

**FLORIDA DENTAL ASSOCIATION
GOVERNANCE MANUAL
(Revised June 2023)**

This manual applies to Florida Dental Association (“FDA”) councils, committees, sub-councils, sub-committees, communities of interest and task groups (collectively referred to as “Workgroups”). Procedures for the FDA Board of Trustees (“BOT”) and House of Delegates (“HOD”) are found in their respective manuals or the Bylaws. The Articles of Incorporation, the Bylaws and this Workgroups Manual are to be read together and considered as one document. If the Articles contradict the Bylaws or this Manual, the Articles control. If the Bylaws conflict with this Manual, then the Bylaws control.

Amendments to the Governance Manual require a 2/3rds vote of the BOT and the HOD can rescind the BOT changes to the Governance Manual by a simple majority vote of the HOD.

SECTION 1: DEFINITIONS

1.1 Councils are:

- 1.1.1 Established by the HOD, and
- 1.1.2 Exist until the HOD terminates them, and
- 1.1.3 Develop recommended changes in FDA policy for the BOT to act upon, and
- 1.1.4 Have their duties and responsibilities listed in the HOD-enabling resolution, and
- 1.1.5 Are organized so as to enable and maintain expertise in a related group of subjects, and
- 1.1.6 Make recommendations to the BOT and HOD on how to implement the FDA strategic plan, and
- 1.1.7 Have one voting member from each component (unless the component can’t find a volunteer, in which case the FDA President may appoint a council member from any component); one non-voting liaison to the BOT; and one (or more) non-voting student consultant from an accredited Florida dental schools on CEBJA and the Leadership Development Committee, and
- 1.1.8 May appoint however many non-voting consultants as needed to accomplish its goals, and currently consist of the:
 - a. **Council on Financial Affairs** – oversees budget development, budgetary performance, corporate affiliation program, unrelated business income tax strategies, and investment policies and practices; develop an annual FDA budget; reviews proposed budgets for closely affiliated companies; monitors budgetary performance; the FDA Treasurer automatically serves as Chair.
 - b. **Council on Ethics, Bylaws & Judicial Affairs** – maintains and enforces the Code of Ethics; the patient relations peer review program; ensures the FDA’s Articles of Incorporation, Bylaws and Manuals are correctly drafted and procedurally correct; advises the HOD on potential conflicts with association policies, procedures and bylaws; reviews FDA, component, and affiliate bylaws and compares them to the ADA bylaws with the goal of streamlining.

The FDA Secretary is an ex-officio member of the Council on Ethics, Bylaws and Judicial Affairs and is charged with an annual review of the FDA bylaws to ensure they are current and accurate and report back to the full Council.

1.2 Committees are:

- 1.2.1 Created by the BOT or HOD, and
- a. Are designated by the creating body as either standing (they exist until the creating body terminates them) *or*
 - b. As ad hoc (they automatically terminate upon completion of their charge), and
 - c. Either investigate matters affecting the association or its members *or*
 - d. Administer a project, program or event where there is little need for direct oversight or policy interpretation, and
 - e. Generally, consist of six voting members, one from each component, and
- 1.2.2 Currently include
- a. **Committee on Conventions and Continuing Education** – standing committee that has 13 members as follows: 1 from each component, approved by the BOT; 6 at large, self-nominated through a membership wide direct recruitment call for CCCE member dentist volunteers, reviewed and recommended by the CCCE with approval by the general chair and conventions manager with final approval by the FDA BOT, and 1 BOT-appointed general chair; all members vote; responsible for planning, managing, evaluating, and improving the FDA’s scientific programs and other membership activities held annually at the general membership meeting; planning and coordinating all aspects of the annual meeting including professional education, exhibits, entertainment and local arrangements; coordinating FDA council and committee business meetings, hotel relations, registration, and other special events and programs associated with the general meeting or scientific session. Note: at the end of the chair’s term, under extenuating circumstances, including for example but not by way of limitation the lack of an experienced replacement, the FDA President may recommend to the BOT that the term limit be extended no more than two successive one-year terms.
 - b. **Governmental Action Committee** – a standing committee that has 11 members as follows: 1 from each component; the FDA president; the FDA presidentdentists’the FDA Secretary; the FDA immediate past-president; the FDA’s chief liaison to the Board of Dentistry who is appointed by the president and approved by the Board of Trustees; all members vote except for the FDA president who only votes in the case of a tie; responsible for FDA governmental-relations activities; monitoring and directing FDA activities and

positions on matters affecting the dental profession and the dental health of the public in Florida in between sessions of the House of Delegates and Board of Trustees; developing and coordinating a viable contact dentists program; communicating with the ADA Washington office on any state action needed to support or oppose federal legislation effecting dentistry; communicating with FDA political action committees and the FDA Alliance.

