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.
2. Other duties

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

PAST PRESIDENT

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

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

2. Other duties

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

VICE-PRESIDENTS

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

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

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

2. Other duties

a. To serve as members of the Executive Committee of the TDA Board of Directors.

b. To serve as liaison to Councils or Committees if appointed.

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

SENIOR DIRECTORS

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

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

a. To assist the President as requested.

b. To serve as ex officio members of the House of Delegates.

c. To serve at each session of the House of Delegates as a Committee on Credentials, Rules and Order.

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

e. To succeed to the office of Vice-president of their Divisions at the close of the next annual session of the House of Delegates.

f. To serve as members of the Sunset Review Committee as provided for in Chapter IX, Section 140 of the Bylaws. (Ref. Appendix E)

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

2. Other duties

a. To serve as liaison to Councils or Committees if appointed.

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

DIRECTORS

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

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

a. To assist the President as requested.

b. To serve as ex officio members of the House of Delegates with the right to vote.

c. To assist at each session of the House of Delegates as required or requested.

d. To succeed to the office of Senior Director of his/her Division at the close of the next annual session of the House of Delegates following his/her election as Director.

e. To perform such other duties as may be provided in the Bylaws.
2. Other duties

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

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

SECRETARY-TREASURER

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

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

2. Other duties

   a. To serve as chair of the Minutes Review and Approval Committee.
   b. (Resolution 114-2015-B)
   c. 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
A. ORDER OF BUSINESS: The order of business for regular meetings of the Board of Directors shall be as follows (Ref. 80-2017-H):

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

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

C. BUSINESS TRANSACTED OUTSIDE OF A REGULAR MEETING:

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

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

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

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

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

G. ATTENDANCE AT EXECUTIVE SESSIONS: When an Executive Session is voted by the Board, there shall be present for such session only the members of the Board as designated by the Bylaws. Others may be privileged to attend for consultation on the invitation of the President and majority consent
of the voting Board members. Board members also may request, through the President, for others to attend with majority consent of the voting Board members. No action shall be taken by the Board while in closed session, except for personnel matters, and matters related to attorney-client privilege (see Section H."Attorney-Client Meetings"). The record of any Executive Session shall be at the discretion of the Board. (Ref. Resolution 76-2010-H, Resolution 77-2010-H)

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

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

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

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

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

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

L. PRESENTATION OF NEW BUSINESS: New business brought by anyone other than sitting Board members must be presented to the Secretary at least fifteen (15) days in advance of a regular session of the Board in order to place new items on the agenda and mailing to the Board within ten (10) days of the regular session. In the event new business needs to be acted on that has not been previously submitted to the Secretary/Treasurer 15 days prior to the regular Board meeting, the introduction of the new business shall require a 2/3 majority vote of the Board of Directors present and voting. New business brought by sitting Board members may be presented at any time prior to or during a Board of Directors meeting and may be considered provided that the motion is seconded. (Ref. Resolutions 14-2000-H and 124-2011-H, 66-2016-B)
M. RESOLUTIONS REFERRING TO PREVIOUS RESOLUTIONS: All resolutions referring to previous resolutions shall have the previous resolutions printed in their entirety within the body of the pending resolution. (Ref. 74-1991-H)

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

a. Any Board member who is representing this Association in an official capacity when speaking publicly or to the media or by written communication shall make no statement contrary to the policy of this Association.
b. The following defined modalities be used in the communication with regulatory agencies when offering comment or testimony on a proposed new rule, regulation or legislation or an amendment to the same.

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

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

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

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

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

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

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

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

V. RULES AND GUIDELINES

A. CONFLICT OF INTEREST (Ref. Appendix B)

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

2. Members of the Board of Directors are not eligible for membership on any Council except the Council on Legislative and Regulatory Affairs. When a member of any other Council is elected to the Board of Directors, the member shall resign from that Council. (Ref. Resolution 163-1999-H)

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

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

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

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

   ARTICLES 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.

   ARTICLES 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.

   ARTICLES 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.

   ARTICLES 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.
Reporting Violations

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

Compliance Officer

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

Accounting and Auditing Matters

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

Acting in Good Faith

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

Confidentiality

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

3. Corporate Records Retention Policy

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

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

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

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

The following table provides the minimum retention requirements.

<table>
<thead>
<tr>
<th>Type of Document</th>
<th>Minimum Requirement</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts payable ledgers and schedules</td>
<td>7 years</td>
</tr>
<tr>
<td>Audit reports</td>
<td>Permanently</td>
</tr>
<tr>
<td>Bank Reconciliations</td>
<td>2 years</td>
</tr>
<tr>
<td>Bank statements</td>
<td>3 years</td>
</tr>
<tr>
<td>Checks (for important payments and purchases)</td>
<td>Permanently</td>
</tr>
<tr>
<td>Contracts, mortgages, notes and leases (expired)</td>
<td>7 years</td>
</tr>
<tr>
<td>Contracts (still in effect)</td>
<td>Permanently</td>
</tr>
<tr>
<td>Correspondence (general)</td>
<td>2 years</td>
</tr>
<tr>
<td>Correspondence (legal and important matters)</td>
<td>Permanently</td>
</tr>
<tr>
<td>Correspondence (with members, state officials and vendors)</td>
<td>4 years</td>
</tr>
<tr>
<td>Deeds, mortgages, and bills of sale</td>
<td>Permanently</td>
</tr>
<tr>
<td>Depreciation Schedules</td>
<td>Permanently</td>
</tr>
<tr>
<td>Duplicate deposit slips</td>
<td>2 years</td>
</tr>
</tbody>
</table>
VI. REGULAR AND SPECIAL MEETINGS

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

1. One immediately after the close of the annual session of the House of Delegates each year.
2. One during the second (2nd) quarter of the calendar year.
3. One during the third (3rd) quarter of the calendar year.
4. One during the fourth (4th) quarter of the calendar year.
5. One during the first (1st) quarter of the following calendar year.
6. One in the second quarter of the following calendar year, but prior to the Annual Session of the House of Delegates.

B. SPECIAL MEETINGS: The Board of Directors shall meet at the call of the President or upon the call of any five (5) members of the Board, providing that due notice is given to each Board member ten (10) days in advance of the meeting time, with statement of the business to be considered. Only business pertaining to the call may be considered except by approval by two-thirds of the voting members of the Board. With approval by two-thirds of the voting members of the Board, the preceding ten (10) day notice in advance of the meeting time may be waived.

C. GENERAL RULES FOR ALL MEETINGS

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

VII. COMMITTEES OF THE BOARD

A. STANDING COMMITTEES

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

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

1. EXECUTIVE COMMITTEE

Composition: There shall be an Executive Committee of the Board of Directors composed of the President, President-Elect, the four (4) Vice-Presidents, and the Past President. The Speaker of the House of Delegates shall be an ex officio member without vote or the privilege of proposing resolutions. The committee shall meet at its discretion to handle interim business, as opposed to regular business, between Board meetings. The Secretary of this Association shall be the Secretary of the Executive Committee without vote. The Executive Committee shall report its actions to the subsequent scheduled meeting of the Board.

Meetings: Shall be subject to the call of the President or any two (2) of its members.
**Duties:** Duties shall include, but not be limited to:

- 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)
- 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:

- To review and maintain a written comprehensive communication plan for the Texas Dental Association (Resolution 70-2016-H, 71-2016-B).
- To ensure that the membership receives succinct, timely information about the activities of the Association including the leadership activities and critical issues.
- To manage and promote public and media relations, including communications messages for the public.
- 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.
- To recommend to the Board communications messages for the public and private image of dentistry.
- To receive approval of the Board or Executive Committee prior to distribution of critical issues materials.
g. To be responsible for the oversight design, content and management of the Association Web site and emerging technology.

h. Develop continuing education courses for the dental team through the publications and online forums of the TDA.

i. To propose and develop programs for dental health education of the public.

Other duties

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

4. INTERNAL AFFAIRS COMMITTEE

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

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

Duties:

a. It shall be the duty of the committee to study matters relating to the internal affairs of this Association, including but not limited to the working relationships of the appointed and elected officials and volunteers of the organization. Due to the sensitive and confidential nature of this committee’s work, contents of reports to the Board of Directors will be at the committee’s discretion.

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

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

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

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

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

a. Review and/or report, and make recommendations to the Board of Directors:

1. Regarding the finances of the TDA Reserve Division of the General Fund and Relief Fund as outlined in the Bylaws and any other investment accounts.

2. Reviewing monthly all investments and, at least yearly, the investment financial policies of the TDA Relief Fund and Reserve Division accounts, and any other investment accounts, and report them at each Board meeting.

3. Regarding yearly disbursement amounts from the Relief Fund to be distributed to qualifying individuals and/or charitable corporations as per Bylaws or resolution.
4. Regarding the amounts of funds held in each account and maintain the appropriate percentages in the Reserve Division accounts to cover any possible uninsured and/or unanticipated liabilities.

