

CALIFORNIA DENTAL ASSISTANTS ASSOCIATION
BYLAWS

Amended April 2023
Amended April 2019
Amended April 2018
Amended April 2016
Revised May 2005

CALIFORNIA DENTAL ASSISTANTS ASSOCIATION

BYLAWS

ARTICLE I – NAME

The name of this organization shall be the California Dental Assistants Association, hereinafter referred to as “the Association” or “this Association”.

ARTICLE II – OBJECTIVES

To advance the careers of dental assistants and to advocate for the dental assisting profession in matters of education, professional activities, credentialing and legislation. To promote the ideals and growth of the Association which aid in the accessibility and delivery of quality oral health care to the public.

ARTICLE III - ORGANIZATION STRUCTURE

Section 1. Affiliation. This Association shall be a state association of the American Dental Assistants Association.

Section 2. Local Organization.

A. Organization. Local organizations may be organized in a town, city, county or district for the purpose of furthering the objectives of this Association.

B. Name. A Local Organization may be named for a town, city, county or district; However, no two (2) Local Organizations shall adopt the same name.

C. Affiliation. Affiliation shall be granted upon the following conditions:
(1) Approval by this Association and
(2) Approval by the American Dental Assistants Association.

D. Governance. Local Organizations shall be governed by Bylaws or Rules of Governance.

E. Individuals applying for membership in a local component organization shall be required to maintain membership in the ADAA and this State Association.

Section 2. Study Clubs. The State Association, at its discretion, may provide for its members to organize into local member study clubs. Guidelines for the establishment and support of such local member study clubs shall be determined by the State Association.

Section 3. Incorporation. This Association is a non-profit corporation organized under the laws of the State of California. Certificate of Incorporation duly signed and acknowledged has been filed in the office of Secretary of State on the first day of March, Nineteen Hundred Sixty-Three (1963).

ARTICLE IV – MEMBERSHIP

Section 1. Admission. Membership shall include those individuals who will support and promote the objectives of this Association, regardless of diversity.

Section 2. Active Membership Categories. There shall be the following active membership categories: Professional Membership, Student Membership, Life Membership.

A. Professional Membership. Professional membership may be granted to any dental assistant which includes, but is not limited to, the Clinical Dental Assistant, Administrative Dental Assistant, and Dental Assistant Educator, or any individual with a history of experience working in a dental assistant capacity, who will support and promote the objectives of this Association.

1. A professional member shall have the privilege of voting, holding elective office and serving as chairman or member of a council or committee.

2. Professional members shall pay annual national and state dues as determined by the adopted budget of the Association and the (State Association).

B. Student Membership. Student membership may be granted to any student enrolled in a dental assisting program, or to a graduate of a dental assisting program enrolled full-time in either a program related to dentistry or in a college degree program, who will support and promote the objectives of this Association. A student member shall have the privilege of serving as a member of a council or committee. Student members shall pay annual dues as determined by the adopted budget of the Association.

C. Honorary. Honorary membership may be conferred upon an individual who has contributed substantially to the welfare of the dental assisting profession. To be elected an honorary member, the individual shall be approved through unanimous vote of members of the Board of Directors and a two-thirds (2/3) vote of the General Assembly. No dues shall be required.

D. Life Membership. Life membership shall be granted to a professional member who has maintained continuous professional membership, or who has maintained continuous professional membership interrupted by student membership, for a period of thirty-five (35) years and who will support and

promote the objectives of this Association. All life members shall have all of the privileges and benefits of professional membership and shall pay National dues at a twenty-five percent (25%) reduction.

Proviso 1: This does not affect the members who have achieved life membership before October 23, 1979, and pay no dues or members who have achieved life membership before October 8, 1988, and pay fifty percent (50%) of professional member dues, and members who have achieved special member status and pay fifty percent (50%) of professional member dues or life retired status prior to May 13, 2017, and pay no dues.

1. All Life Members who pay no dues shall be required to update their membership information annually via the ADAA membership renewal process in order to maintain their life member benefits and remain on the life member roster.

Proviso 2: Members who have previously achieved the status "Active Life Member" after 25 years of continuous membership prior to May 13, 2017, may continue to display their life member pin and certificate and use the designation "ADAA Life Member." These members shall remain listed in the professional member category on the official roster and pay full dues until they achieve life- member status with thirty- five (35) continuous years of membership. This Proviso shall be removed from the ADAA bylaws on May 13, 2027.

Section 3. Local Membership: A person applying for membership in a local organization shall be required to maintain membership in this Association and the American Dental Assistants Association.

Section 4. State Membership: Where no local organization exists, a person applying for membership in this Association shall be classified as an independent state member. Such members shall be required to maintain membership in this Association and the American Dental Assistants Association.

