30-day public comment. Texas Dental Association (TDA) staff and the
1646 Council on Dental Education, Trade & Ancillaries reviewed the draft rule and prepared the attached
1647 comment letter for TDA Board of Directors approval prior to submission to the THECB; therefore be it,
1648

1649 **42-2016-B**

1650 **Submitted by Council on Dental Education, Trade and Ancillaries**

1651 Resolved, that, consistent with Policy 72-2008-RCDS-H, the Texas Dental Association approve and submit
1652 to the Texas Higher Education Coordinating Board the policy paper providing comment on the proposed
1653 new rule—Chapter 21, Subchapter R, §§21.560–21.566, concerning the Dental Education Loan Repayment
1654 Program as published in the July 31, 2015, issue of the Texas Register.
1655

1656 ESTIMATED FINANCIAL IMPACT: None
1657

1658 BACKGROUND STATEMENT

1659 The Texas State Board of Dental Examiners (TSBDE) held a stakeholder meeting on August 7, 2015, to
1660 discuss possible rule amendments to 22 Texas Administrative Code §108.54, *Advertising of Specialties*.
1661

1662 The specialty advertising rule addresses which areas of dental practice may be considered “specialty
1663 areas” of dental practice for the purposes of advertising, and the qualifying criteria a dentist must meet in
1664 order to advertise as specialist in one of the specialty areas. The TSBDE is considering amending the rule
1665 to permit the advertising of areas of dental practice not recognized as “specialty areas” by the current
1666 rule.
1667

1668 As a valued stakeholder, the TSBDE asked the Texas Dental Association (TDA) to review and informally
1669 comment on the stakeholder discussion questions disseminated during the August 7, 2015, stakeholder
1670 meeting. TDA staff and the Council on Dental Education, Trade & Ancillaries reviewed the discussion
1671 questions and prepared responses for TDA Board of Directors approval prior to submission to the TSBDE;
1672 therefore be it,
1673

1674 **43-2016-B**

1675 **Submitted by Council on Dental Education, Trade and Ancillaries**

1676 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of Dental
1677 Examiners responses to the document titled, “Discussion Questions-Stakeholder Meeting 22 TEX. ADMIN.
1678 CODE 108.54; August 7, 2015.”
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1680 ESTIMATED FINANCIAL IMPACT: None

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BACKGROUND STATEMENT

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

49-2016-B

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

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

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

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)

1732 current TDA communications, and 2) messaging specific to dental health education and to the
1733 improvement of the image of dentistry. The Committee has also been asked to provide resources to
1734 component societies.
1735

1736 In light of these directives, the 2015-2016 Communications Committee reviewed the Comprehensive
1737 Communications Plan submitted in 2013 and felt that it provided solid direction for the new plan
1738 submitted here. The new plan is segmented into two distinct parts, messaging to the public and
1739 messaging to dentists (both members and non-members), with particular focus on dentists who are within
1740 the first ten years of their careers. The broad and general structure of the new plan provides a timeless,
1741 yet malleable framework for the overall TDA communications strategy. Without being too restrictive, it
1742 allows flexibility for the Committee and staff to target and expand upon segments of the plan according to
1743 the TDA's current needs. At the same time, it should also allow for simple revision based on future needs.
1744 Therefore, be it
1745

1746 **70-2016-H**

1747 Submitted by: Communications Committee

1748 Resolved, that the Texas Dental Association *Comprehensive Communications Plan* be approved.
1749

1750 ESTIMATED FINANCIAL IMPACT: None
1751

1752 **BACKGROUND STATEMENT**

1753 The TDA Communications Committee proposed a *Comprehensive Communications Plan* to the November
1754 2015 TDA Board of Directors. A primary component of the plan, and a specific presidential charge to the
1755 Communications Committee, is messaging to the public that is specific to dental health education and to
1756 the improvement of the image of dentistry, particularly TDA dentists. To that end, the Committee
1757 proposes a regionally-based TDA public awareness media campaign as a pilot program. This pilot
1758 program, methodically planned and executed, would serve as a first step in our efforts to expand TDA
1759 messaging to the public. It would also enable the TDA to gain valuable information about the potential
1760 benefit of a more widespread campaign. The pilot program may involve the following media venues:

- 1761 • Development, implementation and optimization of a free-standing patient-/consumer-
1762 focused website, possibly with stand-alone domain name(s)
- 1763 • Regionally targeted print advertising
- 1764 • Regionally targeted steaming radio
- 1765 • Regionally targeted conventional radio advertising

1766 The Committee and staff will research the most efficacious way to utilize any requested funding.
1767 Therefore, be it
1768

1769 **71-2016-B**

1770 Submitted by: Communications Committee

1771 Resolved, that the Texas Dental Association Public Awareness Pilot Program be approved in accordance
1772 with the approved *TDA Comprehensive Communications Plan*.
1773

1774 ESTIMATED FINANCIAL IMPACT: \$30,000
1775

1776 **BACKGROUND STATEMENT**

1777 The Texas Dental Association 401(k) Profit Sharing Plan has existed since the effective date of April 1,
1778 2013. The TDA 401(k) Plan must be amended and restated, as required by law; therefore, be it
1779

1780 **72-2016-B**

1781 Resolved, that the Texas Dental Association 401(k) Plan be amended and restated in the form attached
1782 hereto, and be it further

1783
1784 Resolved, that the Texas Dental Association Executive Director and/or appropriate officers of the Texas
1785 Dental Association be authorized and directed to execute the TDA 401(k) Plan on behalf of TDA, and be it
1786 further

1787
1788 Resolved, that Charles Schwab Bank is hereby retained as the Trustee of the Texas Dental Association
1789 401(k) Plan, and be it further

1790
1791 Resolved, that the Executive Director and/or officers of the Texas Dental Association be authorized and
1792 directed to take any and all actions and execute and deliver such documents as they may deem necessary,
1793 appropriate, or convenient to effect the foregoing resolutions including, without limitation, causing to be
1794 prepared and filed such reports, documents, or other information as may be required under applicable
1795 law.