5. Regarding the engagement of professional financial managers or consultants as needed.
   b. The TDA President, TDA President-elect, TDA Secretary/Treasurer and the TDA Executive Director are authorized to sign on behalf of the Association for investments in the Reserve Division and the Relief Fund accounts, and any other investments accounts that have been approved by the Board of Directors (Ref. Resolutions 39-2016-B, 40-2016-B).
   c. Make resolutions to the Board related to any of the above.

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

6. AWARDS COMMITTEE

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

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

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

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

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

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

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

Requirements of the Financial Expert Consultant should include:

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

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


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 a CPA firm to perform the annual audit of the TDA, its affiliates and subsidiaries. The selection of a CPA firm shall be approved by the TDA Board of Director’s. Commencing in 2010 a CPA firm shall be contracted to perform the annual audit for a one year period. The Finance and Audit Committee shall request bids from CPA firms no fewer than once every five years prior to the annual selection of a CPA firm. The auditing team within the selected firm shall be changed a minimum of every two years. The TDA Board of Directors is ultimately responsible for the acceptance and approval of the annual audit. (Ref. Resolution 55-2010-BS-H, 78-2017-B)

e. The Finance and Audit Committee may conduct oversight or make inquiry of the administration of any TDA retirement plan that may be in existence, including the TDA
401(k) Plan, if the Board has established and appointed another plan or oversight committee to do the same. Upon direction of the President or the Board, the Finance and Audit Committee shall assume the responsibilities and duties of any plan or oversight committee. (Ref. Resolution 74-2015-B, 23-2017-B)

Other duties

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

8. BUILDING COMMITTEE

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.

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

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

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

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

Other duties

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

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

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.

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

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

b. Act as a support mechanism to the Executive Director and offer insight and advice when requested by the Executive Director.
c. Review and be knowledgeable about changes in staff personnel and to advise the Executive Director to ensure that proper procedures are followed when terminations are necessary.

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

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


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

Other duties

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

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

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

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

11. COMMITTEE ON THE NEW DENTIST


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

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

a. Each committee member shall serve as a non-voting liaison to one of the following councils:

1. Council on Annual Session
2. Communications Committee
3. Council on Dental Economics
4. Council on Dental Education, Trade, and Ancillaries
5. Council on Membership
6. Council on Legislative and Regulatory Affairs

b. Meet up to three times in a calendar year as an entire committee, unless directed to do otherwise. (Ref. 13-2001-H)

c. Provide input to the Councils on issues related to new practitioners.

d. Provide a written report to the Board of Directors following each of their meetings.

e. Such other duties as may be assigned by the Board of Directors.
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

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.
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.
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
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
options available to participants of the Plan and aggregate measures of contributions, withdrawals, distributions, rollovers, and allocations for all Plan assets.

b. Review of periodic compliance testing performed and related reports prepared by the third party administrator or other applicable service providers.

c. At the discretion of the Committee, present recommendations to the TDA Board of Directors regarding the investment options or the service providers.

d. A report or minutes of meetings shall be submitted to the TDA Board of Directors and members of the Finance and Audit Committee.

B. SPECIAL COMMITTEES OF THE ASSOCIATION

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

C. SPECIAL COMMITTEES OF THE BOARD

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

VIII. INDEMNIFICATION

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

IX. POLICIES OF THE BOARD

A. POLICIES ON ANNUAL BUDGET

1. Annual Budget: In preparing the annual budget, the Board shall establish predicted expenditures within the limits of anticipated income.

2. Contingency. The Budget Committee shall have the authority to place a line item amount in the budget called Contingency. Monies in this line item will be available to fund unbudgeted business of the Board of Directors. Newly proposed expenses will first be considered by the Budget Committee for unbudgeted items and their recommendation will be given to the Board of Directors. Upon approval by the Board, any proposed resolution that has an unbudgeted expense will be assigned to this Contingency line item and stated in the resolution as "budgeted from Contingency". Once this line item is fully used then excess unbudgeted expenses must be reallocated with Board approval from other unused line items as noted in Resolution 69-1980-H or from the Reserve Division of the General Fund. (Ref. 20-2015-B)

3. Any business requiring expenditures of monies that are not provided for in the budget must be referred to the Budget Committee as to the availability of monies with a
recommendation to the Board of Directors for the Board’s final approval. (Ref. 135-2015-B)

4. Journal Budget: The Executive Director and the Secretary-Treasurer, in consultation with the Editor, shall have fiscal responsibility for preparation of the Journal Budget. (Ref. Resolution 145-1990-H)

B. POLICIES ON FINANCE AND INVESTMENTS

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

1. General Fund: The General Fund shall consist of all monies received other than those specifically allocated to other funds by the Bylaws. This fund shall be used for defraying all expenses incurred by this Association not otherwise provided for in the Bylaws (Chapter XII, Section 20). The General Fund shall be divided into the Operating Division and the Reserve Division. Allocated funds remaining at the end of the fiscal year shall revert to the General Fund.

2. Operating Division: The Operating Division of the General Fund shall consist of the net assets not allocated to the Reserve Fund. Funds of the Operating Division shall be invested for periods not to exceed one year, in obligations of the United States Government, certificates of deposit of national banks, or in insured accounts of savings and loan associations.

3. Reserve Division: The Reserve Division of the General Fund shall consist of cash and securities allocated to it by vote of the Board. The funds of the Reserve Division may be invested in securities other than those specified under Operating Division funds, except that no purchases shall be made without prior approval of a majority of the voting members of the Board. No withdrawal may be made from the Reserve Division except on vote of the Board.

4. Reserve Fund Policy: The TDA is to maintain a Reserve Division of the General Fund. The Secretary-Treasurer shall maintain $2,000,000 or 35% of the proposed annual budget, whichever is lesser, in the Reserve Division. The value of the Reserve Division amount is to be determined on a cost basis rather than a market valuation, and be evaluated and amended by the TDA Board of Directors for approval by the House of Delegates at the end of each fiscal year. In the event that the reserve division of the general fund falls below the prescribed level, the proposed TDA annual budget for the next fiscal year shall include a minimum $50,000 repayment to the reserve division of the general fund and shall continue in this manner for consecutive proposed budgets until the prescribed amount has been met. (Ref. Resolution 138-2012-RCAS-H in lieu of Resolution 66-2012-B1, Resolution 16-1999-H)

5. Legislative and Building accounts of the Texas Dental Association were closed and placed into the Reserve Division accounts managed by Bland Garvey Investment (Ref. Resolution 63-2014-B, 35-2015-B).

Legislative Affairs Monies (Ref. 67-2015-H): Funds transferred to the Reserve Savings Account from the Legislative Account on August 13, 2014, retain their designated purpose of funding expenses related to legislative and regulatory affairs, being so named the Legislative Affairs monies. The amount of monies available from the former Legislative Account shall be equal to the amount of the August 13, 2014 transfer, and will continue to be adjusted for debits made to the balance by Board approval on or after the date of the transfer. Legislative Affairs monies may be expended only at the request of the Legislative Council, currently named the Council on Legislative and Regulatory Affairs. The TDA
6. Annual Session Fund: A separate fund shall be established and maintained which shall receive all income from activities related to the annual session. All expenses of the annual session shall be paid from this account. The account shall have separate accounting and be reported separately to the Board and to the House of Delegates.

7. Relief Fund: The Relief Fund is held in the name of the Texas Dental Association and is fully detached from any other fund of this Association in accordance with the terms of the Bylaws. The fund shall be derived from cash, securities and other property transferred or appropriated to it by the Board and contributions from dependents and survivors of deceased members of the dental profession. This fund is administered under the provisions of Chapter XII, Section 50 of the Bylaws, and in accordance with the rules and regulations formulated by the Board. Grants from the Relief Fund may be made to other charitable tax-exempt dental organizations and for disaster relief (Ref. Resolution 74-2016-H). The total sum of such grants would be limited to the amount of interest earned on the account in the prior fiscal year. All funding of grants would cease if the corpus of the relief fund should drop to less than $500,000. (Ref. Resolution 119-2001-H and Resolution 100-2003-H)

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

C. POLICY ON SURPLUS FROM ASSOCIATION INSURANCE PROGRAMS

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

D. POLICY ON CONTRACTS

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

1. Definition: A contract is a formal, written agreement between the Texas Dental Association and a second party. This definition shall not be construed, however, as applying to memoranda of agreement or routine purchase orders for equipment, supplies and services.

2. Analysis of Contracts: All contracts shall be analyzed by this Association's legal counsel and a written report made thereon to the President and Secretary.