Article V - Dues

ADAA, state and local dues shall be paid by each member directly to the Central Office of the ADAA in accordance with the procedures and dates established by the ADAA and this Association. No dues shall be refunded to any member whose membership terminates for any reason. (Provisions shall be made for distribution of dues amounts received from ADAA Central Office for each membership category.)

Section 1. State Dues. State dues shall be determined by the General Assembly at the Annual Session of this Association. No dues shall be refunded.

Section 2. Assessment. In case of need, the voting body at the General Assembly of this Association may, by a 2/3 vote, levy any assessment on each professional member in the amount to be determined by this Association's General Assembly.

ARTICLE VI – GENERAL ASSEMBLY

Section 1. Composition and Qualifications. The General Assembly shall be composed of Professional, Life members of this Association and the voting members of the Board of Directors. Only professional and life members shall have the right to vote.

Section 2. Registration.

- A. All members wishing to participate in the General Assembly must register prior to the meeting. The deadline dates for registration shall be determined by the Executive Committee.

Section 3. Quorum.

One-third (1/3) of the members registered for the Annual Session, representing one-third (1/3) of the Local Organizations, shall constitute a quorum for the transaction of business at any meeting of the members. A quorum established at the beginning of the meeting shall constitute a quorum throughout.

Section 4. Meetings.

- A. The General Assembly shall meet regularly at the Association's Annual Session.
- B. A special meeting of the General Assembly may be called by a two-third (2/3) vote of the voting members of the Board of Directors. Thirty (30) days notice shall be given. The member apportionment of the previous Annual Session shall prevail.

Section 5. Duties. The General Assembly shall be the governing body of this Association. It shall determine policies of the Association and determine dues for all membership classifications. It shall elect officers and transact whatever Association business is necessary.

ARTICLE VII – OFFICERS

Section 1. Number and Titles. The elected officers shall be four (4) in number: President, First Vice-President, Second Vice-President and Secretary.

Section 2. Eligibility. Only professional, life or special members shall be eligible to serve as an officer.

- A. To be eligible to serve as President, First Vice-President, Second Vice-President or Secretary shall have served as a voting member of the Board of Directors for one (1) year.

Section 3. Nominations. In accordance with the CDAA Manual of Procedures, the Nominating Committee shall develop and present a slate of one (1) or more qualified candidates for each office to be filled. The report of the committee shall be published in the Annual Session notice and presented to the General

Assembly at the Annual Session. Additional nominations may be made from the floor of the General Assembly. No name may be placed in nomination without the written consent of the nominee.

Section 4. Elections. Election may be by electronic ballot in the established year. Each CDAA member in good standing is eligible to cast one vote. The winning candidate will be selected by the majority of votes cast by the membership. In the event of a tie, a runoff election would occur between the tied candidates until one candidate receives a majority vote. Any record of voting shall be destroyed at the end of the election process.

Section 5. Term of Office. The term of office for all officers shall be one (1) year or until a successor is duly elected. No elected officer shall serve more than two (2) consecutive terms in the same office. The officers shall assume their duties upon adjournment of the Annual Session.

Section 6. Duties. Officers shall perform the duties as may be prescribed by these Bylaws, the CDAA Manual of Procedures and the parliamentary authority adopted by the Association.

Section 7. Vacancies. In the event the office of President shall become vacant, the First Vice-President shall fill the vacancy until the next Board of Directors meeting when the Board will elect a President for the remainder of the term and fill whichever vacancy remains. At the next Annual Session, the office of President shall be filled in the same manner as that provided for in the nomination and election of officers. Vacancies in the offices of First Vice-President, Second Vice-President, and Secretary shall be filled by election by the Board of Directors.

Section 8. Removal for Cause. The Board of Directors, by a two-thirds (2/3) vote of all its voting members, may remove any officer/committee chair from office for just cause.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of four elected officers, Immediate Past-President, one Director or Alternate from each Local Organization and Committee Chair: Annual Session, Budget and Finance, Bylaws/Manual of Procedures, Corporate Development, Education, Government Relations, Publications, Membership, Nominating, Strategic Planning, Student Outreach and Media. The Executive Director shall be an ex-officio member of the Executive Committee without vote.

Section 2. Duties. The Board of Directors shall be the governing body of this Association, subject to the policies established by the General Assembly, Articles of Incorporation, these Bylaws and the parliamentary authority adopted by this Association.

Section 3. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum at any meeting. If urgent business requires a vote when the Board of Directors is not in session, a mail ballot authorized by the President or by Four (4) voting members may be taken. A majority of members of the Board of Directors shall be required on any mail ballot. The Board of Directors at its next meeting shall confirm such action.

Section 4. Meetings. There may be four (4) regular Board of Directors meetings scheduled by the Executive Committee. The scheduled meetings shall be authorized to submit to the Board of Directors for approval.

