

B&F – 24 – 1

2024 – 2025 Budget

RESOLVED, that the 2024 – 2025 Tennessee Dental Association budget of \$1,563,330 as prepared by the Budget and Finance Committee and amended by the Board of Trustees, be approved.

The Board of Trustees recommends adoption.

REMOVE SUBSTITUTE TRUSTEE FROM THE BYLAWS

BACKGROUND: The existing Bylaws allow for a member to substitute for a component trustee who is unable to attend a TDA Board of Trustees meeting. However, this policy presents potential risks to both the TDA and the substitute because the fiduciary duty of the trustee cannot be delegated to a substitute. Furthermore, the substitute would not be covered by the directors' and officers' insurance policy, and the compliance forms necessary for boardroom discussions have not been signed. In addition, there is the practical concern that board training has not been completed as well as board voting matters may extend over several meetings.

Therefore, be it

RESOLVED, that Chapter IV, Board of Trustees, Section 50. Vacancy, delete the option of appointing a substitute trustee as follows:

In the event of a vacancy in the office of Trustee, that Trustee's component society shall elect a Trustee to fill the vacancy for the remainder of the unexpired term.

~~In the event a Trustee is to be absent for an entire meeting and/or session of the Board of Trustees, the President of the respective component society shall appoint an active or life member as a substitute Trustee to serve during that meeting and/or session.~~

and be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws changes require 2/3 affirmative vote for adoption.

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Honorary Membership – Dr. Michael D. Medovic

BACKGROUND INFORMATION: In consideration of Dr. Michael Medovic's outstanding and unselfish service to Tennessee as the Sixth District Trustee to the American Dental Association, the Tennessee Dental Association Board of Trustees nominates Dr. Medovic for election as an Honorary Member of the Tennessee Dental Association,

therefore be it,

RESOLVED, that Dr. Michael D. Medovic be elected an honorary member of the Tennessee Dental Association.

CHANGE COUNCILS TO COMMITTEES OF THE BOARD

BACKGROUND STATEMENT: The Board of Trustees formed a Task Force on Councils and Committees to review the current structure of TDA's councils and committees with the goal of identifying any obstacles to participation in TDA leadership and involving active, interested members. Their examination revealed two primary observations: assigning council membership based on geographical location does not consistently lead to active involvement, and the approval process for members by the House of Delegates, who meet one time each year, delays the placement of interested individuals. As a solution, the Task Force proposes removing the three councils from the Bylaws and establishing them as committees under the Board's jurisdiction. Component trustees would continue to be responsible for identifying suitable members for these committees, however the Board would be allowed to consider and place the most qualified members.

Therefore, be it

RESOLVED, that the TDA *Bylaws, Chapter I, Membership, Section 40. Privileges, Item D and I*, be amended as follows (new language underscored, deletions ~~stricken~~):

Section 40, Privileges, Item D. Associate Member:

An associate member shall have the privilege of attending all scientific sessions of the Association, but shall have no vote nor shall he be eligible to hold office in the Association. If appointed by the Board of Trustees, an associate member may serve on a council or committee in an advisory capacity. Associate members shall be subject to all regulations of the *Constitution and Bylaws* of this Association and may receive the *Journal* of the Association.

Section 40, Privileges, Item I, Right of Appeal:

An accused member shall have the right of appeal from the decision of his component society, first, to the Council-Committee on State Agencies, Awards, Ethics and Judicial Affairs and, next, to the Board of Trustees of this Association by filing an appeal in affidavit form with the Secretary of this Association. The Council-Committee on State Agencies, Awards, Ethics and Judicial Affairs or the Board of Trustees or a committee of said Board . . . And,

be it further

RESOLVED, that the TDA *Bylaws, Chapter III, House of Delegates*, be amended as follows (new language underscored, deletions ~~stricken~~):

Section 70, Duties, Item C and D:

C. — To elect the elective members of the councils of this Association.

D. — To elect the chairs of the councils and committees of this Association.

Section 160, Rules of Order, A. Standing Rules and Reports, 1. Reports:

All reports of elective officers, Board of Trustees, **Councils** and Committees, except supplemental reports, . . .

Section 170, Committees of the House of Delegates, A.1. Composition:

The committee shall consist of the members of the Committee on Constitution and Bylaws of this Association to be appointed by the President as provided for in the TDA **Council and** Committee Handbook. And,

be it further

RESOLVED, that the TDA *Bylaws, Chapter IV, Board of Trustees*, be amended as follows (new language underscored, deletions ~~stricken~~):

Section 60, Powers

D: It shall have the power to create and dissolve special committees as pertains to the business of the **Board Association**.

H: It shall have the power to elect candidates recommended by the **Council Committee** on State Agencies and Awards for Fellowship Awards and others who are to be honored by this Association.

K: It shall have the power to remove an appointed official or council or committee member of this Association for cause . . .