1796
1797 ESTIMATED FINANCIAL IMPACT: None

1798
1799 BACKGROUND STATEMENT
1800 Chapter VII, FINANCES, Section 50, Relief Fund, Subsection A clarifies that *“all money, property or*
1801 *securities received from any source by the Fund shall be placed in a separate account to be known as the*
1802 *Texas Dental Association Relief Fund, to be supervised, administered and prudently invested by the Board*
1803 *of Directors.”* Except for \$1,000, restricted by explicit donor stipulation, the Relief Fund remaining net
1804 assets are unrestricted and therefore are not subject to donor-imposed stipulations.

1805
1806 In the wake of the resulting destruction of the Saturday evening tornadoes in North Texas on December
1807 26, 2015, basic information on ADA Foundation (ADAF) Disaster relief was provided to members. Unlike
1808 the ADAF, the Texas Dental Association does not currently have a program for immediate assistance.

1809
1810 One authorized purpose of the Relief Fund is to provide assistance to TDA members; however, there is not
1811 a formal application or funding program for disaster assistance. Currently, the Relief Fund supports other
1812 charitable organizations delivering dental services. The Directors of the TDA Board comprise the TDA
1813 Relief Fund Work Group and review applications from 501(c)(3) organizations to receive contributions
1814 from the Relief Fund account. Board policy could be amended to address natural disaster relief, and use
1815 the existing work group as the means to distribute funds; therefore, be it

1816
1817 **74-2016-H**
1818 Resolved, that the Texas Dental Association (TDA) Board of Directors authorize the TDA Relief Fund Work
1819 Group to develop a program to distribute up to \$1,500 from the TDA Relief Fund per single disaster in a 12
1820 month period, per member contingent on gubernatorial declaration of a disaster, available funds, and
1821 equal and fixed amounts per recipient, and be it further

1822
1823 Resolved, that the program, as a condition of allocating the disaster relief funds, must require component
1824 societies to submit to the Texas Dental Association (TDA) the names of at least three component society
1825 members who may verify the disaster conditions, and agree to communicate the imposed deadlines to
1826 members for making application, and list criteria used to review requests including, but not limited to:

- 1827
 - TDA membership status
 - Statement of need for immediate assistance for food, clothing, shelter

1828
1829 and be it further

1830
1831

1832 Resolved, that names and addresses of recipients of disaster relief funds be provided to the TDA Finance
1833 Department for purposes of remitting payments in accordance with applicable Internal Revenue Service
1834 Code.

1835
1836 ESTIMATED FINANCIAL IMPACT: TDA Relief Fund balance will be reduced
1837 in the event disaster relief is granted
1838

1839
1840 BACKGROUND STATEMENT

1841 The Building Committee was established by Resolution 100-1988-B as a standing committee of the TDA
1842 Board of Directors on February 12, 1988 following the construction of the TDA Headquarters in the mid-
1843 1980s. The duties are found in the TDA Board Manual. The committee has been anchored with member
1844 dentists from Austin as a tradition.

1845
1846 In our recent past has come refinement of the exact duties and powers of the Building Committee. This
1847 resolution is an attempt to update the duties of the committee.
1848

1849 The TDA Board of Directors has the ultimate power over the building responsibilities.

1850
1851 The committee reviewed its duties as written in the Board Manual and discussed possible changes to the
1852 wording to more appropriately describe duties of the committee and staff liaison at the October 31, 2014;
1853 therefore, be it

1854
1855 **80-2016-B**

1856 Submitted by: Building Committee

1857 Resolved, that the TDA Board Manual be amended with additions and deletions concerning the duties of
1858 the Texas Dental Association Building Committee as follows:

1859 Duties: The duties shall include, but not be limited to:

1860
1861 ~~a. Give final approval to all new tenants, leases, and contracts.~~

1862
1863
1864 ~~b. a. Advise, guide, and work with the assigned staff person to oversee the day to day operations~~
1865 ~~of the TDA building including all maintenance and repairs. This includes maintenance~~
1866 ~~contracts and all upkeep, both the exterior and interior.~~

1867
1868 ~~c. Oversee the fiduciary responsibilities including but not limited to insurance, taxes, and~~
1869 ~~utilities.~~

1870
1871 ~~d. b. Prepare a Building Committee budget and present it to the Budget Committee for each~~
1872 ~~fiscal year.~~

1873
1874 ~~e. Advise, guide and work with an assigned staff person to assure that the consistent and~~
1875 ~~complete attention is given to all aspects of the building operation.~~

1876
1877 ~~f. Approve any changes or renovation to the building floor plan.~~

1878
1879 c. Report to the TDA Board of Directors annually, or as necessary, with appropriate current
1880 information regarding the building condition, occupancy, and any apparent future needs.