- c. **Leadership Development Committee** – a standing committee that has 6 members as follows: 1 from each component; and 1 BOT-appointed general chair who serves for a term of 2 years subject to a maximum number of 2 consecutive terms plus, when applicable, service in fulfillment of a predecessor’s unexpired term; all members vote except for the general chair who only votes in case of a tie; responsible for recommending and developing leadership training programs; charged with developing mechanisms to improve leadership and communication of councils in the assimilation of all levels of the tripartite
- d. **Political action committees** – standing or ad hoc as designated; authorized under Florida or federal law; composition determined by each such committee’s bylaws.
- e. **Audit Committee** – a standing committee set forth and governed by the FDA Bylaws, responsible for FDA financial audits and tax returns.
- f. **Executive Director Review Committee** – a BOT standing committee chaired by the FDA president (who has the right to vote) consisting of all FDA line-officers, the FDA Treasurer and Treasurer-elect (if any) as non-voting consultants, and up to 2 consultants without vote to be appointed by the FDA President with approval from the BOT from former line officers or BOT members with experience in managing the executive director; exclusively responsible for reviewing the executive director’s performance and making annual recommendations to the BOT;
- g. **Future Replacement Executive Director Committee (if created)** – an ad hoc committee of the BOT that, if created, consists of six trustees (one from each component), one member dentist representative of the Florida Dental Association Foundation, one representative of FDA Services, one representative of the HOD, the then current chair of the Leadership Development Committee (or his or her designee), and an FDA voting member appointed by the then current FDA President; committee chair is the then current FDA President (or his or her designee), who shall vote only in case of a tie; solely responsible for soliciting, determining the qualifications of, and evaluating candidates for future replacement executive directors.
- h. **Search Committee** – defined in the search committee manual

1.3 Task Groups are:

- 1.3.1 Formed by and report to the President, and
- 1.3.2 Serve on an ad-hoc, short-term basis to address a particular issue, and
- 1.3.3 Automatically expire when they have served their function, and
- 1.3.4 Generally, consist of a chair who is a member of the BOT and 2 or more additional members from different components if possible selected by the task group chair based on expertise in the specific area from inside or outside the BOT; all members vote.

1.4 Communities of Interest are:

- 1.4.1 The FDA will create several communities of interest based on members' areas of interest and/or expertise. These communities will exist in an online platform and will be open to all interested members, Communities of interest will be moderated and staffed by the appropriate FDA team member and will be focused on active discussion and sharing of information on specific topics areas. Members of these communities will receive educational materials and updates on the topic of interest and will engage in discussion.
- 1.4.2 Communities of Interest will include:
 - a. Dental Benefits and Care – focuses on accessibility and availability of dental care, infection control, disposal of biomedical waste, and dental office workplace hazards; and promotes quality dental benefit plans based on direct assignment and direct reimbursement concepts.
 - b. Dental Education and Licensure -- oversee issues associated with dental education, licensure, dental accreditation; oversee; monitor Commission on Dental Accreditation issues; evaluate trends in professional licensure (including faculty and student permitting).
 - c. New Dentist – oversee issues relating to the circumstances and special needs of newer dentists and to infuse the new dentist perspective into all the FDA does; provides feedback on the views of new dentists.
 - d. Membership/Leadership – oversee issues related to FDA member recruitment and retention.

SECTION 2: MEETINGS

- 2.1 **General Rules:** Workgroups meet only as necessary and as funded to accomplish in a timely manner their assigned projects and programs. Chairs and liaisons are expected to report at regular intervals to their parent body. Councils are responsible for making recommendations and resolutions as needed for submission to the BOT. Workgroups other than the BOT and HOD generally confine their activities to their assigned subject areas so as to minimize overlap with other Workgroups and function within such strategic guidelines as established.

