

**ADA COUNCIL ON ETHICS, BYLAWS, AND JUDICIAL AFFAIRS
MINUTES OF THE SPECIAL AUGUST 12, 2020 MEETING**

A special meeting of the Council on Ethics, Bylaws, and Judicial Affairs (“CEBJA” or “the Council”) was called to order at 8:30 p.m. CST on Wednesday, August 12, 2020. Council chair Dr. Michael A. Kurkowski presided at the meeting which took place via the Zoom videoconference platform.

Roll call: Council members in attendance for the meeting: Dr. Michael A. Kurkowski, Dr. Larry F. Browder, Dr. Donald F. Cohen, Dr. Seth W. Griffin, Dr. Kristi M. Soileau, Dr. Jill M. Burns, Dr. Guenter J. Jonke, Dr. Onika R. Patel, Dr. Robert J. Wilson, Jr., Dr. Meredith A. Bailey, Dr. Alma J. Clark, Dr. William D. Cranford, Dr. Jay A. Johnson, Dr. Bruce A. Burton, Dr. Gary S. Davis, Dr. Ansley H. Depp, Dr. Renee P. Pappas and Dr. Daniel W. Hall (New Dentist member).

Following the call of the roll, a quorum was announced to be present.

Liaisons in attendance for the meeting: Dr. Linda K. Himmelberger, Board of Trustees liaison; Dr. Anisha Pandya, American Student Dental Association liaison.

CEBJA staff present for all or a portion of the meeting: Thomas C. Elliott, Jr. Esq., deputy general counsel and council director; Nanette Elster, Esq., manager, ethics outreach programs; Mr. Earl Sewell, council coordinator.

Participant Disclosures: The ADA Disclosure Policy was referenced. No disclosures were made.

Call for New Business: The meeting being a special meeting of the Council, no call for new business was made.

Adoption of the Agenda: By voice vote, the Council adopted the following resolution approving the agenda for the meeting:

Resolved, that the printed agenda of the Special August 12, 2020, meeting of the Council of Ethics, Bylaws and Judicial Affairs be adopted as the official order of business with the stipulation that the chair is authorized to change the order of items for discussion to expedite the business of the Council and to accommodate scheduling issues and special presentations.

COUNCIL BUSINESS

Bylaws Subcommittee Report: Dr. Robert J. Wilson, vice chair and Bylaws subcommittee chair presented the report of the Bylaws subcommittee relative to the subcommittee’s recommendations to revisions to the ADA *Bylaws* and *Governance Manual* for the process for declaring an extraordinary emergency and proposed additions to the *Bylaws* relating to the inclusion of provisions to take effect upon the declaration of an extraordinary emergency. Three alternatives were presented by the subcommittee as to the placement of the provisions regarding the declaration of a time of extraordinary emergency, the declaration’s withdrawal and the incorporation

of the *Bylaws* provisions to take effect when a time of extraordinary emergency is declared. Each of the alternatives were discussed and the pros and cons of each alternative were considered.

The Council also discussed and debated whether the withdrawal of a declaration of a time of extraordinary emergency by the Board of Trustees should be by two-thirds (2/3), a majority or another percentage affirmative vote of the voting members of the Board of Trustees present and voting at a regular or special session of the Board of Trustees.

Following the conclusion of the Council's discussion, Dr. Wilson moved the following resolution on behalf of the subcommittee regarding the revisions relating to the declaration of a time of extraordinary emergency and the withdrawal thereof with the recommendation that the resolution be adopted:

Resolved, that CHAPTER III., Section 60. of the ADA Bylaws be amended as follows (additions underscored, deletions stricken through):

CHAPTER III. HOUSE OF DELEGATES

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Section 60. OPERATION DURING AN EXTRAORDINARY EMERGENCY.

A. TRANSFER OF POWERS AND DUTIES OF THE HOUSE OF DELEGATES: The powers and duties of the House of Delegates, except the power to amend, enact and repeal the *Constitution and Bylaws* or the *Governance Manual*, and the duty of electing the elective officers and installing the members of the Board of Trustees, may be transferred to the Board of Trustees of this Association in time of extraordinary emergency, ~~as set forth in the *Governance Manual*.~~

B. DECLARATION OF EXTRAORDINARY EMERGENCY AND WITHDRAWAL OF SUCH A DECLARATION. The existence of a time of extraordinary emergency may be declared and withdrawn as follows:

a. By the House of Delegates. A time of extraordinary emergency may be declared by mail vote of the current members of the House of Delegates on recommendation of at least four (4) of the elective officers.* A mail vote to be valid shall consist of ballots received from not less than twenty-five percent (25%) of the current members of the House of Delegates. A majority of the votes cast within fourteen (14) days after the date declared for the commencement of the balloting shall decide the vote.

