

## BOARD OF TRUSTEES

### RESOLUTIONS

**RESOLUTION**  
**06-17-BA**

**Concerning changing the Colorado Dental Association *Bylaws* to update House of Delegates governance and operations provisions.**

RESOLVED, that it is necessary for the efficient operation of the Colorado Dental Association to move non-essential language regarding House of Delegates operations into the Standing Rules and Procedures. And be it further

RESOLVED, that the Colorado Dental Association *Bylaws* be updated to outline the essential House of Delegates governing practices in a format that contributes to modern and efficient governance of the organization. And be it further

RESOLVED, that the Colorado Dental Association *Bylaws* be modified as presented.

Board of Trustees recommendation: **Vote FOR (15-0)**

Fiscal impact: None

**HOUSE ACTIONS:** \_\_\_\_\_

#### **Background Statement**

Streamlining the Colorado Dental Association (CDA) *Bylaws* to include only essential governance provisions will help bring increased attention to key functions, making crucial *Bylaws* provisions easier to read and navigate. This resolution modifies the *Bylaws* to remove non-essential clauses related to House of Delegates operations that can be better overseen as part of the Standing Rules and Procedures that are adopted each year by the Delegates. In addition, small modifications have been made to eliminate redundancy and make Chapter IV of the *Bylaws* more timeless. These changes are essential to increasing efficiencies in House of Delegates' governance and eliminating the need for regular updates to the *Bylaws* to address small organizational or technology changes.

***Proposed changes to the CDA Bylaws can be found on the following pages.***

## CHAPTER IV - HOUSE OF DELEGATES

### Section 1. COMPOSITION:

- A. The House of Delegates shall be composed of:
1. The officially certified Delegates of each Component Society and one (1) Student.
  2. The Speaker of the House shall preside over the House of Delegates. The ~~President, President Elect, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, elected officers and~~ Immediate Past President, ~~Secretary, and Treasurer~~ of this Association shall be ex-officio members without the right to vote. The Editor shall be an ex-officio member and shall be eligible to serve as a voting Delegate from the Editor's Component Society.
- B. The number of Delegates to which each Component Society is entitled shall be based upon the number of Active and Retired Members in good standing as of December 31 the previous year. Each Component Society shall be entitled to one (1) Delegate for each ten (10) members, or portion thereof, up to fifty (50) members; thereafter, one (1) Delegate for each additional fifty (50) members or portion thereof, up to two hundred fifty (250); thereafter, one (1) Delegate for each additional twenty-five (25) members or portion thereof.

### Section 2. QUALIFICATIONS:

- A. A dentist Delegate must be an Active or Retired Member in good standing of this Association, and a member in good standing of the Component Society in which the Delegate practices. Should the status of any Delegate change in respect to the preceding qualifications, the Delegate position shall be declared vacant.
- B. The Student Delegate and the Alternate Student Delegate must be enrolled at the University of Colorado School of Dental Medicine, must be Student Members of the Association, and must be members of the American Student Dental Association in good standing at the time of their elections and during their term as Delegate or Alternate Delegate.

### Section 3. VACANCY:

- A. In the event of a vacancy in the office of a Delegate, the Alternate Delegate shall serve until the next meeting of the Delegate's Component Society, at which time a Delegate shall be elected to complete the unexpired term.
- B. In the event of a vacancy in the office of Student Delegate, the Alternate Student Delegate shall serve until the next annual election of the student body of the University of Colorado School of Dental Medicine.

### Section 4. TERM OF OFFICE:

- A. The term of office of Component Society Delegates to the Association House of Delegates shall be determined by the Component Societies which elect such Delegates.

As amended by the 2016 House of Delegates

1 B. The term of office for a Student Delegate and Alternate Student Delegate shall be for a  
2 period of one (1) year and they must be full-time students at the time of a House of  
3 Delegates session.

**Comment [M1]:** Move to Standing Rules and Procedures.

4 **Section 5. NOMINATION AND ELECTION:**

5 A. The Component Delegates and Alternate Delegates shall be nominated and elected by the  
6 voting members of the Component Society that they shall represent, in a manner  
7 prescribed by the Component Society, provided such an election is not in conflict with  
8 these Bylaws. The Component Societies shall notify the Secretary of this Association of  
9 the names of the Delegates elected to represent the society.