3. Signing of Contracts: All contracts entered into in the name of this Association shall be signed by the President and/or the Executive Director at the President's discretion on each contract offered. (Ref. Resolution 41-1991-H)
4. Report of Contracts: All contracts entered into between the meetings of the Board shall be reported to the Board at its next meeting.
5. Review of Contracts: All existing contracts with outside organizations doing business for the TDA shall be reviewed by the Finance and Audit Committee on an annual basis. (Ref. Resolution 60-1980-H)

E. POLICIES ON NOMINATIONS, APPOINTMENTS AND CONSULTANTS

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

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

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

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

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

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

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

a. Mission and goals of the Council/Committee
b. Terms of appointment
c. Chair, existing members and staff liaison for the Council/Committee

d. Anticipated obligations and responsibilities

e. Approximate number of meetings per year

f. Amount of time and travel required

g. TDA reimbursement policies (Ref. Resolution 85-2000-H)

Recommendations of Divisional Officers: The Divisional Officers of the respective Divisions shall make recommendations when called upon by the President or President-Elect, of active, life or retired members from their Division qualified for nomination as members of the various councils, committees or special committees of this Association.

5. Liaison to Councils: At the first meeting of the Board each year, the President may initiate and subsequently appoint a voting member of the Board, as a non-voting liaison member to each of the councils of this Association and to the for profit corporations of this Association and the Texas State Board of Dental Examiners, if the Board deems appropriate. These liaison members are to be placed on the list of the council to which they are appointed. Their duties shall be:

a. To attend meetings of the council to which appointed.

b. To monitor reports of the council and to stress that recommendations to the Board or House not in the form of a resolution are received for information only and may not be acted upon. Any recommendation for action to be taken by the Board or the House must be in the form of a resolution. (Ref. Appendix D; Ref. Resolution 148-1977-B)

c. To report the council's activities to the Board when appropriate or when requested to do so, together with any recommendations thereon.

d. To attend the Reference Committee hearings at the next annual session of this Association, considering the report of that council.

6. Council Meetings: No council meeting shall be held at the same time as a meeting of the Board of Directors, unless approved by the Board. (Ref. Resolution 25-1979-H)

7. Council Budget Expenditures:

a. The Secretary-Treasurer shall be instructed not to pay council or committee vouchers that exceed the amount of the approved budget.

b. Any non-itemized council or general budget expenditure of $500 or more requires prior written approval by the President or the Secretary-Treasurer if not justified in the original approved budget.

8. Appointment of Additional Personnel (e.g., Consultants): When essential to the fulfillment of the program of a council or committee, the chair may request the Board to authorize the appointment, by the President, of additional council or committee personnel on the basis of technical qualifications and geographical advantages. When supplemental expenditures of funds are necessary to accomplish the specific duty assigned, such personnel shall be eligible for reimbursement according to the reimbursement policy of this Association. The period of service of such supplemental personnel shall terminate when the task assigned is completed or as provided in Chapter IX of the Bylaws.
9. Removal of Council or Committee Members: all recommendations for removal of a
council or committee member should be forwarded to the TDA Board for a vote. (Ref.
Resolution 78-2000-H)

10. DENPAC: The administrative and secretarial services of DENPAC shall emanate from the
Texas Dental Association Central Office, and these efforts are to be monitored by legal
counsel.

F. POLICIES ON EMPLOYMENT AND EMPLOYEES

1. Automobile Allowance: The TDA will provide an automobile allowance on an individual
need basis. (Resolution 52-1981-H) (RESCIND?)

2. Corporate Credit Card: A Corporate Credit Card will be maintained in the name of the
TDA. (Resolution 171-1995-H)

3. Direct Reimbursement Dental Program for Staff: The TDA will provide a Direct
Reimbursement Dental Program for full time employees and their immediate family
members be administered as follows (Resolution 88-2013-B)
   a. 100% reimbursement for up to at least the first $600 of dental treatment.
   b. 75% reimbursement for the amount exceeding $600 of dental treatment.
   c. Maximum benefit for each family $1000 for the calendar year.

4. Executive Director: The specific duties of the Executive Director are as provided in the
Executive Director’s Manual.

5. Legal Counsel: Any request for legal assistance from the legal counsel of this Association
must be approved by either the Executive Director or the Board of Directors.

6. Employment Agreements: The Board may offer employment agreements to employees in
selected cases.

7. Salary Adjustments: The Board shall approve salary adjustments as part of the budgeting
process.

8. Policy on Retirement Program For Employees: See information on the TDA 401(K)

9. Policy on Christmas Bonus: The Executive Director may grant up to one week’s salary or as
otherwise approved by the Board.

G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES

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

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

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

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

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

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

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

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

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

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

6. Insurance While on Association Business: All members, while in the active course of carrying out affairs of this Association, shall be covered by insurance at the rate of $1.00 per day, such amount to be deducted from the amount the member is reimbursed. Such insurance shall have both life and accident features with the necessary attendant medical payments.

7. Reimbursement at Annual Session: There shall be no reimbursement for councils and committees meeting during the regular dates of the annual session of this Association unless authorized by the Board. The members of the Texas Dental Association Board, the editor, the Parliamentarian, Speaker of the House, and the members of the House Standing Committee on Constitution and Bylaws, will be reimbursed at the lesser of the approved headquarters hotel rate or their actual hotel expenses (room and taxes only), during their attendance at the
House of Delegates, providing they are not otherwise reimbursed. (Ref. Resolution 91-2016-B)

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

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

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

10. Expenses for ADA 15th District Delegates and Alternate Delegates will be reimbursed for attending official ADA 15th District meetings and the ADA Annual Session at the approved designated hotel single rate and tax for up to six nights plus up to $70 per diem for up to six days. The TDA Board will determine the allowable number of reimbursable hotel nights and days for per diem each year while considering the meeting location and the obligations of Delegates and Alternate Delegates. (Ref. 65-1983-H, 75-2015-B, 119-2015-B) The TDA Board of Directors approves 5 hotel nights and 5 days at $70 per diem for American Dental Association (ADA) 15th District Delegates and Alternate Delegates attending the 2017 ADA Annual Session from Thursday, October 20, 2017 to Tuesday, October 25, 2017 in Atlanta, Georgia (Ref. 67-2017-B).

Delegates and Alternate Delegates unable to attend meetings of the House of Delegates, caucus meetings, or other stipulated or called meetings or hearings shall have a pro-rata decrease in reimbursement and/or air fare, as the case may be, for each day of such absence.

Delegates and Alternate Delegates failing to return 15th District Delegation badges following the conclusion of the final meeting of the American Dental Association House of Delegates shall have $50 deducted from reimbursement. (Ref. 71-2014-B)

11. Reimbursement of Delegates and Alternate Delegates to the ADA Pre-Caucus Meeting:

Delegates and Alternate Delegates attending ADA pre-caucus meetings shall be reimbursed at the regular in-state rate.

12. Reimbursement of Other Official TDA Representatives: Other representatives of the TDA may be reimbursed for expenses incurred while on official TDA business. Such reimbursement shall be at the same rate as the rate for members of the Board. These representatives shall not accept any other honorarium while making such official visits.
13. Request For Reimbursement: All requests for reimbursement from this Association shall be made promptly on a monthly basis after the date of the event being reimbursed or the occurrence of the expense for which reimbursement is requested. Requests received sixty to ninety days after the expense will be reimbursed less twenty percent; thereafter, for each subsequent thirty day period, requests will be reduced by an additional amount equal to the first twenty percent reduction until the reimbursement reaches zero. Also, of necessity, some requests for reimbursement will be carried over from one fiscal year to the next, 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.
8. **Support for dentistry's political action committees -DENPAC and ADPAC**: Many people feel "politics" is a dirty word or something to be shunned. This is unfortunate since "politics", rather than something to be avoided, is a fact of life and a vital part of the representative democracy in which we live. Politics is nothing more than the inter-action of people going through the very difficult process of trying to achieve a majority decision to accomplish a given aim or objective. And, almost invariably, this effort is for the ultimate good or for some sort of progress, not only for the members of the particular group that may be affected by such actions, but for the general public as well.

9. **Talking Points**: Talking points drafted by the TDA Executive Director.
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
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.
WHISTLEBLOWER POLICY

General

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

Reporting Responsibility

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

No Retaliation

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

Reporting Violations

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

Compliance Officer

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

Accounting and Auditing Matters

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

**Acting in Good Faith**

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

**Confidentiality**

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

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

1972
1973
1974
1975
1976

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

1. This is the highest award of the Association.

2. The award shall only be presented when, in the opinion of the Awards Committee, an individual has met the criteria. This award may or may not be given on an annual basis.

3. Nominations for the award will be encouraged from members of the Board of Directors or component societies via confidential proposals to the Awards Committee for consideration. These nominations should be accompanied by supporting documentation of the candidate's eligibility.

4. Texas Dental Association Gold Medal for Distinguished Service

A. Purpose - This is the highest award given in recognition of outstanding contributions and service to the Texas Dental Association.