Special meetings of the Board of Directors may be called at any time by the President or upon written request of four (4) voting members of the Board. Notice shall be given fifteen (15) days prior to the meeting. The purpose of the meeting shall be stated and no other business shall be transacted.

Section 5. Vacancies for Directors are filled by the Local Organization. Vacancies for elected committee chairmen are filled by election by the Board of Directors. Vacancies for appointed Committee Chairs are filled by the President.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be composed of the four (4) elected officers and the Immediate Past President. The Executive Director shall be an ex-officio member of the Executive Committee without a vote.

Section 2. Duties. The Executive Committee shall execute business between meetings of the Board of Directors required for the proper administration of the affairs of the Association. All actions shall be reported to the Board of Directors for approval.

Section 3. Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum at any meeting. If urgent business requires a vote when the Executive Committee is not in session, a mail ballot-authorized by the President or by three (3) voting members may be taken. A majority vote of the Executive Board shall be required on any mail ballot. Actions shall be confirmed by the Board of Directors at the next meeting.

Section 4. Meetings. Regular meetings of the Executive Committee may be held four (4) times in a year. Special meetings of the Executive Committee may be called at any time by the President or upon written request of three (3) voting members of the committee. Notice shall be given ten (10) days prior to the meeting.

ARTICLE X - COMMITTEES

Section 1. Standing Committees. There shall be the following Standing Committees appointed by the President or selected as prescribed in these Bylaws:

ELECTED Chair: Government Relations, Membership, Nominating and Strategic Planning.

APPOINTED Chair: Annual Session, Budget & Finance, Bylaws/Manual of Procedures, Corporate Development, Education, Publications, Student Outreach and Media.

Section 2. Duties. Committees shall perform the duties as may be prescribed in these Bylaws, the Manual of Procedures and the parliamentary authority adopted by this Association.

Section 3. Composition and Term of Office.

- A. Annual Session. This committee shall be composed of a minimum of three (3) members and a maximum of five (5) members to serve for a term of one (1) year with one member to serve as Chair.
- B. Budget and Finance. This committee shall be composed of the Immediate-Past President as Chair, Chairs of Annual Session and Corporate Development, First Vice-President and one (1) member at large.
- C. Bylaws/Manual of Procedures. This committee shall be composed of at least three (3) members with one member to serve as Chair. One (1) of the committee members shall be First Vice-President and one (1) who has served on a previous Bylaws/Manual of Procedures Committee to serve for a term of one (1) year.
- D. Corporate Development. This committee shall be composed of at least three (3) members, including the Budget & Finance and Media Chair and will serve a term of one (1) year with one member to serve as Chair
- D. Education. This committee shall be composed of at least three (3) members, with one (1) member to serve as chair. The chair shall serve a term of two (2) years to coincide with the renewal date of the C.E. Registered Provider Renewal Certificate. The two (2) committee members shall serve a term of one (1) year.
- E. Government Relations. This committee shall be composed of at least three (3) members to serve for a term of two (2) years. The Board of Directors shall elect the Government Relations Committee by ballot. From this elected committee the chair is then elected, by ballot, by the

committee. Two (2) committee members shall be elected in the even year and one (1) shall be elected in the odd year.

- F. Publications. This committee shall be composed of at least three members with one member to serve as Chair. The Chair of this committee shall serve a two (2) year term with the other members serving a one (1) year term.
- G. Membership. This committee shall be composed of at least three (3) members, one from the South and one (1) from the North to serve for a term of one (1) year. The First Vice-President shall serve as Chair of this committee.
- H. Nominating. This committee shall be composed of at least three (3) members, nominated from the floor, elected by ballot at the Annual Session to serve for a term of one (1) year. One (1) member shall have served on the Board of Directors for at least one (1) year within the past three (3) years. The Chair of this committee shall be elected by ballot by this committee.
- I. Strategic Planning. This committee shall be composed of five (5) members. Four (4) shall be elected by the Board of Directors serving a two (2) year term, Two (2) to be elected each year. The 2nd Vice-President shall serve as Chair of this committee. The Immediate Past President shall serve as Advisor.
- J. Student Outreach. This committee shall be composed of at least three (3) members to serve a term of one (1) year with one member to serve as Chair.
- K. Media. This committee shall be composed of at least three (3) members to serve a term of two (2) years with one member to serve as Chair.

Section 4. Other Committees. The Board of Directors may create such other special committees, subcommittees or task forces as shall be deemed necessary and which shall not be in conflict with other provisions of these Bylaws. The duties of any such bodies shall be prescribed by the Board of Directors upon their creation.

ARTICLE XI – CONTRACTUAL EMPLOYEES

The Board of Directors may utilize any appropriate means to conduct the business of the association, including but not limited to employing staff whose conditions of employment shall be specified by the Board Directors and/or using independent contractors whose contract shall be specified by the Board of Directors.