10 B. The Student Delegate and Alternate Student Delegate shall be elected by a majority of the  
11 dental students voting. It shall be the duty of the newly elected Delegate to have the  
12 Dean of the dental school notify the Secretary of the Association of the election of the  
13 Student Delegate and Alternate Student Delegate.

14 **Section 6. CERTIFICATION OF DELEGATES AND ALTERNATE DELEGATES:**

15 A. The Secretary of each Component Society shall file with the Secretary of this Association,  
16 at least sixty (60) days prior to the first day of the Annual Session, the names of Delegates  
17 and Alternate Delegates designated by their societies. Names of Delegates or Alternate  
18 Delegates not submitted at least sixty (60) days prior to the first day of the Annual Session  
19 may be presented to the House of Delegates and approved by a three-quarters (3/4)  
20 affirmative vote of Delegates present on the floor of the House of Delegates.

21 B. The Secretary of this Association shall request that the office of the Dean submit the  
22 name of the Student Delegate and Alternate Student Delegate at least sixty (60) days  
23 prior to the first day of the Annual Session.

24 C. The Secretary of this Association shall provide each Delegate and Alternate Delegate  
25 with credentials, which shall be presented to the Credentials Committee of the House of  
26 Delegates. In the event of a contest over the credentials of any Delegate or Alternate  
27 Delegate, the Credentials Committee shall hold a hearing and report its findings and  
28 recommendations to the House of Delegates for final action.

**Comment [M2]:** Move to Standing Rules and Procedures.

29 **Section 7. POWERS:**

30 A. The House of Delegates shall be the supreme authoritative body of this Association.

**Comment [M3]:** Addressed in 05-17-B

31 B. It shall possess the legislative powers.

**Comment [M4]:** Addressed in 05-17-B

32 C. It shall determine the policies which shall govern this Association ~~in all of its activities~~  
33 when not in conflict with the Constitution and Bylaws of the American Dental  
34 Association.

**Comment [j5]:** Section 7 (C) was stricken from the Bylaws in Resolution 06-17-B. In Resolution 06-17-BA, Section 7 (C) has been added back into Bylaws with a strikethrough of language that conflicts with other current Bylaws provisions that gives the Board of Trustees limited policymaking authority in times when the House of Delegates is not in session (CDA Bylaws, Section 6, (D)).

35 D. It shall have the power to adopt or amend and repeal the Constitution and Bylaws of this  
36 Association.

As amended by the 2016 House of Delegates

- 1 E. It shall have the power to establish the amount of dues to be paid by members.
- 2 F. It shall have the power to adopt and amend a Code of Ethics, provided it is in conformity
- 3 with the Principles of Ethics of the American Dental Association.
- 4 G It may grant, suspend or revoke charters of Component Societies.
- 5 H. It shall have the power to approve ~~all~~-memorials, resolutions or opinions issued in the
- 6 name of the Association.
- 7 I. It shall have the power to adopt Standing Rules and Procedures. ~~as recommended by the~~
- 8 ~~Committee on Rules and Procedures.~~

9 **Section 8. DUTIES:**

- 10 A. It shall have the duty to elect all elective officers of the Association, and the Delegates
- 11 and Alternate Delegates to the American Dental Association.
- 12 B. It shall approve a budget for carrying on the activities of this Association for the ensuing
- 13 year.
- 14 C. It shall receive and act upon reports of the Councils, Committees and other bodies of this
- 15 Association and the House of Delegates.

Comment [M6]: Addressed in 05-17-B

16 **Section 9. ANNUAL SESSIONS:**

17 The House of Delegates shall meet annually on a day or days specified by the Board of

18 Trustees.

19 **Section 10. SPECIAL SESSIONS:**

20 A special session of the House of Delegates shall be called by the President on three-fourths

21 (3/4) affirmative vote of the members of the Board of Trustees or on written request of

22 Delegates representing at least one-third (1/3) of the Component Societies and not less than

23 one-fifth (1/5) of the total number of officially certified Delegates of the House of Delegates.

24 The time and place of a special session shall be determined by the President, provided the

25 time selected shall be not more than forty-five (45) days after the request was received. The

26 business of a special session shall be limited to that stated in the official call except by

27 unanimous consent of all Delegates present on the floor of the House of Delegates.