B. Criteria - Nominees must have made contributions to the Association in more than one area through:

   i. service in leadership positions, which may include, but not limited to, Officers, Board of Directors, and Council or Committee members;

   ii. ADA related service, which may include, but not limited to, Officers, Trustees, Committees, and other special groups;

   iii. contributions to local component society activities which played a significant role in State concerns;

   iv. commitment to organized dentistry through other areas of activity, including education through teaching at the predoctoral, advanced or continuing education level;

   v. service to community; and

   vi. the recipient must be an Association member in good standing and not under active discipline.

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

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

I. BOARD COMMITTEE REPORTS

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

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

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

A. Form of Board Committee Reports

Board Committee reports usually include:

1. A statement of the question, subject or work assigned to the committee and any important instructions given to it.

2. A brief explanation of how the committee carried out its work.

3. A description of the work that the committee performed or, in the case of a deliberative or investigating committee, its findings and conclusions.

A Board committee report should be as brief as possible, consistent with clarity. It should give the background necessary to an understanding of any resolutions the committee is submitting for decision by the Board. Credit is given to anyone rendering unusual or outstanding service to the committee, but their report does not give special mention to those who only perform their expected duties.

Recommendations from a committee should be in the form of resolutions written with appropriate background statements and in such a form as to be easily understood as to intent. Such resolutions should be attached to the report but should not be included in it. Resolutions which require action by a certain date must specify the month and year. Committees and the Board should be aware that any committee report which is accepted and approved by the Board, and which contains opinions and recommendations, binds the Association to those opinions and recommendations.

B. Agreement on Board Committee Reports

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

When it is difficult or impossible for the members of a committee to meet, the Bylaws or a motion may authorize the committee to agree on a report without a meeting. A report may be prepared by the chairman and submitted by mail or electronic mail to the members for their suggestions and approval. Every member of the committee must have the opportunity to review the proposed report and to present objections or changes. Members who approve, sign the report 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.
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
majority report. A minority has the right to present and read a report, even though a motion is pending to dispose of the majority report, but the minority report is not considered unless some member moves to substitute it for the report of the majority. If the motion to substitute carries, the minority report becomes the official report of the committee and the majority report is filed for reference. If the motion to substitute fails, the minority report is filed for reference.

II. BOARD COMMITTEE RECOMMENDATIONS

A. Presentation of Board Committee Recommendations

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

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

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

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

- Council/Committee submits Sunset Review Questionnaire (SRQ).
- Staff, council members, past presidents, etc. submit their evaluations of councils/committees.
- Sunset Review Committee evaluates the SRQ’s and any other pertinent information.
- Sunset Review Committee meets with interest groups, affected council/committee and any other interested group or persons if necessary.

Texas Dental Association House of Delegates sets time frame for Councils/Committees Sunset Review

↓

Sunset Review committee evaluates Councils/Committees, develops recommendations and presents report to the Texas Dental Association board of Directors

↓

Texas Dental Association Board of Directors decides on Recommendations/Resolutions to the House of Delegates

Sunset Review Resolutions are Presented to the TDA House of Delegates

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

1. What is the purpose of the Council/Committee?
2. What are the duties of this Council/Committee?
3. What achievements or successes has your Council/Committee had over the last 4 years?
4. How successful has the Council/Committee been in achieving its objectives?
5. Were there any new innovations started or any projects planned?
6. How efficiently does the Council/Committee operate?
7. To what degree is your Council/Committee needed and used?
8. How promptly and effectively does your Council/Committee respond to inquiries, input, or complaints from TDA members?
9. How much do other council/Committees duplicate your work, projects, etc.? Could the Councils/Committees programs or projects be consolidated or better done by another Council or Committee?
10. To what extent does the Council/Committee encourage TDA member input?
11. What would make the Council/Committee better?
12. Would abolishing your Council/Committee diminish the value of membership to the TDA?
13. What change would you like to see happen with this Council/Committee?
14. What effect would the above suggestions have on the Council/Committee?
15. Your personal views on the Committee/Council?
The Sunset Review Committee reviews typically take from three to six months depending on the size and complexity of the council/committee. The Sunset Review Committee gathers information from a broad range of sources. As a part of the review process, each staff member, and past and present council/committee chairmen submit a Sunset Review Questionnaire (SRQ) to the Sunset Review Committee. Other reports are received from the council/committee members, past-presidents, current presidents, etc. The reports identify problems, opportunities and issues that the council/committee and others feel should be considered in the Sunset Review. Once the evaluation phase of the review is completed, the Sunset Review Committee presents a report to the Texas Dental Association Board of Directors containing recommendations for any changes or suggestions to improve the council/committee.

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

FREQUENTLY ASKED QUESTIONS (FAQ’S)

1. What Changes Can Be Made Through Sunset?

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

2. What is Sunset?

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

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

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

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

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

4. How are Councils/Committees Reviewed?

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

(CHRONOLOGICAL LIST)

63-2003-CCB-B

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

<table>
<thead>
<tr>
<th>Origin of Resolution</th>
<th>Designation</th>
<th>Example</th>
</tr>
</thead>
<tbody>
<tr>
<td>Council</td>
<td>C-(Council Abbreviation)</td>
<td>3-2003-CDETA</td>
</tr>
<tr>
<td>Component Society</td>
<td>CS-(Component No.)</td>
<td>3-2003-CS8</td>
</tr>
<tr>
<td>Individual Member</td>
<td>CS-(Component No.)/i</td>
<td>3-2003-CS8/i</td>
</tr>
<tr>
<td>House Floor</td>
<td>HR</td>
<td>3-2003-HR</td>
</tr>
<tr>
<td>Board of Directors</td>
<td>B</td>
<td>3-2003-B</td>
</tr>
<tr>
<td>House of Delegates</td>
<td>H</td>
<td>3-2003-H</td>
</tr>
</tbody>
</table>

and be it further

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

Supplemental: Council on Annual Session (CAS)
Council on Constitution and Bylaws (CCB)
Council on Dental Economics (CODE)
Council on Dental Education, Trade and Ancillaries (DETA)
Council on Ethics and Judicial Affairs (CEJA)
Council on Legislative and Regulatory Affairs (CLRA)
Council on Membership (COM)
Council on Peer Review (PR)
Texas Dental Association Smiles Foundation (TDASF)
Committees (“name of committee”)
Task Force (TF “name of task force”)
Substitute Resolution (Designation followed with “S”)

19-1977-B

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

75-1978-11

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

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

1. Chair of the Budget Committee
2. Oversee the income and expenses of the Association
3. Insure that minutes of the House of Delegates and the Board of Directors be maintained
4. Be an ex officio member of the Board of Directors
5. Shall be limited to two one year terms
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.
103-1989-H
Resolved, that the Procedures for Recall of Members of the Board of Directors and Elected Officers of the Texas Dental Association, be approved.

118-1990-H
Resolved, that the Council on Education and Health Resource Planning and the Council on Dental Trade, Ancillaries and Laboratory Relations be merged into one council to be known as the Council on Education, Trade and Auxiliaries, and be it further
Resolved, that the Council on Education, Trade and Auxiliaries be composed of six members for one year only with no new appointments made for 1990-91 and the Bylaws be amended to reflect these changes.

145-1990-H
Resolved, that the Editor will accept reports on council activities, such reports to be published at the discretion of the Editor

41-1991-H
Resolved, that all contracts entered into in the name of this Association shall be signed by the President and/or the Executive Director at the President's discretion on each contract offered.

74-1991-H
Resolved, that all resolutions referring to previous resolutions have the previous resolutions printed in their entirety within the body of the pending resolution.

115-1992-H
Resolved, that the following criteria for selection of TDA Council Chairs and Members be included in the Board of Directors' Manual:
1. Consideration given to division representation
2. Experience in the field of concern of the particular council
3. Willingness to work; commitment of time
4. Excellent communication skills
5. Leadership abilities
   a. cooperative; compatible nature
   b. diplomacy
6. Knowledge of TDA structure, function and willingness to work toward the strategic plan of the TDA.

83-1995-H
Resolved, that the President of the Texas Dental Association appoint a Pension Plan Administrative Committee with the chairman to be the Executive Director or Interim Executive Director and two other staff members.

108-1996-H
Resolved, that the Texas Dental Association Board of Directors establish a standing Resolutions Committee whose function is to ensure that resolutions coming from the TDA House of Delegates to the ADA shall be properly formatted. This committee consisting of the President of the TDA, the Speaker of the House, the Fifteenth District Trustee and the Parliamentarian of the TDA shall maintain the intent of said resolutions; and be it further
Resolved, that the 15th District Trustee serve as chairman, and be it further
Resolved, that the Resolution Committee expenditures, if any, be charged to the TDA Delegation budget, and be it further

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

38-1997-NP
Resolved, that the Council on Annual Session, in consultation with the San Antonio Convention and Visitors Bureau and the President of the Texas Dental Association determine the function site, meal selection, the time and the agenda of the event; and be it further

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

49-1997-H
Resolved, that all letters of information or opinion that are generated by the Texas Dental Association or subsidiaries (e.g. Paid Dental or Financial Services, Inc.) or the Texas Dental Foundation shall be directed to the Executive Director and the President for consideration of review by legal counsel prior to being mailed.