1881 Other duties

1882

1883 a. To perform such other duties as may be requested by the Board of Directors or the House of
1884 Delegates.

1885 If approved, the section will read:

1886

1887 Duties: Duties shall include, but not be limited to:

1888

1889 a. Advise, guide and work with the assigned staff person to oversee the day-to-day operations of
1890 the TDA building including all maintenance and repairs.

1891

1892 b. Prepare a Building Committee budget and present it to the Budget Committee for each fiscal
1893 year.

1894

1895 c. Report to the TDA Board of Directors annually, or as necessary, with appropriate current
1896 information regarding the building condition, occupancy, and any apparent future needs.

1897

1898 Other duties:

1899

1900 a. To perform such other duties as may be requested by the Board of Directors or the House of
1901 Delegates.

1902

1903 ESTIMATED FINANCIAL IMPACT: None

1904

1905 BACKGROUND STATEMENT

1906 The 2013 TDA Board of Directors approved resolution 102-2013-B which added the reimbursement of
1907 hotel expenses for up to two members of the TDA House Standing Committee on Constitution and Bylaws
1908 to attend and support the House of Delegates. To further support the Reference Committees and Speaker
1909 of the TDA House of Delegates, all members of the Council on Constitution and Bylaws should attend;
1910 therefore, be it

1911

1912 **91-2016-B (__)**

1913 **Submitted by: Council on Constitution and Bylaws**

1914 Resolved, that members of the Texas Dental Association Board, the editor, the parliamentarian, the
1915 speaker of the house, and the members of the House Standing Committee on Constitution and Bylaws, be
1916 reimbursed at the lesser of the approved headquarters hotel rate or their actual hotel expenses (room
1917 and taxes only), during their attendance at the TDA House of Delegates, providing they are not otherwise
1918 reimbursed, and be it further

1919

1920 Resolved, that Resolution 102-2013-B which reads:

1921

1922 *102-2013-B*

1923 *Resolved, that members of the Texas Dental Association Board, the editor, the Parliamentarian,*
1924 *Speaker of the House, and up to two members of the House Standing Committee on Constitution*
1925 *and Bylaws, be reimbursed at the lesser of the approved headquarters hotel rate or their actual*
1926 *hotel expenses (room and taxes only), during their attendance at the House of Delegates, providing*
1927 *they are not otherwise reimbursed, and be it further*

1928

1929 *Resolved, that Resolution 97-2001-BS2 be rescinded, and be it further*

1930

1931 *Resolved, that Resolution 97-2001-H be rescinded.*

1932

1933 be rescinded.

1934
1935 ESTIMATED FINANCIAL IMPACT: \$ 768 (2016 Contingency: 1 additional council
1936 member)
1937 (Budgeted: Board, Editor, Parliamentarian, Speaker, two
1938 members of the House Standing Committee on
1939 Constitution and Bylaws)
1940 \$1,536 (2017 Contingency: 2 additional council
1941 members)
1942 (Budgeted: Board, Editor, Parliamentarian, Speaker,
1943 two members of the House Standing Committee on
1944 Constitution and Bylaws)
1945

1946 BACKGROUND STATEMENT

1947 The Texas State Board of Dental Examiners (TSBDE) published an amended rule—22 Texas Administrative
1948 Code §108.12, concerning the *Dental Treatment of Obstructive Sleep Apnea*—in the March 18, 2016, issue
1949 of the Texas Register for 30-day public comment. Texas Dental Association (TDA) staff and the Council on
1950 Dental Education, Trade & Ancillaries reviewed the amended rule and prepared the attached comment
1951 letter for TDA Board of Directors approval prior to submission to the TSBDE; therefore be it,
1952

1953 **93-2016-B**

1954 **Submitted by: Council on Dental Education, Trade and Ancillaries**

1955 Resolved, that, consistent with Policy 88-2015-H, the Texas Dental Association approve and submit to the
1956 Texas State Board of Dental Examiners the policy paper providing comment on the proposed amended
1957 rule—22 Texas Administrative Code §108.12, *Dental Treatment of Obstructive Sleep Apnea* as published in
1958 the March 18, 2016, issue of the *Texas Register*.
1959

1960 ESTIMATED FINANCIAL IMPACT: None
1961

1962 BACKGROUND STATEMENT

1963 The Texas State Board of Dental Examiners (TSBDE) published new and amended rules concerning the
1964 dental board's investigation and enforcement processes in the March 18, 2016, issue of the *Texas Register*
1965 for 30-day public comment. Texas Dental Association (TDA) staff and legal counsel reviewed the draft
1966 rules and prepared the attached comment letter for TDA Board approval prior to submission to the
1967 TSBDE; therefore be it,
1968

1969 **96-2016-B**

1970 **Submitted by: Council on Legislative and Regulatory Affairs**

1971 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of Dental
1972 Examiners an information paper (ie, comment letter) to the proposed new and amended rules found at 22
1973 Texas Administrative Code §107.69, concerning temporary suspensions in an emergency; §§107.100,
1974 107.101, 107.102, 107.103, 107.104, 107.105, 107.106, 107.107, 107.108, 107.109, concerning
1975 procedures for investigating complaints; §§107.200, 107.201, 107.202, and 107.205, disposition of
1976 complaints; and §107.300, concerning the compliance program as published in the March 18, 2016, issue
1977 of the *Texas Register*.
1978

1979 ESTIMATED FINANCIAL IMPACT: None
1980

1981 BACKGROUND STATEMENT

1982 The Health and Human Services Commission (HHSC) published a new rule—1 Texas Administrative Code
1983 §371.35, concerning *Use of Statistical Sampling and Extrapolation*—in the March 4, 2016, issue of the
1984 *Texas Register* for 30-day public comment.