- 2.2 Do's and Don'ts:** Council and committee members, consultants and liaisons:
- 2.2.1 Do keep up with FDA resources assigned to their council/committee and use them in a fiscally responsible manner.
 - 2.2.2 Do keep informed about FDA policies, procedures, goals, objectives, and strategies that pertain to their council/committee.
 - 2.2.3 Do act with diligent care and unbiased judgment when acting on behalf of their council/committee.
 - 2.2.4 Do promptly and fully disclose to the council/committee's chair any possible conflict pertaining to an ownership, contractual, financial, or fiduciary interest.
 - 2.2.5 Do not unilaterally designate another dentist to serve in an official capacity as an informational resource, association representative, or "contact dentist" for their council/committee. All council/committee members, consultants, liaisons, and representatives must be selected and supervised as governed by the FDA Bylaws and this manual
 - 2.2.6 Do not publish information, organize or attend a meeting to facilitate collective conduct such as price-fixing, market allocation, or boycott.
 - 2.2.7 Do not survey dentists pertaining to participation levels in insurance programs or managed care organizations.
 - 2.2.8 Do not appoint a single individual to collectively provide information to or negotiate and bargain with payers.
 - 2.2.9 Do not sign letters or sponsor petitions that interfere with potential or actual competitors.
 - 2.2.10 Do not meet as a council/committee unless it has been authorized by the chair, properly noticed, an agenda is prepared, and at least one FDA staff member is in attendance (electronically or in person); however, the Executive Director Review Committee may meet without staff.
- 2.3 Location:** The council/committee chair and assigned staff determine time and place based on funding and suitability of telephone conference calls. If a council or committee is meeting in-person, the chair has the discretion to allow a member to participate electronically in extenuating circumstances.
- 2.4 Notice:** FDA staff sends meeting notices to all members and consultants, the BOT liaison, the FDA president and the component executive directors. When possible, FDA staff will send meeting notices 30 days before the meeting.
- 2.5 Agenda:** FDA staff and the council/committee chair prepare the agenda and send it to those who get notice of the meeting.
- 2.6 Reimbursement:** Council/committee members and consultants eligible for FDA reimbursement should submit the official FDA reimbursement form with receipts as soon as possible after attending the meeting. No reimbursement will be made if the form and receipts pertain to a fiscal year other than the current one.

- 2.7 Minutes:** FDA staff prepares official minutes for all council/committee meetings. No later than two weeks after the meeting, minutes will be posted to the leadership section of the FDA website. If a disagreement exists over the accuracy of minutes relating to a matter, the matter shall be treated as if no action was taken and staff shall advise the council/committee of the need to readdress the matter as quickly as possible. The minutes are officially approved at the next meeting of the council/committee and become part of the FDA's official records.
- 1.7 Absences:** Members missing two consecutive meetings without being excused by the chair are removed from the respective council/committee and their position becomes vacant. The chair will contact the member after the first unexcused absence. If a position is vacant and the component can't find a volunteer the FDA President may appoint a council member from any component.
- 1.8 Visitors:** Any FDA member who wants to attend a council/committee meeting should contact the appropriate chair for approval. Only visitors approved by the chair may attend council/committee meetings.
- 1.9 Voting and quorum:** As governed by the FDA Bylaws.

SECTION 3: MEMBERS, LIAISONS AND CONSULTANTS

- 3.1 Voting members:** of FDA Workgroups must be voting members in good standing with the FDA at the time of their appointment and throughout their term. The FDA president (except where this manual states that the President is a voting member) and an FDA staff-person serve as ex-officio members to Workgroups. Ex-officio members cannot make motions or vote but can discuss and debate pending motions.
- 3.2 BOT Liaisons:** The FDA President-elect, for the year in which they serve as president, recommends to the Board of Trustees for its approval the appointment of one (1) liaison from the Board of Trustees for each council and committee. The BOT liaison is either an officer or a trustee who serves as a resource to their assigned Workgroups without the right to vote.
- 3.3 Consultants:** FDA Workgroups may request the FDA President, in consultation with staff support for the council/committee, appoint one or more non-voting consultants when the need for special assistance can be demonstrated, such as technical qualifications, dental specialization, and/or geographical advantages deemed essential to the fulfillment of a specific task or program. Consultants bring experience or expertise that a Council or other group may need for a particular issue. Consultants can be invited to all meetings or only to those in which his/her expertise is required. Such requests are made to the president with funding requirements subject to Board of Trustees' approval. Consultants are ex-officio and expenses for in-person meetings will be funded on an as needed basis