86-1997-H2
Resolved, that the Board of Directors 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 beginning in 1998.

111-1997-H
Resolved, that the Texas Dental Association Gold Medal for Distinguished Service contain the following requirements and criteria:

1. This is the highest award of the Association.

2. The award shall only be presented when, in the opinion of the Awards Committee, an individual has met the criteria. This award may or may not be given on an annual basis.

3. Nominations for the award will be encouraged from members of the Board of Directors or component societies via confidential proposals to the Awards Committee for consideration. These nominations should be accompanied by supporting documentation of the candidate’s eligibility.

4. Texas Dental Association Gold Medal for Distinguished Service

A. Purpose - This is the highest award given in recognition of outstanding contributions and service to the Texas Dental Association.

B. Criteria - Nominees must have made contributions to the Association in more than one area through:

i. service in leadership positions, which may include, but not limited to, Officers, Board of Directors, and Council or Committee members;

ii. ADA related service, which may include, but not limited to, Officers, Trustees, Committees, and other special groups;

iii. contributions to local component society activities which played a significant role in State concerns;

iv. commitment to organized dentistry through other areas of activity, including education through teaching at the predoctoral, advanced or continuing education level;

v. service to community; and

vi. the recipient must be an Association member in good standing and not under active discipline.
5. Since this is the highest award of the Association, the presentation ceremony and subsequent events, e.g.,
TDA Journal articles and media releases, should reflect its importance. (Ref. Resolution 111-1997-H)

144-1998-H

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

194-1998-H

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

16-1999-H

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

108-1999-H

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

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

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

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

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

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

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

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

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

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

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

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

1. One Committee member per Council shall serve as a non-voting liaison to
the following: [To serve as ex officio members without vote of the following
Councils:]
A. Council on Annual Session
B. Council on Dental Care Programs and Community Oral Health
C. Council on Dental Education, Trade, and Ancillaries
D. Council on Membership

2. To meet yearly as an entire committee, unless directed to do otherwise, the meeting to occur in March.

3. To provide input to the Councils on issues related to new practitioners.

4. To provide a written report to the Board of Directors following each of their meetings.

5. Such other duties as may be assigned by the Board of Directors.

163-1999-H
Resolved, that no member shall serve on more than one Council. Members of the Board of Directors shall not be eligible of membership on any Council except the Council on Legislative and Regulatory Affairs. When a member of any other Council is elected to the Board of Directors, the member shall resign from that council.

14-2000-H (See also 124-2011)
Resolved, that the TDA Board of Directors Manual be amended in Chapter VIII, Rules of Procedure, Paragraph “Presentation of New Business” (Page 18) by deletion of the word [shall] and insertion of “should” after New Business; and be it further

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

78-2000-H
Resolved, that all recommendations for removal of a council or committee member be forwarded to the TDA Board for a vote and that this procedure be placed in the appropriate portion of the TDA Board Manual.

85-2000-H
Resolved, that prior to [appointing] recommending a new Council/Committee member, the Texas Dental Association President-Elect advise potential Council/Committee nominees of the following via written communication:

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

- and be it further

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

Resolved, that the required information be updated annually.

88-2000-H (See also 55-2010-BS, 23-2014-B)
Resolved, that Guidelines for the Finance and Audit Committee be:

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

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

C. The following outlines the minimum functions the committee should perform:
   1. The chair meets with the auditors at the beginning and end of the audit process and report to the Finance and Audit committee.
   2. The Finance and Audit Committee meets semi-annually to review:
      a. the audit report and management letters produced by the auditors
      b. internal financial policy and procedures
      c. financial position of the Association
      d. contracts
      e. financial trends report
   3. The Finance and Audit committee will submit written reports and recommendations to the Texas Dental Association Board as needed.

13-2001-H
Resolved, that the Texas Dental Association Committee on the New Dentist be permitted to meet up to three times in a calendar year for the purpose of planning and implementation of committee goals......

74-2001-H
Resolved, that the Manual of the Board of Directors be amended by the addition of a new standing committee of the Board entitled, Committee of Component Society Presidents with the inclusion of the following criteria:

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

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

C. Duties. The duties of the Committee shall be:
   1. To serve as a conduit for information between the component societies and the Board of Directors.
   2. To make policy recommendations to the Board of Directors.
   3. To provide an avenue through which information may be shared between component societies.
   4. To meet separately on the same day in June as the Leadership Training Meeting for Component Presidents and Presidents-Elects. Additional meetings should be held as necessary at the discretion of or at the request of Texas Dental Association’s Board of Directors.
   5. To provide a written report to the Board of Directors following each of the Committee’s meetings.

119-2001-H
Resolved, that legal counsel make the necessary legal changes in any and all Relief Fund documents to implement Relief Fund grants to other charitable tax-exempt dental organizations. The total sum of such grants would be limited to the amount of interest earned on the account in the prior fiscal year. All funding of grants would cease if the corpus of the relief fund should drop to less than $500,000, and be it further

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

120-2001-H
Resolved, that the Board of Directors annually determine the charitable tax-exempt organization(s), I.R.S. 501(c)(3) organizations, to receive the Relief Fund grants and the amount of the grant(s), and be it further
Resolved, that the amount available for distribution as grants to charitable tax-exempt dental organizations from the Relief Fund in a TDA fiscal year be the amount of interest earned on the account in the prior fiscal year, and be it further

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

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

140-2001-H
Resolved, that the report entitled, “guide to the Texas Dental Association Sunset Review Process” be accepted as the process by which the Sunset Review Committee will be operated.

165-2002-H
Resolved, that at any official event of the Texas Dental Association the invocation should be as ecumenical as possible to reflect the diversity of the membership.

178-2002-H
Resolved, that any qualifying 501(c)3 non-profit organization affiliated with dentistry may apply to be considered for financial help from the Relief Fund income as directed by the Texas Dental Association Board of Directors, and be it further

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

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

63-2003-CCB-B
Resolved, that one of the following designations be placed on each resolution:

<table>
<thead>
<tr>
<th>Origin of Resolution</th>
<th>Designation</th>
<th>Example</th>
</tr>
</thead>
<tbody>
<tr>
<td>Council</td>
<td>C-(Council Abbreviation)</td>
<td>3-2003-CDETA</td>
</tr>
<tr>
<td>Component Society</td>
<td>CS-(Component No.)</td>
<td>3-2003-CS8</td>
</tr>
<tr>
<td>Individual Member</td>
<td>CS-(Component No.)/i</td>
<td>3-2003-CS8/i</td>
</tr>
<tr>
<td>House Floor</td>
<td>HR</td>
<td>3-2003-HR</td>
</tr>
<tr>
<td>Board of Directors</td>
<td>B</td>
<td>3-2003-B</td>
</tr>
<tr>
<td>House of Delegates</td>
<td>H</td>
<td>3-2003-H</td>
</tr>
</tbody>
</table>

and be it further

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

101-2012-B
Resolved, that duties of the Committee on Communications shall be:

a. To review and maintain a written comprehensive communication plan for the Texas Dental Association;

b. To ensure that the membership receives succinct, timely information about the activities of the Association including the leadership activities and critical issues;

c. To manage and promote public and media relations, including communications messages for the public;
d. To review existing communication programs and methods for distribution of issues and if appropriate, to develop and recommend communications programs to the Board that incorporate emerging technology;

e. To recommend to the Board communications messages for the public and private image of dentistry;

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

g. To be responsible for the oversight design, content and management of the Association Web site, and emerging technology;

h. Develop continuing education courses for the dental team through the publications and online forums of the TDA;

i. To propose and develop programs for dental health education of the public.

and be it further,

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

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

99-2000-H (As Amended by Resolution 59-2003-CCB-B)

Resolved, that a new Standing Committee of the Board, the Committee on Communications be established to assume responsibility for oversight of all communications activities of the Texas Dental Association, including but not limited to those duties previously assigned to the Task Force on Communications and the Critical Issues Committee; and be it further

Resolved, that the Committee on Communications be composed 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 chairman; and be it further

Resolved, that duties of the Committee on Communications shall be

a. to develop and maintain a comprehensive communications plan for the Texas Dental Association;

b. to ensure that the membership receives succinct, timely information about the activities of the Association including the leadership activities and critical issues;

c. to review public and media relations issues;

d. to review existing communications programs and, if appropriate, to develop and recommend communications programs to the Board;

e. to prepare critical issues material for distribution when a critical issue arises and the Board directs a quick response

f. to recommend to the Board communications messages for the public and private image of dentistry

g. to receive approval of the Board or Executive Committee prior to distribution of critical issues materials

h. to be responsible for the oversight of the design, content and management of the Association Web site, TDA Online;

and be it further

Resolved, that Resolution 155-1999-H (Task Force on Communications), and Resolution 145-1999-H (Critical Issues Committee) be rescinded.
Section 3 of the Board Manual now reads:

3. COMMITTEE ON COMMUNICATIONS

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.