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

98-2016-B

Submitted by: Committee on Access, Medicaid & CHIP

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

ESTIMATED FINANCIAL IMPACT: None

103-2016-B

Submitted by: Editor

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

ESTIMATED FINANCIAL IMPACT: \$5,000 savings

104-2016-B ()

Submitted by: TDA Sunset Review Committee

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

ESTIMATED FINANCIAL IMPACT: None

106-2016-B ()

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

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

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.

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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 tenants. 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,
 - Working with the appropriate council or committee of the ADA to develop a common Association-wide application form.
- Reviewing the proposed changes to the Membership Application Form with legal counsel.

Therefore, be it

118-2016-H (HOUSE MANDATE)

Submitted by: Dr. Marshal Goldberg (District 5)

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

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

FINANCIAL IMPLICATION: NONE

BACKGROUND STATEMENT

Any member of the House of Delegates (HOD) may request a vote by secret ballot. Voting by ballot is a time-consuming process and thus should be considered carefully. A request for vote by ballot must be approved by the HOD, and a vote by voting card is taken to determine if the request for vote by ballot will

2087 be granted. A problem arises in that one's vote by voting card is open for all to see and may disclose the
2088 way a member of the House will be voting on the main motion. This defeats the intent of voting by secret
2089 ballot.

2090
2091 Electronic voting is utilized by the House of Delegates of the American Dental Association. Electronic
2092 voting is instantaneous and anonymous thus eliminating the problems associated with voting by ballot.

2093
2094 The Dallas County Dental Society believes that the Texas Dental Association (TDA) should investigate the
2095 feasibility of instituting electronic voting for the 2017 House of Delegates, therefore, be it

2096
2097 **119-2016-H (HOUSE MANDATE)**
2098 **Submitted by: Dr. Marshal Goldberg (District 5)**
2099 Resolved, that the President of the Texas Dental Association will appoint the appropriate council or
2100 committee to review the feasibility of instituting electronic voting for the 2017 House of Delegates and be
2101 it further

2102
2103 Resolved, that the appointed council or committee report its findings and recommendations to the Board
2104 of Directors no later than December 31, 2016.

2105
2106 FINANCIAL IMPLICATION: NONE

2107
2108 BACKGROUND STATEMENT
2109 Based on the new schedule for the Annual Session, members of the TDA House of Delegates should be
2110 sent a formal survey for feedback on the new format of the House; therefore, be it

2111
2112 **2-2017-B ()**
2113 Resolved, that TDA will survey all TDA Delegates and Alternate Delegates, who attended the 2016 TDA
2114 Annual Session, regarding the new format of the TDA House of Delegates and the Texas Meeting.

2115
2116 ESTIMATED FINANCIAL IMPACT: None

2117
2118 BACKGROUND STATEMENT
2119 With the approval of Resolution 104-2016-B, originating from TDA Sunset Review Committee, the TDA
2120 President is to appoint a task force to review and redefine the duties of the Council on Dental Economics
2121 with a report back at the August 2016 TDA Board meeting; therefore, be it

2122
2123 **12-2017-B ()**
2124 Resolved, that a Task Force on the Council on Dental Economics be established to review and redefine the
2125 Council's duties with a report back to the August 2016 TDA Board of Directors, and be it further

2126
2127 Resolved, that the Task Force on the Council on Dental Economics be composed of three members to
2128 include Dr. Craig S. Armstrong, Dr. Joshua A. Austin, and Dr. Sarah Tevis Poteet, with Dr. Craig S.
2129 Armstrong serving as Chair.

2130
2131 ESTIMATED FINANCIAL IMPACT: \$150 (Contingency)

2132
2133 **20-2017-B ()**
2134 Resolved, that the TDA Financial Services, Inc. bylaws amendment concerning disposition of TDA Financial
2135 Services, Inc. (FSI) Stock Shares be approved.

2136
2137 ESTIMATED FINANCIAL IMPACT: None

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BACKGROUND STATEMENT

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

21-2017-B ()

Resolved, that the Texas Dental Association (TDA) Board of Directors, effective July 15, 2016, hereby creates the TDA 401(k) Plan Committee, to be composed of the Executive Director and two employees, selected by the Executive Director and approved by the TDA Board of Directors, with a third employee selected as alternate to serve in the place of an appointed employee if either appointed employee is unwilling or unable to serve; and be it further

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

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

and be it further

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

22-2015-B (BP)

Submitted by: Pension Task Force

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

be rescinded.