b. By the Board of Trustees. A time of extraordinary emergency may be declared by a three-fourths affirmative vote of the members of the Board of Trustees present and voting at a regular or special session of the Board of Trustees pursuant to CHAPTER V., Section 70.D. of these *Bylaws*.

c. Withdrawal of a Declaration of Extraordinary Emergency. A declaration of extraordinary emergency may be withdrawn by the House of Delegates by mail vote on recommendation of at least two (2) of the elective officers consisting of ballots received from not less than twenty-five percent (25%) of the current members of the House of Delegates or by a majority vote of the Board of Trustees present and voting at a regular or special session of the Board of Trustees pursuant to CHAPTER V., Section 70.D. of these Bylaws.

* As used with respect to the declaration of an extraordinary emergency, the term "mail ballot" shall mean any vote permitted pursuant to Illinois law, including an electronic vote.

and be it further

Resolved, that CHAPTER V., Section 70.D. of the ADA Bylaws be amended as follows (additions underscoring, deletions ~~stricken through~~):

CHAPTER V. BOARD OF TRUSTEES

* * *

Section 70. POWERS. The Board of Trustees shall be the managing body of the Association, vested with power to:

* * *

D. By ~~unanimous consent~~ a three-fourths affirmative vote of the members of the Board of Trustees present and voting at a regular or special session, declare the existence of a time of extraordinary emergency.

and be it further

Resolved, that Chapter III., Section A. of the Governance and Organizational Manual of the House of Delegates be amended as follows (additions underscoring, deletions ~~stricken through~~):

CHAPTER III. HOUSE OF DELEGATES

A. Convening Sessions of the House of Delegates.

1. ~~Declaration of Extraordinary Emergency. The existence of a time of extraordinary emergency may be declared by mail vote of the current members of the House of Delegates on recommendation of at least four (4) of the elective officers.* A mail vote to be valid shall consist of ballots received from not less than twenty-five percent (25%) of the current members of the House of Delegates. A majority of the votes cast within thirty (30) days after~~

~~the mailing of the ballot shall decide the vote. The existence of a time of extraordinary emergency may also be declared by the Board of Trustees pursuant to the provisions set forth in the Governance Manual.~~

~~2.—~~Special Sessions. A special session of the House of Delegates shall be called by the President on a three-fourths (3/4) affirmative vote of the members of the Board of Trustees or on written request of delegates representing at least one-third (1/3) of the constituents and not less than one-fifth (1/5) of the number of officially certified delegates of the last House of Delegates. The time and place of a special session shall be determined by the President, provided the time selected shall be not more than forty-five (45) days after the request was received. The business of a special session shall be limited to that stated in the official call except by unanimous consent.

~~3.2.~~ Official Call of Sessions of the House of Delegates.

- a. Annual Session. The Executive Director of the Association shall direct that an official notice of the time and place of each annual session be published in The Journal of the American Dental Association. The Executive Director of the Association shall also send an official notice of the time and place of the annual session to each member of the House of Delegates at least thirty (30) days before the opening of such annual session.
- b. Special Session. The Executive Director of the Association shall send an official notice of the time and place of each special session and a statement of the business to be considered to every officially certified delegate and alternate delegate of the last House, not less than fifteen (15) days before the opening of such special session.

There being no further discussion, a vote was taken on the resolution. By voice vote, the resolution was adopted.

Dr. Wilson then moved the following resolution on behalf of the subcommittee regarding the additions of Bylaws provisions that would take effect during the period of time that a declaration of the time of extraordinary emergency is in effect:

Resolved, that the CHAPTER III., *Section 60.* of the ADA *Bylaws* be amended by the addition of a new subsection B., as follows (additions underscored):

CHAPTER III • HOUSE OF DELEGATES

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Section 60. OPERATION DURING AN EXTRAORDINARY EMERGENCY.

A. TRANSFER OF POWERS AND DUTIES OF THE HOUSE OF DELEGATES:
The powers and duties of the House of Delegates, except the power to amend, enact and repeal the *Constitution and Bylaws* or the *Governance Manual*, and the duty of

electing the elective officers and installing the members of the Board of Trustees, may be transferred to the Board of Trustees of this Association in time of extraordinary emergency, as set forth in the *Governance Manual*. To the extent not inconsistent with any provision of *Bylaws* CHAPTER III., Section 60.B., Emergency Bylaws, provisions of the *Bylaws* and *Governance Manual* shall remain in effect during the duration of the extraordinary emergency. Upon the conclusion of the declaration of the time of extraordinary emergency adopted by the House of Delegates or Board of Trustees, the emergency bylaws set forth in CHAPTER III, Section 60.B. of these *Bylaws* shall cease to be effective.