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

a. To review and maintain a written comprehensive communication plan for the Texas Dental Association;

b. To ensure that the membership receives succinct, timely information about the activities of the Association including the leadership activities and critical issues;

c. To manage and promote public and media relations, including communications messages for the public;

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

e. To recommend to the Board communications messages for the public and private image of dentistry;

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

g. To be responsible for the oversight design, content and management of the Association Web site and emerging technology;

h. Develop continuing education courses for the dental team through the publications and online forums of the TDA;

i. To propose and develop programs for dental health education of the public.

82-2003-B

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

94-2003-RCAS-H

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

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

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

100-2003-H

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

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

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

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

31-2004-B
Resolved, that the Committee on Communication develop an appropriate form stating conditions under which a component society may receive and use e-mail addresses collected by the TDA. Such form to be signed by the appropriate representative of the component society prior to the release of the e-mail information; and be it further

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

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

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

56-2005-BS-H
Resolved, that the Texas Dental Association travel per diem be increased from $35 per day to $70 per day for both in-state travel, and out of state travel, and be it further

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

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

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

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

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

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

103-2005- H
Resolved, that the Assets Management Committee shall be composed of four members of the Board of Directors, one Director, one Senior Director and two Vice-Presidents, and the Secretary-Treasurer shall
serve as Chair, and be it further

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

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

Resolved, that

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

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

and be it further

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

BACKGROUND STATEMENT
The American Dental Association has developed “Best Management Practices” (BMPs) for amalgam waste. The Texas Dental Association’s Council on Dental Care Programs & Community Oral Health prepared a brochure describing the BMPs and mailed copies to all TDA members.
To further increase TDA members’ awareness of the BMPs and encourage their adoption and use in dental offices around the state, the TDA Board’s Best Management Practices Board Work Group recommends that members of the TDA Board of Directors discuss the BMPs for amalgam waste during their visits to individual component societies. The Work Group also recommends that the Communications Committee post the BMPs on the TDA web site. Therefore, be it

55-2006-B (BP)
Resolved, that the members of the TDA Board of Directors discuss the Best Management Practices for amalgam waste during their visits to component societies and refer any questions to TDA’s Director of Ethics and Dental Benefit Programs; and be it further
Resolved, that the Communications Committee post the Best Management Practices for amalgam waste on the TDA web site.

FINANCIAL IMPLICATION: NONE

61-2006-H

Resolved, that the Texas Dental Association (TDA) Board of Directors establish a standing committee on Access to Dental Care in Medicaid and Children’s Health Insurance Program (CHIP) to advise the Board and other councils and committees and help develop TDA policy relating to Medicaid and the Children’s Health Insurance Program.

The proposed committee would have the following charges:

1. to monitor issues related to Medicaid and CHIP;
2. to 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;
3. to develop and recommend appropriate policies relating to Medicaid and CHIP to the TDA Board of Directors for consideration and possible implementation; and
4. to cooperate with other Association councils or committees in developing and recommending legislative and regulatory policy relating to access to care;

and be it further

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

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

145-2008-H

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

52-2009-H

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

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

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.

and be it further

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

53-2009-H

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

Texas Dental Association
Whistleblower Policy

General

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

Reporting Responsibility

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

No Retaliation

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

Reporting Violations

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

Compliance Officer

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

Accounting and Auditing Matters

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

Acting in Good Faith

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

Confidentiality

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

and be it further

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

54-2009-H

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

Texas Dental Association
Corporate Records Retention Policy

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

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

<table>
<thead>
<tr>
<th>Type of Document</th>
<th>Minimum Requirement</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts payable ledgers and schedules</td>
<td>7 years</td>
</tr>
<tr>
<td>Audit reports</td>
<td>Permanently</td>
</tr>
<tr>
<td>Bank Reconciliations</td>
<td>2 years</td>
</tr>
<tr>
<td>Bank statements</td>
<td>3 years</td>
</tr>
<tr>
<td>Checks (for important payments and purchases)</td>
<td>Permanently</td>
</tr>
<tr>
<td>Contracts, mortgages, notes and leases (expired)</td>
<td>7 years</td>
</tr>
<tr>
<td>Contracts (still in effect)</td>
<td>Permanently</td>
</tr>
<tr>
<td>Correspondence (general)</td>
<td>2 years</td>
</tr>
<tr>
<td>Correspondence (legal and important matters)</td>
<td>Permanently</td>
</tr>
<tr>
<td>Correspondence (with members, state officials and vendors)</td>
<td>4 years</td>
</tr>
<tr>
<td>Deeds, mortgages, and bills of sale</td>
<td>Permanently</td>
</tr>
<tr>
<td>Depreciation Schedules</td>
<td>Permanently</td>
</tr>
<tr>
<td>Document Type</td>
<td>Retention Period</td>
</tr>
<tr>
<td>---------------------------------------------------</td>
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</tr>
<tr>
<td>Duplicate deposit slips</td>
<td>2 years</td>
</tr>
<tr>
<td>Emails (not described herein as a document)</td>
<td>30 days</td>
</tr>
<tr>
<td>Employment applications</td>
<td>3 years</td>
</tr>
<tr>
<td>Expense Analyses/expense distribution schedules</td>
<td>7 years</td>
</tr>
<tr>
<td>House of Delegates minutes</td>
<td>Permanently</td>
</tr>
<tr>
<td>Insurance Policies (expired)</td>
<td>3 years</td>
</tr>
<tr>
<td>Insurance records, current accident reports, claims, policies, etc.</td>
<td>Permanently</td>
</tr>
<tr>
<td>Internal audit reports</td>
<td>3 years</td>
</tr>
<tr>
<td>Inventories of products, materials, and supplies</td>
<td>7 years</td>
</tr>
<tr>
<td>Invoices (to customers, from vendors)</td>
<td>7 years</td>
</tr>
<tr>
<td>Minute books, bylaws and charter</td>
<td>Permanently</td>
</tr>
<tr>
<td>Patents and related Papers</td>
<td>Permanently</td>
</tr>
<tr>
<td>Payroll records and summaries</td>
<td>7 years</td>
</tr>
<tr>
<td>Personnel files (terminated employees)</td>
<td>7 years</td>
</tr>
<tr>
<td>Retirement and pension records</td>
<td>Permanently</td>
</tr>
<tr>
<td>Tax returns and worksheets</td>
<td>Permanently</td>
</tr>
<tr>
<td>Timesheets</td>
<td>7 years</td>
</tr>
<tr>
<td>Trademark registrations and copyrights</td>
<td>Permanently</td>
</tr>
<tr>
<td>Withholding tax statements</td>
<td>7 years</td>
</tr>
<tr>
<td>Year End Financial Statements</td>
<td>Permanently</td>
</tr>
</tbody>
</table>

811 and be it further

813 Resolved, that the policy be referred to the Council on Constitution and Bylaws so that Texas Dental Association manuals may be revised.
55-2010-BS-H (See also 88-2000-H, 23-2014-B)

Resolved, that the TDA Finance and Audit Committee shall be responsible for recommending to the TDA Board of Directors an audit firm to perform the annual audit of the TDA, its affiliates and subsidiaries; and it be further

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

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

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

76-2010-H

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

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

77-2010-H

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

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

78-2010-H

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

An Attorney-client meeting is a form of closed meeting during which legal advice is sought from an attorney representing the Association as client, and the communications relating to that purpose are made in confidence by the client or attorney. For attorney-client meetings, the President and Secretary shall consult with the General Counsel of the Association regarding attendance during the meeting and any Board action. Any necessary Board action may be taken during an attorney-client meeting.
Resolved, that Chapter VII, section A, subsection 9. Personnel Committee of the Texas Dental Association Board of Directors Board Manual be amended by deleting subsection 9. and inserting a new subsection 9 to read:

9. PERSONNEL COMMITTEE

Composition: The Committee shall consist of the Immediate 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 Immediate Past President shall serve as chair of the committee.

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

Duties:

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

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

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

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

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


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

and be it further

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

90-2011-H

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

124-2011-H

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

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

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

181-2011-H
Resolved, that all Board members of the Texas Dental Association (TDA) should have access to written information, report(s), and/or attorney-client report(s) dealing with the specific issue(s) the TDA Board is reviewing.