2189 ESTIMATED FINANCIAL IMPACT: None

2190

2191 BACKGROUND STATEMENT

2192 Board Policy 74-2015-B, approved at the November 2014 TDA Board meeting, added a new duty to the
2193 Finance and Audit Committee to enable oversight of the 401(k) Plan for TDA employees and the now
2194 terminated Pension Plan. With the established 401(k) Plan Committee comprised of TDA employees to
2195 conduct oversight, the duties of the Finance and Audit Committee should be revised accordingly while still
2196 providing for involvement as conditions warrant; therefore, be it

2197

2198 **23-2017-B ()**

2199 Resolved, that the TDA Board Manual, Chapter VII-A, Standing Committees of the Board, Subsection 7,
2200 Finance and Audit Committee Duty “e” which reads:

2201

2202 e. The Finance and Audit Committee will conduct oversight of any TDA retirement plan that may
2203 be in existence, including the TDA 401(k) Plan and the TDA Pension Plan.

2204

2205 be amended by addition and deletion as follows:

2206

2207 e. The Finance and Audit Committee ~~will~~ may conduct oversight or make inquiry of the
2208 administration of any TDA retirement plan that may be in existence, including the TDA 401(k)
2209 Plan ~~and the TDA Pension Plan, if the Board has established and appointed another plan or~~
2210 oversight committee to do the same. Upon direction of the President or the Board, the
2211 Finance and Audit Committee shall assume the responsibilities and duties of any plan or
2212 oversight committee. ~~The oversight shall be coordinated with the Assets Oversight~~
2213 ~~Committee and the Pension Plan Task Force.~~

2214

2215 so that, if approved, the “Duties” section will read:

2216

- 2217 f. The chair meets with the auditors at the beginning and end of the audit process and report to
2218 the Finance and Audit committee.
- 2219 g. The Finance and Audit Committee meets semi-annually to review:
- 2220 1. the audit report and management letters produced by the auditors
 - 2221 2. the internal financial policy and procedures
 - 2222 3. the financial position of this Association
 - 2223 4. all contracts
 - 2224 5. the current financial trends report
- 2225 h. The Finance and Audit committee will submit written reports and recommendations to the
2226 Texas Dental Association Board as needed.
- 2227 i. The Finance and Audit Committee shall be responsible for recommending to the TDA Board of
2228 Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries.
2229 The selection of an audit firm shall be approved by the TDA Board of Directors. Commencing
2230 in 2010 an audit firm shall be contracted to perform the annual audit for a one year period
2231 and for no more than five consecutive years with the right of TDA to change auditors at any
2232 time. The TDA Board of Directors is ultimately responsible for the acceptance and approval of
2233 the annual audit. (Ref. Resolution 55-2010-BS-H)
- 2234 j. The Finance and Audit Committee may conduct oversight or make inquiry of the
2235 administration of any TDA retirement plan that may be in existence, including the TDA 401(k)
2236 Plan, if the Board has established and appointed another plan or oversight committee to do
2237 the same. Upon direction of the President or the Board, the Finance and Audit Committee
2238 shall assume the responsibilities and duties of any plan or oversight committee.

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2240 ESTIMATED FINANCIAL IMPACT: None

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BACKGROUND STATEMENT

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

2250 With respect to the change in the Custodian and Directed Trustee of the Texas Dental Association 401(k)
2251 Plan, the following resolutions are hereby adopted. Therefore, be it

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24-2017-B ()

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

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

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

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

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

2280 ESTIMATED FINANCIAL IMPACT: None

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BACKGROUND STATEMENT

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

25-2017-B ()

2290 Resolved, that a Task Force on the Texas Meeting be established, composed of four members including Dr.
2291 Richard B. Derksen (Dallas), Dr. Dean V. Hutto (Houston), Ms. Paula Lerash (Austin), Dr. John B. Mason
2292 (Corpus Christi), and Dr. Lisa B. Masters (San Antonio), with Dr. Masters serving as Chair, and be it further.
2293

2294 Resolved, that the task force is to evaluate the Texas Meeting in its current format and to recommend
2295 changes and new concepts for consideration to the Texas Dental Association (TDA) Board of Directors and
2296 the Council on Annual Session, and be it further
2297

2298 Resolved, that in developing the recommendations, the task force should consider the multiple aspects,
2299 including but not limited to length, timing, location, of the current Texas Meeting, its relevancy, finances,
2300 membership meetings in general, and whether there are alternatives to the current approach to fulfill the
2301 business purposes of providing professional development, knowledge, and social benefits to members,
2302 and be it further
2303

2304 Resolved, that the task force should propose concepts that start with membership needs as the
2305 foundation to determining what the meeting or its successor programs could be, and identify where
2306 collaboration with other existing dental meetings will be probable or preferable, and be it further
2307

2308 Resolved, that the task force report back to the TDA Board of Directors by the February 2017 TDA Board of
2309 Directors meeting.
2310

2311 ESTIMATED FINANCIAL IMPACT: Contingency
2312

2313 BACKGROUND STATEMENT

2314 The Council on Annual Session budget includes a stipend to the Texas Dental Assistants Association for
2315 \$1,000. Because of the decline in attendance of the Texas Dental Association's Meeting, this has resulted
2316 in a decrease in revenue for the Annual Session of the Texas Dental Association. The Council on Annual
2317 Session recommends that we eliminate the stipend paid to TDAA; therefore, be it
2318

2319 **29-2017-B ()**

2320 **Submitted by: Council on Annual Session**

2321 Resolved, that the stipend to the Texas Dental Assistants Association be eliminated from the Council on
2322 Annual Session's budget, and be it further
2323