B. Emergency Bylaws. In the event that a time of extraordinary emergency is declared pursuant to Chapter III.A.1. of the *Governance Manual*, the provisions of this Section 60.B. of the ADA *Bylaws* shall be implemented and continue in effect until such time as the declaration of extraordinary emergency is withdrawn.

a. Provisions if the Annual Session of the House of Delegates Convenes During an Extraordinary Emergency. In the event the House of Delegates is convened during the period when an extraordinary emergency has been declared, the following provisions shall apply:

1. Agenda. The Speaker, in consultation with the President, may limit the agenda to matters that require the attention of the House of Delegates.

2. Quorum. A quorum for the transaction of any business at any meeting of the House of Delegates convened during a time declared as an extraordinary emergency shall be the same as stated in CHAPTER III, Section 80. of the *Bylaws*.

3. Delegates. Delegations may substitute new delegates for any unavailable delegates, based upon feasibility, as determined by the Speaker. The Speaker may subsequently determine that alternate delegates will not be certified.

4. Suspended Elections. Any elections to be held during a session of the House of Delegates during the period that an extraordinary emergency has been declared may be suspended by the Board of Trustees upon a two-thirds affirmative vote of the voting members of the Board of Trustees present and voting at a regular or special session of the Board of Trustees. In the event the elections are suspended, the terms of office of the President and the trustees shall end on the date previously scheduled for the adjournment *sine die* of the House of Delegates. Vacancies in the offices of President, President-elect, First Vice President, Second Vice President, Speaker of the House of Delegates and Treasurer shall be filled in accordance with the provisions of CHAPTER VI, Section 80. of these *Bylaws*. The outgoing President shall install the President and any incoming trustees who have been elected by their districts. If a district

has not elected a trustee to fill an expiring position, the incumbent trustee shall remain in office until a successor is duly elected and installed. All other ADA office holders in office immediately prior to commencement of the meeting of the House of Delegates shall remain in their respective offices until the first-session of the House of Delegates following the withdrawal of the declaration of an extraordinary emergency.

b. Suspension of the Annual Session of the House of Delegates. An annual session of the House of Delegates scheduled to occur during a period where an extraordinary emergency has been declared may be suspended by the Board of Trustees for good cause upon a two-thirds affirmative vote of the voting members of the Board of Trustees present and voting at a regular or special session of the Board of Trustees. If an annual session of the House of Delegates is so suspended, the following provisions shall apply.

1. Alternative Elections by Ballot without a Meeting. Regardless of whether or not the House of Delegates annual session is suspended, the Board of Trustees may direct the Speaker to arrange for some or all contested elections to be conducted electronically outside the annual session of the House of Delegates.

(a). Any such election shall be valid provided that the certified delegates are duly notified, are given an opportunity to vote, and the number of certified delegates casting votes would constitute a quorum as defined in Chapter III, Section 80, of these *Bylaws*.

(b). The method for such elections set forth in CHAPTER III, *Section 120*, of these *Bylaws* shall govern.

(c). Announcement of the election results shall be provided to the House of Delegates by the Speaker.

(d). Any candidates elected pursuant to this provision shall be installed as soon as practical after their election, provided that such installation is no sooner than the previously scheduled adjournment of the House of Delegates.

2. Incumbent Trustees. In the event that a district has not elected a trustee to fill an expiring trustee office, the incumbent trustee shall remain in office until a successor is duly elected and installed.

3. Extension of Tenure. Except as otherwise provided in these *Emergency Bylaws*, limitations on tenure of officers, trustees, council, committee and ADA commission members shall not apply during an extraordinary emergency.

4. Approval of Association Budget and Active Member Dues. If the annual session of the House of Delegates is suspended during an extraordinary emergency, the Board of Trustees shall have the authority to approve a final annual budget and active member dues for the succeeding year so long as the active member dues do not exceed the prior year's dues. Any such budget approved by the Board shall be presented to the House for ratification if the House convenes following the end of the emergency with more than six months remaining in the fiscal year for which the budget has been established.

c. Scientific Session. If it is determined that holding the scientific session required by Chapter XVIII. of the *Governance Manual* is impossible or infeasible due to the existence of an extraordinary emergency, the Board of Trustees may suspend the holding of the scientific session upon a two-thirds affirmative vote of the voting members of the Board of Trustees present and voting at a regular or special session of the Board of Trustees.

There being no further discussion, a vote was taken on the resolution. By voice vote, the resolution was adopted.

There being no further business before the Council, the chair declared the meeting adjourned at approximately 9:27 PM CST.