~~L: It shall have the power to allow each district Trustee to appoint substitute council or committee members in instances when elected council or committee members from that district are unable to attend a specific meeting. In such instances, the district Trustee shall notify the TDA Secretary of the name of the substitute in writing, at least fourteen (14) days prior to the meeting. The Trustee will also verify that the TDA office received the name of the appropriate substitute.~~

Section 70, Duties

E. To nominate approve the elective appointive members of the councils and committees of this Association.

F. To nominate approve the chairs of the councils and committees of this Association.

Q. To maintain continuous study as to duties, usefulness, scope, function and performance of existing or proposed councils and committees. It shall make specific recommendations to the House of Delegates. And,

be it further

RESOLVED, that TDA *Bylaws, Chapter VII, Elective Officers, Section 80, Duties*, be amended as follows (new language underscored, deletions ~~stricken~~):

Section 80, Duties:

A. President,

2: To serve as Chair without vote, except in case of tie, of the Board of Trustees and, as ex-officio member without vote, of the councils and committees of this Association. To serve as ex-officio member of the House of Delegates.

B. President-elect,

5: To serve as an ex-officio member of the Council Committee on Membership, Communications and Relief.

- C. Vice Presidents,
 - 4: To serve as ex-officio members of the Council Committee on Membership, Communications and Relief, heading the annual membership drive in their respective Grand Divisions of the State.

- F. Treasurer,
 - 6: To serve as Treasurer of and as an ex-officio member of the Council Committee on Membership, Communications and Relief. And,

be it further

RESOLVED, that TDA *Bylaws, Chapter VIII, Appointive Positions, Section 10, Number and Title*, be amended as follows (new language underscored, deletions ~~stricken~~):

A. Editor:

- 2. To exercise full editorial control over such publication, subject only to policies established by the Board of Trustees. ~~and the Council on Membership, Communications and Relief.~~
- 5. To serve as an ex-officio member of the Council Committee on Membership, Communications and Relief.
- 6. To supervise all departments of the *Journal*; ~~and~~ write editorials; ~~delegate to members of the Council on Membership, Communications and Relief the preparation of editorial material.~~

B. Executive Director:

- 2. To coordinate the activities ~~and assist of the councils and~~ committees of this Association.
- 4. To assist ~~the Council on Annual Session in the preparation and administration of their duties as pertains to the annual session.~~ in the preparation and administration of the scientific sessions of this Association and the annual session of the House of Delegates. And,

be it further

RESOLVED, that TDA *Bylaws, Chapter IX, Councils*, be deleted in its entirety; and

be it further

RESOLVED, that TDA *Bylaws, Chapter X, Finances, Section 50, Relief Fund*, be amended as follows (new language underscored, deletions ~~stricken~~):

(last paragraph) The trustees of this fund shall be ~~the Association President-elect, Association Secretary, Association Treasurer, Chair of the Council on Membership, Communications and Relief, and the Association Executive Director.~~ as defined in the Declaration of Trust of the TDA Relief Fund. And,

be it further

RESOLVED that TDA *Bylaws, Chapter XII, Special Committees* be amended as follows (new language underscored, deletions ~~stricken~~):

Section 10, ~~Appointment and Term~~ Special Committees
 Special committees of this Association may be created ~~at any session of~~ by the House of Delegates as provided in Chapter III, Section 60 and Chapter III, Section 170 of these *Bylaws* or, ~~when the House is not in session,~~ by the Board of Trustees as provided in Chapter IV, Section 60, for the purpose of performing duties not otherwise assigned by

these *Bylaws*. Such special committee shall serve until adjournment “sine die” of the next annual session of the House of Delegates ~~their assigned duties have been completed. The authority for appointing the members of a special committee and their number shall be set forth in the resolution creating such committee.~~

Section 20, ~~Special~~ Standing Committees

~~Special~~ Standing committees of this Association may be created ~~at any session of the House of Delegates by the Board~~ for the purpose of performing duties of a continuing nature ~~not otherwise assigned by these *Bylaws*.~~ The composition, term and duties of such committees shall be set forth in the ~~resolution creating such committees.~~ ~~The authority for the creation of a special standing committee shall be set forth in the resolution creating such committee.~~ Committee Handbook.

Section 30, Privilege of the Floor

Chairs and members of the special or standing committees who are not members of the House of Delegates shall have the right to participate in the debate on their respective reports, if requested to do so by the Speaker or a delegate, or by the Chair of the Board of Trustees or a trustee, but shall not have the right to vote. And,

be it further

RESOLVED, that TDA *Bylaws, Chapter XII, Special Committees*, be renamed “Special and Standing Committees”; and

be it further

RESOLVED, that TDA *Bylaws, Chapter XIV, Miscellaneous*, be amended as follows (new language underscored, deletions ~~stricken~~):

Section 10, Indemnification of Officers, . . .

The Association shall indemnify and hold harmless each delegate, trustee, officer and each member of the ~~councils and~~ committees now or hereafter serving the Association from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a delegate, trustee, officer and/or member of a ~~council or~~ committee of the Association and/or by reason of his alleged acts or omissions as a delegate, trustee, officer and/or member of a ~~council or~~ committee as aforesaid and shall reimburse each delegate, trustee, officer and/or member of a ~~council or~~ committee of the Association for all legal and other expenses reasonably incurred by him in connection with defending against any such claims or liabilities, provided, however, that no delegate, trustee, officer and/or member of a ~~council or~~ committee shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his own negligence or willful misconduct. The foregoing rights of delegates, trustees, officers and/or members of ~~councils or~~ committees shall not be exclusive of other rights to which they may be entitled lawfully.