SECTION 4: TERMS, TERM LIMITS AND CHAIRS

- 4.1 Council:** terms are 2-years with a maximum of 4 consecutive terms per council. Each council elects its own chair (except for Council on Financial Affairs) and vice-chair before the HOD's annual (June) session, for a one-year term beginning at the close of the HOD's annual (June) session and ending at the close of the following HOD annual (June) session. Council chairs and vice-chairs may serve up to three consecutive terms in their position.
- 4.2 Standing committee:** terms vary, as follows:
- 4.2.1 Committee on Conventions and Continuing Education terms are 3-years with no limit on the number of terms; chair's term is 3-years, with a maximum of 2 consecutive terms.
 - 4.2.2 Governmental Action Committee terms are 1-year with a maximum of 6 consecutive terms; chair's term is 1-year tied to the current FDA-president.
 - 4.2.3 Leadership Development Committee terms are 2-years with a limit of 3 consecutive terms; chair's term is 2-years with a limit of 2 consecutive terms.
 - 4.2.4 Executive Director Review Committee terms are congruent with respective terms as line officers, the Treasurer and the Treasurer-elect (if any); consultants' terms are 1-year with a limit of 2 consecutive terms and 4 cumulative terms plus, when applicable, service in fulfillment of a predecessor's unexpired term on the committee.
- 4.3 Ad hoc committee:** terms, unless otherwise specified in this manual, coincide with that of the FDA president or president-elect who makes the appointment. Because appointments are based on expertise, there is no limit on consecutive terms. If an ad hoc committee is formed before March 31, then the FDA president with BOT approval appoints committee members and designates one member as chair. If an ad hoc committee is formed after March 31, and not expected to fulfill its charge prior to the close of the HOD's next annual session, then the president-elect with BOT approval appoints committee members and designates one member as chair such that the initial terms of committee members runs through the conclusion of the president-elect's upcoming term as president.
- 4.4 Task group:** terms are ad-hoc, depend on expertise and therefore have no limit on consecutive terms.
- 4.4.1 Task group chairs' terms are 1-year with a limit of 2 consecutive terms.
 - 4.4.2 Council, sub-council, committee and task group members may serve additional time if fulfilling a predecessor's unexpired term.

SECTION 5: APPOINTMENTS

- 5.1 Council:** Each component nominates one of its members to fill council terms that are about to expire. The FDA President-elect, for the year in which they serve as president, appoints with BOT approval council members from the list of component nominees. The FDA Secretary is an ex-officio member of the Council on Ethics, Bylaws and Judicial Affairs.

- 5.2 Standing Committee:** Appointment process varies as follows:
- 5.2.1 Committee on Conventions and Continuing Education. Each component nominates its members to committee terms that are about to expire. The BOT appoints committee members from the list of component nominees. Each at-large position about to expire may run again.
 - 5.2.2 Governmental Action Committee. Each component nominates 1 of its members to committee terms that are about to expire. The president-elect with BOT-approval appoints committee members from the list of component nominees. Automatic appointees to the committee include the FDA's BOD liaison (appointed by FDA president with BOT approval); the FDA president (chair); FDA president-elect; and FDA immediate past president.
 - 5.2.3 Leadership Development Committee. Each component nominates 1 of its members to fill terms that are about to expire. The FDA President with BOT approval appoints committee members from the list of component nominees. The BOT appoints the chair. Automatic ex-officio consultant includes the BOT liaison.
- 5.3 Ad hoc committee:** Members and the chair are appointed by, respectively, the FDA president if created before March 31 or the FDA president-elect if created after March 31.
- 5.4 Task group:** The President may create a task group as needed and will appoint a chair. Group members will be appointed based on expertise with priority given to those engaged in a community of interest on the task group topic.

SECTION 6: VACANCIES

- 6.1 Council:** The FDA president, in consultation with the affected component's president and with BOT-approval, appoints a member from that component to fill the vacancy for the unexpired term. If a volunteer from that component cannot be found, the President can nominate a member of any component to fill the vacancy and that member will serve a full term. If the council's chair is vacant, the vice-chair serves the unexpired term. If the council vice-chair is vacant, then the council holds another election to fill the vice-chair's unexpired term.
- 6.2 Standing Committee:** The FDA president, in consultation with the affected component's president and with BOT-approval, appoints a member from that component to fill the vacancy for the unexpired term. If the committee's chair is vacant, the FDA president with BOT-approval appoints another chair to fill the unexpired term.
- 6.3 Ad Hoc Committee:** The FDA president with BOT-approval appoints another member with subject-matter expertise to fill the unexpired term.

6.4 Task Group: The FDA president with BOT approval appoints another member to fill the unexpired term. If the task group's chair is vacant, the FDA president with BOT approval appoints another member with subject-matter expertise to fill the unexpired term.