67-2012-B2
Resolved, that the building account be used for maintenance and improvements for the central TDA building and annex, and all references in manuals and policies reflect the name change to the building account rather than the Building Reserve Fund, and be it further

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

100-1996-H
Resolved, that the building fund be designated The Building Reserve Fund; and be it further

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

be rescinded, and be it further

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

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

Resolved, that Resolution 100-1996 which reads:

100-1996-H
Resolved, that the Building fund be designated The Building Reserve Fund; and be it further

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

be rescinded, and be it further,

Resolved, that Resolution 132-1997 which reads:

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

be rescinded.

be rescinded.

138-2012-RCAS-H

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

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

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

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

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

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

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

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

65-2013-B

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

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

A. Communications Committee
   A. Council on Annual Session
B. Council on Dental Care Programs and Community Oral Health
C. Council on Dental Education, Trade, and Ancillaries
D. Council on Membership

72-2013-B

Resolved, that the TDA Committee on the New Dentist is expanded from 4 members to 6 members with liaison
assignments to the Council on Legislative and Regulatory Affairs and to the Communications Committee beginning
with the 2013-2014 leadership year.
74-2013-B (In Lieu of Referred Resolution 144-2011-B)

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

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

Resolved, that

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

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

76-2013-B

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

86-2013-B

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

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-b.

be amended by adding the final sentence:

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.

So that the paragraph now reads:

**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-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.

**88-2013-B**

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

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

and be it further

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

**130-2000-H**

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

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

Plan effective dates January 2000.

be rescinded.

**102-2013-B**

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

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

**97-2001-BS2**

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

be rescinded, and be it further
Resolved, that Resolution 97-2001-H, which reads:

97-2001-H (As Amended by Resolution 153-2001-H)
Resolved, that any member of the Association, by virtue of office or position, required to attend the annual session, be reimbursed for their hotel expenses (room and taxes only) for attending the annual session beginning with the 2002 annual session, and be it further

Resolved: that resolution 28-1983-H, which reads:
Resolved, that no Texas Dental Association member be reimbursed by TDA for attending the Annual Session of the Texas Dental Association unless authorized by its Board of Directors. be rescinded.

be rescinded.

18-2014-B
Resolved, that Amendment to Cease Future Accruals to Texas Dental Association Pension Plan (the “Plan”), a copy of which is attached hereto, is hereby approved and adopted and that the Executive Director of the Corporation is hereby authorized and directed to execute the same, and be it further

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

Resolved, that the Executive Director of the Corporation be 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 Corporation, as may be necessary or appropriate to carry out the purposes of the foregoing resolutions.

20-2014-B
Resolved, that, effective October 1, 2013, all requests for reimbursement from this Association shall be made promptly on a monthly basis or within sixty days of 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, and be it further

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

IX. POLICIES OF THE BOARD

G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES

14. 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.
Resolved, that the Board Manual Section VII, A7- FINANCE AND AUDIT COMMITTEE be amended by the addition of a third position on the Finance and Audit Committee to read as follows:

7. FINANCE AND AUDIT COMMITTEE

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

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

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

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

Requirements of the Financial Expert Consultant should include:

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

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

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

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

The amended section to read:

7. FINANCE AND AUDIT COMMITTEE

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

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

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

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

Requirements of the Financial Expert Consultant should include:

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

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

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

a. The Finance and Audit Committee is a Board Committee responsible directly to the Board.
b. It should operate apart from any officer or agency of this Association and be permitted access to
information relating to the finances and governance of this Association.
c. The following outlines the minimum functions the committee should perform:

1. The chair meets with the auditors at the beginning and end of the audit process and report to
   the Finance and Audit committee.
2. The Finance and Audit Committee meets semi-annually to review:

   a. the audit report and management letters produced by the auditors
   b. the internal financial policy and procedures
   c. the financial position of this Association
   d. all contracts
   e. the current financial trends report
3. The Finance and Audit committee will submit written reports and recommendations to the
Texas Dental Association Board as needed.

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

24-2014-B

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

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

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

28-2014-B

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

a. 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;
b. 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;
c. 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;
d. The Future Focus Committee shall prepare a list of “mega-issues” and present the list for consideration and discussion at the August Board meeting;
e. 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;
f. 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;
g. 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;
h. 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;
i. New members of the Board of Directors shall receive the current strategic plan at their new member orientation.

38-2014-B
Resolved, that the Texas Dental Association pension plan is amended as provided on the attached amendment to provide that the sole trustee shall be the chairman of the Assets Oversight Committee and the amendment and certificate of amendment is approved:

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

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.

**RECATILS**

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.

**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:

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."

EXECUTED this 22nd day of November, 2013.
TENXAS DENTAL ASSOCIATION
By: ______________________
Name: ______________________
Title: ______________________

**ACCEPTANCE BY SOLE TRUSTEE**

______________________________
Dr. Ron Collins
Chairman of Assets Oversight Committee

**39-2014-B**
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

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

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

**58-2014-B**
Resolved, that the Texas Dental Association Board of Directors Manual, Chapter VII. A. Standing Committees, be revised by the addition of the following Section 15:

15. Minutes Review and Approval Committee

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. It shall be the duty of the Committee:

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.

63-2014-B
Resolved, that the Texas Dental Association Legislative account be transferred before the 2014 February Board meeting to Bland Garvey Wealth Advisors to be managed the same as our Emergency Account.

68-2014-B
Resolved, that as of December 1, 2013, Schwab Bank has been appointed as Custodian to the Texas Dental Association 401(k) Plan.

71-2014-B (See also 119-2015-B)
Resolved, effective October 1, 2014, $50 will be deducted from a 15th District Delegate/Alternate expense reimbursement for failure to return 15th District Delegation badges to the Texas Dental Association after the final meeting of the American Dental Association House of Delegates, and be further

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

IX. POLICIES OF THE BOARD

G. REIMBURSEMENT OF TRAVEL, MAINTENANCE AND OTHER EXPENSES

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

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

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

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

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

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

1. All members of CND would be member on the COM. This would fulfill the COM request for additional members, including members from different regions of the state. The incorporation of CND into COM would allow for the development of guidance for programs and projects that would be beneficial to new dentist in Texas. In short, a much closer working relationship between CND and COM would allow for a synergistic improvement to both of these essential entities. This collaboration would also allow for developing strong mentoring relationships between CND members and those of COM.

2. CND would continue to operate as a unique entity and would have “breakout” meetings held in conjunction with COM to discuss issues solely related to CND.

3. CND would continue to act as a Committee of the Board of Directors.

4. CND members would have the option of continuing to act as liaisons to other Councils and Committees.

Therefore, be it

78-2014-B
Submitted by: Sunset Review Committee, Chair Dr. Steven Hill
Resolved, that the Texas Dental Association (TDA) Committee on the New Dentist (CND) and the TDA Council on Membership (COM) investigate the feasibility of the addition of CND members to COM with a report back to the TDA Board of Directors (BOD) at the April 2014 for further action by the Board in consultation with the TDA Council on Constitution and Bylaws and the TDA Budget Committee. If it is the conclusion of CND and COM that such a collaborative effort would not be beneficial, the submitted report will address the shortcomings of each committee and make suggestions for improvement.

FINANCIAL IMPLICATION: None

24-2015-B
Resolved, that the decision of the Executive Director of the Corporation to select Bland Garvey Wealth Advisors, LLC, as Investment Advisor, BAM Advisor Services, LLC, as Investment Manager, Charles Schwab Bank, as Custodian, Alliance Benefit Group North Central States, Inc. as record-keeper, and related entities to provide administrative and investment services for the Texas Dental Pension Plan is confirmed.

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


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:


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-B5-H)

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

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


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-B5-H)

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

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

39-2016-B

Resolved, that it is the policy of the Texas Dental Association (TDA) Board of Directors that the TDA President, TDA President-elect, TDA Secretary-Treasurer, and TDA Executive Director are authorized to sign on TDA reserve division investment accounts on behalf of TDA.
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.
4. The authority thereby conferred is not inconsistent or in conflict with any organizational documents, resolutions, agreements, or other applicable constituent documents or laws governing the Organization and is within the Organization’s power and authority and agreements and laws governing the Organization.

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

ESTIMATED FINANCIAL IMPACT: None

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

42-2016-B
Submitted by Council on Dental Education, Trade and Ancillaries
Resolved, that, consistent with Policy 72-2008-RCDS-H, the Texas Dental Association approve and submit to the Texas Higher Education Coordinating Board the policy paper providing comment on the proposed new rule—Chapter 21, Subchapter R, §§21.560–21.566, concerning the Dental Education Loan Repayment Program as published in the July 31, 2015, issue of the Texas Register.

ESTIMATED FINANCIAL IMPACT: None

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

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

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

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

ESTIMATED FINANCIAL IMPACT: None
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)
current TDA communications, and 2) messaging specific to dental health education and to the improvement of the image of dentistry. The Committee has also been asked to provide resources to component societies.