2324 Resolved, that a \$1,000 stipend be paid to the Texas Dental Assistants Association using Non-Budgeted
2325 Contingency funds from the 2017 Texas Dental Association Budget or paid using funds from the Reserve
2326 Division, and be it further
2327

2328 Resolved, that Resolution 96-2011-H which reads:
2329

2330 *96-2011-H (BP)*

2331 *Submitted by: Council on Annual Session*

2332 *Resolved, that the \$750 stipend paid to the Texas Dental Assistants Association (TDAA) be*
2333 *increased in the amount of \$250, beginning with the 2012 stipend payment, for a total annual*
2334 *stipend of \$1000. In addition, the TDAA will be given a complimentary 6' educational table in the*
2335 *Texas Meeting registration area to promote the TDAA programs and activities (\$75 annual fee).*
2336

2337 be rescinded.
2338

2339 ESTIMATED FINANCIAL IMPACT: \$1,000 Reduction
2340

2341 BACKGROUND STATEMENT

2342 The Council on Annual Session budget includes a stipend to the Alliance of the Texas Dental Association
2343 (TDA) for \$7,000. Due to declining attendance at the annual session, resulting in a loss of revenue and
2344 steep hotel room attrition costs, the Council on Annual Session recommends that we eliminate the stipend
2345 paid to the Alliance of the TDA from the Annual Session budget. The Alliance of the TDA holds their annual
2346 meeting directly over the dates of the Annual Session of the TDA. Because of this, the Alliance of the TDA is
2347 not able to provide any direct support to the TDA Meeting. The sponsorship for speaker support from the
2348 Alliance comes out of said stipend. The Council on Annual Session is grateful the Alliance supports the TDA,
2349 but recommends that the stipend should come out of a budget other than the Annual Session's due to the
2350 direct competition with the Annual Session of the Texas Dental Association; therefore, be it

2351

2352 **30-2017-B ()**

2353 **Submitted by: Council on Annual Session**

2354 Resolved, that the stipend to the Alliance of the Texas Dental Association be eliminated from the Council
2355 on Annual Session's budget, and be it further

2356

2357 Resolved, that a \$7,000 stipend be paid to the Texas Dental Assistants Association using Non-Budgeted
2358 Contingency funds from the 2017 Texas Dental Association Budget or paid using funds from the Reserve
2359 Division, and be it further

2360

2361 Resolved, that Resolution 54-2010-H which reads:

2362

54-2010-H

2364 *Submitted by: Council on Annual Session*

2365 *Resolved, that the stipend of \$6500 that is currently allocated to the Texas Dental Association*
2366 *Alliance be increased \$500 in 2011.*

2367

2368 be rescinded

2369

2370 ESTIMATED FINANCIAL IMPACT: \$7,000 Reduction

2371

2372 BACKGROUND STATEMENT

2373 From a 1995 concept to meet the indigent dental care needs of the Rio Grande Valley, the charitable
2374 organization "Dentists Who Care" was created and has since continuously and successfully addressed
2375 access to care barriers to improve public oral health in the Rio Grande Valley; therefore, be it

2376

2377 **32-2017-B ()**

2378 Resolved, that a plaque be presented on behalf of the Texas Dental Association to Dentists Who Care at
2379 their 20th Annual Charity Dental Conference, October 28-29, 2016, in recognition of its contribution to the
2380 profession of dentistry and twenty years of significant service to public oral health in the Rio Grande
2381 Valley.

2382

ESTIMATED FINANCIAL IMPACT: \$112.58 (Central Office)

2384

2385 BACKGROUND STATEMENT

2386 At their September 2, 2016 meeting, the TDA Council on Membership learned that beginning with the
2387 2017 membership year, new payment and renewal options are available online through Aptify, the ADA's
2388 association management software. The Director of Member Services presented the Council with an
2389 overview of these new options and data on existing payment plans. TDA now has the ability to allow all
2390 members to take advantage of the existing Extended Dues Payment (EDP) program online through the
2391 Aptify system. Currently EDP is only offered to new dentist members out of school less than 10 years.

2392 Within the membership software, there is no way in which to segregate the option for new dentists only.
2393 After reviewing the data provided, the Council agreed that the Extended Dues Payment plan should be
2394 offered online to all members providing additional payment options and potentially resulting in greater
2395 member retention; therefore be it

2396
2397 **33-2017-B ()**
2398 Resolved, that beginning with the 2017 membership year, the existing Extended Dues Payment program
2399 be broadened to include all TDA members providing additional payment options for every member and
2400 greater member retention.
2401

2402 ESTIMATED FINANCIAL IMPACT: Based on the percentage of new dentists currently using the
2403 Extended Dues Payment program, TDA staff estimates an
2404 additional 280 members will take advantage of the plan,
2405 affecting \$138,600 in TDA dues revenues. Where dues are
2406 typically collected in full by May of each year, this plan extends
2407 the receipt of dues an additional five months (June through
2408 October). This extension will result in \$69,300 (50% of the
2409 \$138,600) being collected after May. Based on historical
2410 expense patterns, this shift in revenue collections will not
2411 adversely affect Association operations.
2412