28 **Section 11. OFFICIAL CALL:**

- 29 A. ANNUAL SESSION: The Secretary of the Association shall ~~cause to be distribute~~
- 30 ~~published in the Journal of the Colorado Dental Association,~~ an official notice of the
- 31 time and place of each Annual Session, and shall send to each member of the House of
- 32 Delegates an official notice of the time and place of the Annual Session at least thirty
- 33 (30) days before the opening of such session.
- 34 B. SPECIAL SESSION: The Secretary of the Association shall send an official notice of
- 35 the time and place of each special session, and a statement of the business to be

considered, to every officially certified Delegate and Alternate Delegate of the last House of Delegates not less than fifteen (15) days before the opening of such session.

**Section 12. QUORUM:**

A majority of the voting members of the House of Delegates shall constitute a quorum for the transaction of business at any official meeting.

**Section 13. STANDING RULES AND REPORTS:**

A. REPORTS: All reports of elective officers, appointive officers, Councils, Committees and Task Forces, except supplemental reports, shall be sent to each Delegate and Alternate Delegate electronically or by mail at least thirty (30) days in advance of the meeting of the House of Delegates. All supplemental reports shall be distributed to each Delegate before such report is considered by the House of Delegates.

B. APPROPRIATION OF FUNDS: Any resolution proposing an appropriation of funds, except those relating to the annual budget shall be referred to the Board of Trustees. The Trustees shall prepare a report at the same session concerning the availability and source of funds for the purpose specified.

Comment [M7]: Addressed in 05-17-B

C. No new business shall be introduced into the House of Delegates at the last meeting of a session, unless by unanimous consent of Delegates present on the floor of the House of Delegates.

**Section 14. COMMITTEES:**

**A. CREDENTIALS COMMITTEE**

1. Composition: The Committee, consisting of three (3) officially certified Delegates, shall be appointed by the President at least thirty (30) days in advance of each session.

2. Duties: It shall be the duty of the Committee (a) to record and report the roll call of the House of Delegates at each meeting, (b) to conduct a hearing on any contest regarding the certification of a Delegate or Alternate Delegate and to report its recommendations to the House of Delegates, and (c) to conduct elections by the House of Delegates for the offices specified in Chapter VI, Section 4 of these Bylaws.

**B. COMMITTEE ON RULES AND PROCEDURES**

1. Composition: The Committee, consisting of three (3) officially certified Delegates, shall be appointed by the President at least thirty (30) days in advance of each session.

2. Duties: It shall be the duty of the Committee (a) to prepare a report, in consultation with the Speaker and Secretary of the House of Delegates, on matters relating to the order of business and special rules or procedures, (b) to consider all matters referred to it and report its business and special rules or procedures, and (c) to consider all matters referred to it and report its recommendations to the House of Delegates.

**C. REFERENCE COMMITTEES**

As amended by the 2016 House of Delegates

1 1. Composition: Reference Committees, consisting of three (3) officially certified  
2 Delegates, shall be appointed by the President at least thirty (30) days in advance of  
3 each Annual Session, except for years when a one (1) day session is held in  
4 accordance with the provisions of Chapter IV, Section 15 of these Bylaws.

5 2. Duties: It shall be the duty of a Reference Committee (a) to consider reports referred  
6 to it, (b) to conduct open hearings, and (c) to report its recommendations to the  
7 House of Delegates.

**Comment [M8]:** Move to Standing Rules and Procedures.

8 **Section 15. ONE (1) DAY SESSION:**

9 A. MEETING: The Board of Trustees may limit the Annual Session of the House of  
10 Delegates to a one (1) day session consisting of two (2) separate meetings if they  
11 determine that the pending business is insufficient to warrant three (3) meetings of the  
12 House of Delegates on two (2) separate days.

13 B. OPEN MEMBERSHIP FORUM: An Open Membership Forum chaired by the Speaker  
14 of the House shall be conducted in years when a one (1) day Annual Session of the House  
15 of Delegates is held. All Association members shall be afforded an opportunity to  
16 express their views on the business before the House of Delegates during the Open  
17 Membership Forum.

18 C. NOMINATIONS AND ELECTIONS: If the Board of Trustees determines that a one (1)  
19 day Annual Session of the House of Delegates is adequate to conduct the business of the  
20 House of Delegates, nominations and elections shall be held in accordance with the  
21 provisions of Chapter VI, Sections 3 and 4, of the Bylaws.

22 D. INSTALLATION OF OFFICERS: The elective officers shall be installed in accordance  
23 with the provisions of Chapter VI, Section 6, of these Bylaws.

**Comment [M9]:** Move to Standing Rules and Procedures.