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

**70-2016-H**
Submitted by: Communications Committee

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

**ESTIMATED FINANCIAL IMPACT:** None

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

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

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

**71-2016-B**
Submitted by: Communications Committee

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

**ESTIMATED FINANCIAL IMPACT:** $30,000

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

**72-2016-B**
Resolved, that the Texas Dental Association 401(k) Plan be amended and restated in the form attached hereto, and be it further

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

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

Resolved, that the Executive Director and/or officers of the Texas Dental Association be authorized and directed to take any and all actions and execute and deliver such documents as they 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.

ESTIMATED FINANCIAL IMPACT: None

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

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

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

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

Resolved, that the program, as a condition of allocating the disaster relief funds, must require component societies to submit to the Texas Dental Association (TDA) the names of at least three component society members who may verify the disaster conditions, and agree to communicate the imposed deadlines to members for making application, and list criteria used to review requests including, but not limited to:
- TDA membership status
- Statement of need for immediate assistance for food, clothing, shelter

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

**ESTIMATED FINANCIAL IMPACT:**
TDA Relief Fund balance will be reduced in the event disaster relief is granted.

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

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

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

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

**80-2016-B**
Submitted by: Building Committee

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

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

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

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

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

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

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

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

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

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

If approved, the section will read:

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

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

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

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

Other duties:

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

ESTIMATED FINANCIAL IMPACT: None

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

91-2016-B (___)
Submitted by: Council on Constitution and Bylaws
Resolved, that members of the Texas Dental Association Board, the editor, the parliamentarian, the speaker of the house, and the members of the House Standing Committee on Constitution and Bylaws, be reimbursed at the lesser of the approved headquarters hotel rate or their actual hotel expenses (room and taxes only), during their attendance at the TDA House of Delegates, providing they are not otherwise reimbursed, and be it further

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

102-2013-B

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

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

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

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

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

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

93-2016-B
Submitted by: Council on Dental Education, Trade and Ancillaries
Resolved, that consistent with Policy 88-2015-H, the Texas Dental Association approve and submit to the Texas State Board of Dental Examiners the policy paper providing comment on the proposed amended rule—22 Texas Administrative Code §108.12, Dental Treatment of Obstructive Sleep Apnea as published in the March 18, 2016, issue of the Texas Register.

ESTIMATED FINANCIAL IMPACT: None

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

96-2016-B
Submitted by: Council on Legislative and Regulatory Affairs

ESTIMATED FINANCIAL IMPACT: None

BACKGROUND STATEMENT
The Health and Human Services Commission (HHSC) published a new rule—1 Texas Administrative Code §371.35, concerning Use of Statistical Sampling and Extrapolation—in the March 4, 2016, issue of the Texas Register for 30-day public comment.
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 FINANCIALIMPACT: 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.
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 component 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
be granted. A problem arises in that one’s vote by voting card is open for all to see and may disclose the way a member of the House will be voting on the main motion. This defeats the intent of voting by secret ballot.

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

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

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

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

FINANCIAL IMPLicATION: NONE

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

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

ESTIMATED FINANCIAL IMPACT: None

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

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

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

ESTIMATED FINANCIAL IMPACT: $150 (Contingency)

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

ESTIMATED FINANCIAL IMPACT: None
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.
BACKGROUND STATEMENT

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

23-2017-B (___)

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

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

be amended by addition and deletion as follows:

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

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

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

g. 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

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

i. 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)

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

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

24-2017-B (___)

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

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

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

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

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

ESTIMATED FINANCIAL IMPACT: None

BACKGROUND STATEMENT

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

25-2017-B (___)
Resolved, that a Task Force on the Texas Meeting be established, composed of four members including Dr. Richard B. Derksen (Dallas), Dr. Dean V. Hutto (Houston), Ms. Paula Lerash (Austin), Dr. John B. Mason (Corpus Christi), and Dr. Lisa B. Masters (San Antonio), with Dr. Masters serving as Chair, and be it further.

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

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

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

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

ESTIMATED FINANCIAL IMPACT: Contingency

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

29-2017-B (___)
Submitted by: Council on Annual Session
Resolved, that the stipend to the Texas Dental Assistants Association be eliminated from the Council on Annual Session’s budget, and be it further

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

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

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

be rescinded.

ESTIMATED FINANCIAL IMPACT: $1,000 Reduction
BACKGROUND STATEMENT
The Council on Annual Session budget includes a stipend to the Alliance of the Texas Dental Association (TDA) for $7,000. Due to declining attendance at the annual session, resulting in a loss of revenue and steep hotel room attrition costs, the Council on Annual Session recommends that we eliminate the stipend paid to the Alliance of the TDA from the Annual Session budget. The Alliance of the TDA holds their annual meeting directly over the dates of the Annual Session of the TDA. Because of this, the Alliance of the TDA is not able to provide any direct support to the TDA Meeting. The sponsorship for speaker support from the Alliance comes out of said stipend. The Council on Annual Session is grateful the Alliance supports the TDA, but recommends that the stipend should come out of a budget other than the Annual Session’s due to the direct competition with the Annual Session of the Texas Dental Association; therefore, be it

30-2017-B (____)
Submitted by: Council on Annual Session
Resolved, that the stipend to the Alliance of the Texas Dental Association be eliminated from the Council on Annual Session’s budget, and be it further

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

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

54-2010-H
Submitted by: Council on Annual Session
Resolved, that the stipend of $6500 that is currently allocated to the Texas Dental Association Alliance be increased $500 in 2011.

be rescinded

ESTIMATED FINANCIAL IMPACT: $7,000 Reduction

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

32-2017-B (____)
Resolved, that a plaque be presented on behalf of the Texas Dental Association to Dentists Who Care at their 20th Annual Charity Dental Conference, October 28-29, 2016, in recognition of its contribution to the profession of dentistry and twenty years of significant service to public oral health in the Rio Grande Valley.

ESTIMATED FINANCIAL IMPACT: $112.58 (Central Office)

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

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

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

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

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

a. To carry out all activities in coordination with the Council on Dental Economics.

b. To monitor community water fluoridation issues, research and trends relevant to in the State of Texas and community oral health in general.

c. To act as a clearinghouse for information and research on fluoride, related advocacy strategies, and resources for TDA component societies, member dentists, and patients by designating material for distribution using available publications and electronic media. To the extent possible, material published by the American Dental Association shall be utilized, provide reports to the Board and the American Dental Association as needed regarding fluoridation issues and activities.

d. To present at local component societies, at the request of the component society, on the issue of fluoridation and available resources, provide written and/or oral testimony before municipal authorities regarding fluoridation.

e. To act otherwise on regarding fluoridation issues as directed by the Board.
so that, if approved, the section will read:

a. To monitor community water fluoridation issues, research and trends relevant to the State of Texas and community oral health in general.
b. To act as a clearinghouse for information and research on fluoride, related advocacy strategies, and resources for TDA component societies, member dentists, and patients by designating 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 (__)
Resolved, that the Secretary-Treasurer be authorized to withdraw up to $75,000 from the Texas Dental Association (TDA) Reserve Division for the sole purpose of deposit into the TDA Operations Checking Account, effective December 1, 2016 and expiring January 31, 2017.

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

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

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

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

ESTIMATED FINANCIAL IMPACT: None

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

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

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

BACKGROUND STATEMENT
The Texas State Board of Dental Examiners (TSBDE) published amendments to rules 22 Texas Administrative Code §§110.1, concerning definitions; 110.2, concerning sedation/anesthesia permits; 110.3, concerning nitrous sedation; 110.4, concerning minimal sedation; 110.5, concerning moderate sedation; 110.6, concerning deep sedation; 110.9, concerning permit renewal; and new rule 110.11, concerning pediatric patients in the December 16, 2016, issue of the Texas Register for 30-day public comment. Texas Dental Association (TDA) staff and the Council on Dental Education, Trade & Ancillaries reviewed the rule proposals and prepared the attached comment letter for TDA Board of Directors approval prior to submission to the TSBDE; therefore be it,
51-2017-B (___)
Submitted by: Council on Dental Education, Trade & Ancillaries

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

ESTIMATED FINANCIAL IMPACT: None

60-2017-B

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

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

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

78-2017-B

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

7. FINANCE AND AUDIT COMMITTEE

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

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

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

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

Requirements of the Financial Expert Consultant should include:

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

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


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. (Ref. to Appendix D)
d. The Finance and Audit Committee shall be responsible for recommending to the
TDA Board of Directors an audit CPA firm to perform the annual audit of the TDA, its affiliates and
subsidiaries. The selection of an audit CPA firm shall be approved by the
TDA Board of Directors. Commencing in 2010 an audit CPA 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 Finance and Audit
Committee shall request bids from CPA firms no fewer than once every five years prior to the
annual selection of a CPA firm. The auditing team within the selected firm shall be changed a
minimum of every two years. The TDA Board of Directors is ultimately responsible for the
acceptance and approval of the annual audit. (Ref. Resolution 55-2010-BS-H)

Other duties

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