Section 30, Confidentiality of Minutes

Minutes or portions of minutes may be identified as confidential and such minutes will be available only to members of the Board, ~~council or~~ committee members, secretaries or executive director having administrative responsibility for such boards, ~~councils or~~ committees and officers and trustees of this Association and other personnel authorized by the Board of Trustees. And,

be it further

RESOLVED, that TDA *Bylaws, Chapter XVII, Procedures*, be amended as follows (new language underscored, deletions ~~stricken~~):

Section 10, Rules of Order

The current edition of Standard Code of Parliamentary Procedure, when not in conflict with the Constitution of this Association or with these *Bylaws*, shall govern the procedures, deliberations and elections of the House of Delegates, the Board of Trustees, the ~~councils and~~ committees and other bodies of this Association. And,

be it further

RESOLVED that any deletions that affect subsequent areas of the Bylaws be re-numbered and cross references changed as applicable; and,

be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

**REMOVE WRITTEN REQUIREMENT FOR PRESIDENT’S
REPORT TO THE HOUSE OF DELEGATES**

BACKGROUND: The current language in the Bylaws requires that the president submit an annual written report to the House of Delegates. However, the TDA President provides this report verbally each year during the annual session. With evolving technological advancements providing new options for disseminating reports, we propose that the Bylaws remove the requirement that the president’s report to the House be in writing.

Therefore, be it

RESOLVED, that the TDA *Bylaws, Chapter VII, Elective Officers, Section 80. Duties, A. President, Item 6*, be amended as follows (new language underscored, deletions ~~stricken~~):

To ~~submit~~ provide an annual ~~written~~ report to the House of Delegates. And,

be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

BUDGET APPROVAL ASSIGNED TO THE BOARD

BACKGROUND STATEMENT: In response to the evolving financial landscape and the ever-changing dynamics of the marketplace, it has become imperative for our association to reevaluate its governing bylaws. This strategic alteration in our bylaws is essential to ensure the TDA's agility and responsiveness to an increasingly dynamic and competitive environment in organized dentistry. This proposed change, which would shift approval of the TDA annual budget from the House of Delegates to the Board of Trustees, aims to:

- Streamline the budgeting process.
- Provide a budget development process with an approval cycle which takes into account the previous fiscal year as fully as possible.
- Allow the Association to be more nimble in responding to situational changes it might encounter.
- Respect the fiduciary roles and responsibilities of the Board of Trustees as prescribed by state law.

The House will continue to approve the annual dues of the membership as part of its fiscal responsibilities.

Therefore, be it

RESOLVED, that the TDA *Bylaws, Chapter III, House of Delegates, Section 70. Duties, Item E*, be deleted (new language underscored, deletions ~~stricken~~):

~~E. To approve an annual budget for the Association for the ensuing fiscal year.~~

and be it further

RESOLVED, that the TDA *Bylaws, Chapter III, House of Delegates, Section 160. Rules of Order*, be amended as follows (new language underscored, deletions ~~stricken~~):

A. Standing Rules and Reports:

2. Appropriation of Funds:

Any resolution proposing an appropriation of funds, ~~except those relating to the annual budget~~, shall be referred to the Board of Trustees at least sixty (60) days prior to the House meeting for a report ~~at the same session~~ on the availability of funds for the purpose specified.

~~3. Approval of Annual Budget:~~

~~The annual budget shall be submitted to the House at the annual session. In the event the budget as submitted, is not approved, then the Association budget shall revert to the last approved budget. And,~~

be it further

RESOLVED, that the TDA *Bylaws, Chapter IV, Board of Trustees, Section 70. Duties*, be amended as follows (new language underscored, deletions ~~stricken~~):

It shall be the duty of the Board of Trustees:

- J. To ~~submit~~ establish the annual budget of the Association ~~to the House of Delegates for approval~~. And,

be it further

RESOLVED, that the TDA *Bylaws, Chapter IX, Councils, Section 100. Expenses*, be amended as follows (new language underscored, deletions ~~stricken~~):

The Association shall pay the expenses of each council, provided that such expenses are incurred in conformity with rules and regulations established by the House of Delegates and provided, further, that the council budget, ~~as approved by the House of Delegates~~, as established by the Board of Trustees, is sufficient to cover the payment of such expenses. And,

be it further

RESOLVED, that the Tennessee Dental Association Bylaws be amended accordingly.

Bylaws change requires 2/3 affirmative vote for adoption.

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Appointments to Councils and Committees

RESOLVED, that the complete list of nominees for membership on the Councils and Committees of the Association, submitted and proposed by the Board of Trustees, in accordance with Chapter IV, Section 70 of the *Bylaws*, be elected.