2413 BACKGROUND STATEMENT
2414 The Texas Dental Association Community Fluoride Committee was designed, in Board Policy 25-2016-B, to
2415 function as a public health advocacy committee, specifically at the municipal or utility district level where
2416 decisions on water fluoridation are made. The TDA utilizes a mostly centralized strategy to promote and
2417 protect water fluoridation; however, the organizational infrastructure is not present to support such an
2418 approach. A limited number of volunteers with rotating staff support attempt to direct related advocacy
2419 efforts at the local level. While beneficial to the public at large, the manner in which water fluoridation is
2420 pursued does not comport with the Association’s mission of helping its members succeed. A re-
2421 orientation to an informational and clearinghouse approach is recommended based on the practical use
2422 of available volunteer and staff resources; therefore, be it
2423

2424 **36-2017-B ()**
2425 **Submitted by: Community Fluoride Committee**
2426 Resolved, that the duties of the Texas Dental Association (TDA) Fluoride Committee be amended in the
2427 TDA Board Manual, Chapter VII-A, Standing Committees, Section 17, to read:
2428

- 2429 ~~a. To carry out all activities in coordination with the Council on Dental Economics.~~
- 2430
- 2431 ~~b.~~ ba. To monitor community water fluoridation issues, research and trends relevant to ~~in~~ the State
2432 of Texas and community oral health in general.
- 2433 ~~c.~~ eb. To act as a clearinghouse for information and research on fluoride, related advocacy
2434 strategies, and resources for TDA component societies, member dentists, and patients by
2435 designating material for distribution using available publications and electronic media. To the
2436 extent possible, material published by the American Dental Association shall be utilized. ~~provide~~
2437 ~~reports to the Board and the American Dental Association as needed regarding fluoridation issues~~
2438 ~~and activities.~~
- 2439 ~~d.~~ dc. To present at local component societies, at the request of the component society, on the issue
2440 of fluoridation and available resources. ~~provide written and/or oral testimony before municipal~~
2441 ~~authorities regarding fluoridation.~~
- 2442 ed. To act otherwise on ~~regarding~~ fluoridation issues as directed by the Board.

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so that, if approved, the section will read:

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

ESTIMATED FINANCIAL IMPACT: To Be Determined

BACKGROUND STATEMENT

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

The TDA’s legislative agenda, as approved by the TDA’s Board of Directors, highlight’s the Association’s legislative direction for the 85th Texas Legislature and includes current over-arching issues in the legislative and regulatory arenas; therefore be it,

37-2017-()

Submitted by: Council on Legislative & Regulatory Affairs

Strategic Plan Goal: Advocacy

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

ESTIMATED FINANCIAL IMPACT: None

BACKGROUND STATEMENT

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

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

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

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

39-2017-B ()

2494 Resolved, that the Secretary-Treasurer be authorized to withdraw up to \$75,000 from the Texas Dental
2495 Association (TDA) Reserve Division for the sole purpose of deposit into the TDA Operations Checking
2496 Account, effective December 1, 2016 and expiring January 31, 2017.

2497
2498 ESTIMATED FINANCIAL IMPACT: The Reserve Division balance will be reduced,
2499 while the Operations Checking account balance
2500 will be increased should a transfer be made.

2501 BACKGROUND STATEMENT

2502 At their September 2, 2016 meeting, the TDA Council on Membership reviewed a current membership
2503 trend analysis and compared it to three different tiered dues pricing constructs: modified, cost-based and
2504 simple rate. All tiered dues scenarios focus on providing a bare-bones membership to new dentists (under
2505 5 years out of dental school), and a longer discounted rate to dentists 5-10 years in the profession while
2506 continuing to provide full benefits to members over 10 years in the profession.

2507
2508 After reviewing the different concepts presented, the Council feels that the Texas Dental Association
2509 Board of Directors, along with the TDA Secretary-Treasurer and Budget Committee, should consider the
2510 feasibility of a pilot program that would allow for a modified tiered dues structure; therefore be it

2511
2512 **41-2017-B ()**

2513 **Submitted by: Council on Membership**

2514 Resolved, that a program be developed by Texas Dental Association staff which would allow for tiered
2515 dues pricing in an effort to increase membership growth and retention with a completion date for
2516 program development by April, 2017.

2517
2518 ESTIMATED FINANCIAL IMPACT: None

2519
2520 BACKGROUND STATEMENT

2521 In November 2015, the Texas Dental Association (TDA) Board of Directors approved Resolution 71-2016-B
2522 authorizing the Communications Committee's *Comprehensive Communications Plan* which included
2523 messaging to the public that is specific to dental health education and to the improvement of the image of
2524 dentistry, particularly TDA dentists. The estimated financial impact was \$30,000 for various media venues.
2525 Therefore, be it

2526
2527 **45-2017-B ()**

2528 **Submitted by: Budget Committee**

2529 Resolved, that the Texas Dental Association allocate costs for the Public Awareness Pilot Program
2530 approved in accordance with the approved *TDA Comprehensive Communications Plan* from Non Budgeted
2531 Contingency in the 2016 Budget.