ARTICLE XI – ANNUAL SESSION

The Annual Session shall be held at a time and place determined by the Board of Directors of CDAA. The notice of the Annual Session shall be sent to all members thirty- (30) days prior to the meeting.

ARTICLE XII – OFFICIAL PUBLICATION

Section 1. Title. The title of the official publication shall be the CDAA Journal.

Section 2. Objective. The objective shall be to publish scientific and educational articles, activities and information concerning this Association.

ARTICLE XIII – LOCAL ORGANIZATIONS

Section 1. Objectives. The Local Organizations objectives shall be: to share in responsibility for quality dental health care delivery to all; to advance the practice of dental assisting toward the highest standards of performance obtainable by supporting and encouraging formal education and in providing quality continuing education; credentialing for the dental assisting profession and to communicate effectively with all members of health-related professions.

Section 2. Directors. Each Director shall be elected by the Local Organization to serve as representative on the Board of Directors to serve for a term of two (2) years. Upon the Directors absence an alternate may be designated to vote at this Association's Board of Directors Meetings.

ARTICLE XIV – ADAA REPRESENTATION, ~~DELEGATES AND ALTERNATES~~

Section 1. ADAA Directors. Any ADAA Professional, Life, and Federal Services member in good standing may serve as a Director on the ADAA Board of Directors. Director nominees shall be submitted to the ADAA Office in accordance with ADAA procedures. The term of office shall be three (3) years. Voting will be held in a general election in accordance with ADAA Bylaws and procedures. Directors shall be voting members of the ADAA Board of Directors and shall perform the duties as adopted by the ADAA governing and procedural documents.

Section 2. All members in good standing of this Association are entitled to attend the annual ADAA membership meeting and have the opportunity to voice opinions to the ADAA Board of Directors regarding issues relevant to the Association.

ARTICLE XV – FINANCE

Section 1. Fiscal year. The fiscal year of this Association shall be from May 1 to April 30.

Section 2. Funds.

- A. The general fund shall consist of all monies received other than those specifically allocated to other funds or trusts. This fund shall be used to defray all expenses incurred by this Association not otherwise provided for in these Bylaws. The general fund may be divided into Operation and Reserve divisions at the direction of the Board of Directors. No funds shall be withdrawn from the Reserve fund without prior approval of the Board of Directors. All checks shall be signed by one of the following signatory persons: President, Budget & Finance Chair, Secretary or Contractual Employee.
- B. Special Funds. There shall be a scholarship fund and such other funds that are deemed necessary by the Board of Directors.

Section 3. Budget. With recommendations of the Budget and Finance Committee and the Executive Committee, the Board of Directors shall have the authority to adopt an annual operating budget covering all activities of the Association for each fiscal year.

Section 4. Audit: The Board of Directors shall have all accounts of the Association audited not less than annually by an independent auditing and/or accounting firm. Upon completion of the audit, a financial report for the year just completed shall be made available to the membership.

Section 5. Bonding. Trust or surety bonds for officers and employees of the Association shall be secured by the Executive Board, and the cost shall be paid by the Association.

Section 6. Tax Identification Number. The Tax Identification number for this Association is 952258329.

ARTICLE XVI – DISSOLUTION

If at any time this Association shall be dissolved, it shall be upon a 2/3 (two-thirds) vote by ballot of the Board of Directors.

- a. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of this Association.
- b. The Association shall distribute any remaining funds to one (1) or more 501(c)(3) or 501(c)(6) organizations providing activities or services that benefit the dental assisting profession or dental patients.

ARTICLE XVII – PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order Newly Revised”, (current edition) shall be the parliamentary authority for this Association and shall be applicable in all cases where it does not conflict with these Bylaws, the Manual of Procedures and the Standing Rules of this Association.

The Parliamentarian may attend the Executive Committee, Board of Directors and General Assembly meetings without the right to vote.

ARTICLE XVIII – AMENDMENTS

Section 1. These Bylaws may be amended by the Board of Directors by a two-thirds (2/3) vote.

Section 1. Prior to adopting any amendment that changes the voting rights of members, fixes a quorum for meetings, changes procedures for removing officers or directors, procedures for filling vacancies for officer and director positions, or changes the number of officers and directors or their classifications, qualifications, or terms of office the following must be met:

1. The amendment must have been reviewed by the appropriate subcommittees for any possible conflicts in governance and policy
2. Board of Directors must schedule a membership forum and solicit opinions about the amendment(s) from constituents prior to voting.
 - a. 30-day notice of the proposed amendments and the forum must be given to all members.

Section 3. No amendment shall be made to these bylaws that would cause the Association to cease to qualify as an exempt corporation under Section 501 (c)(6) of the Internal Revenue Code.