2532
2533 ESTIMATED FINANCIAL IMPACT: \$ 18,090 (2016 Contingency)

2534
2535 BACKGROUND STATEMENT

2536 The Texas State Board of Dental Examiners (TSBDE) published amendments to rules 22 Texas
2537 Administrative Code §§110.1, concerning definitions; 110.2, concerning sedation/anesthesia permits;
2538 110.3, concerning nitrous sedation; 110.4, concerning minimal sedation; 110.5, concerning moderate
2539 sedation; 110.6, concerning deep sedation; 110.9, concerning permit renewal; and new rule 110.11,
2540 concerning pediatric patients in the December 16, 2016, issue of the Texas Register for 30-day public
2541 comment. Texas Dental Association (TDA) staff and the Council on Dental Education, Trade & Ancillaries
2542 reviewed the rule proposals and prepared the attached comment letter for TDA Board of Directors
2543 approval prior to submission to the TSBDE; therefore be it,
2544

2545 **51-2017-B ()**
2546 **Submitted by: Council on Dental Education, Trade & Ancillaries**
2547 Resolved, that the Texas Dental Association approve and submit to the Texas State Board of Dental
2548 Examiners the information paper providing comment on the proposed rule amendments to 22 Texas
2549 Administrative Code §§110.1, concerning definitions; 110.2, concerning sedation/anesthesia permits;
2550 110.3, concerning nitrous sedation; 110.4, concerning minimal sedation; 110.5, concerning moderate
2551 sedation; 110.6, concerning deep sedation; 110.9, concerning permit renewal; and new rule 110.11,
2552 concerning pediatric patients, as published in the December 16, 2016, issue of the *Texas Register*.
2553

2554 ESTIMATED FINANCIAL IMPACT: None
2555

2556 **60-2017-B**
2557 Resolved, that the Board of Directors of the Texas Dental Association directs the Secretary-Treasurer and
2558 Texas Dental Association Staff, in conjunction with the Assets Oversight Committee, to immediately
2559 commence transition of the investment advisor for the Reserve Division and Relief Fund accounts from
2560 Bland Garvey to Austin Asset Management Company, to be completed on or before December 31, 2017;
2561 and be it further
2562

2563 Resolved, that the Secretary-Treasurer and Executive Director notify the presidents and treasurers for TDA
2564 Financial Services, Inc. and the TDA Smiles Foundation of this resolution.
2565

2566 **BACKGROUND STATEMENT**

2567 The current Board policy regarding contracting with an auditing firm does not allow for hiring the most
2568 appropriate firm in light of the changing landscape of Austin-area audit firms. Therefore, be it
2569

2570 **78-2017-B**
2571 Resolved, that the TDA Board of Directors Board Policy Manual, Chapter VII, Committees of the Board;
2572 Section A, Standing Committees; Subsection 7, Finance and Audit Committee be amended as follows:
2573

2574 7. FINANCE AND AUDIT COMMITTEE
2575

2576 Composition: The Committee shall consist of two (2) members of the Board and two
2577 (2) non-Board members and one consultant.
2578

2579 The committee members should be financially literate or must become financially literate within a
2580 reasonable period of time. They should be able to read and understand fundamental financial
2581 statements including balance sheets, income statements and cash flow statements.
2582

2583 The President will appoint the committee members and designate the chair, with Board approval,
2584 prior to the first Board meeting after the House of Delegates Annual Session.
2585

2586 The President shall appoint a Non-Board consultant with additional financial experience, will be
2587 vetted by the Finance and Audit Committee, and recommended for appointment by the President
2588 to serve as the qualified "Financial expert consultant" for the Finance and Audit Committee. The
2589 Financial Expert Consultant is not required to be a member dentist.
2590

2591 Requirements of the Financial Expert Consultant should include:

- 2592 • Have an understanding of generally accepted accounting principles (GAAP) and financial
- 2593 statements.
- 2594 • Have the ability to access the general application of GAAP in connection with the accounting for
- 2595 estimates, accruals and reserves.

- 2596 • Have an understanding of internal controls and procedures for financial reporting.
2597 • Have an understanding of the Audit committee function.
2598

2599 Meetings: Shall be subject to the call of the chair or any two (2) of its members.
2600

2601 Guidelines: (Ref. Resolution 55-2010-BS, 88-2000-H, 23-2014-BS)
2602

2603 a. The chair meets with the auditors at the beginning and end of the audit process and report to
2604 the Finance and Audit committee.

2605 b. The Finance and Audit Committee meets semi-annually to review:

- 2606 1. the audit report and management letters produced by the auditors
2607 2. the internal financial policy and procedures
2608 3. the financial position of this Association
2609 4. all contracts
2610 5. the current financial trends report

2611 c. The Finance and Audit committee will submit written reports and recommendations
2612 to the Texas Dental Association Board as needed. (Ref. to Appendix D)

2613 d. The Finance and Audit Committee shall be responsible for recommending to the
2614 TDA Board of Directors ~~an audit CPA~~ firm to perform the annual audit of the TDA, its affiliates and
2615 subsidiaries. The selection of an ~~audit CPA~~ firm shall be approved by the
2616 TDA Board of Directors. Commencing in 2010 ~~an audit CPA firm~~ shall be contracted to
2617 perform the annual audit for a one year period, ~~and for no more than five~~
2618 ~~consecutive years with the right of TDA to change auditors at any time.~~ The Finance and Audit
2619 Committee shall request bids from CPA firms no fewer than once every five years prior to the
2620 annual selection of a CPA firm. The auditing team within the selected firm shall be changed a
2621 minimum of every two years. The TDA Board of Directors is ultimately responsible for the
2622 acceptance and approval of the annual audit. (Ref. Resolution 55-2010-BS-H)
2623

2624 Other duties

2625
2626 a. To perform such other duties as may be requested by the Board of Directors or the
2627 House of Delegates.
2628
2629