

## **ADA COUNCIL ON ETHICS, BYLAWS, AND JUDICIAL AFFAIRS Minutes of the Special June 17, 2021 Meeting**

A special meeting of the Council on Ethics, Bylaws, and Judicial Affairs (CEBJA or the Council) was called to order at 7:30 p.m. on Thursday, June 17, 2021. Council chair Dr. Robert Wilson presided at the meeting which took place via the Zoom videoconference platform.

**Roll Call:** Council members in attendance for the meeting: Dr. Robert J. Wilson, Chair, Dr. Meredith A. Bailey, Vice Chair, Dr. Jill M. Burns, Dr. Alma Clark, Dr. Guenter J. Jonke, Dr. Onika R. Patel, Dr. William D. Cranford, Dr. Jay A. Johnson, Dr. Bruce A. Burton, Dr. Gary S. Davis, Dr. Ansley H. Depp, Dr. Renee P. Pappas, Dr. Chris Adkins, Dr. Kathleen Nichols, Dr. Allen Reavis, Dr. Debra A Peters, and Dr. Alex Mellion (New Dentist Committee)

Dr. Debra West, Dr. William D. Cranford and Dr. Gary Davis could not be present for the meeting.

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

Also present for the entirety of the meeting were: Dr. Gary Oyster, Board of Trustees liaison, and Mr. Joe Manzella, 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 director of the Council on Ethics, Bylaws and Judicial Affairs; Nanette Elster, Esq., manager, Ethics Outreach Programs; and Mr. Earl Sewell, council specialist.

ADA personnel present for all or a portion of the meeting: Cathryn E. Albrecht, Esq., senior associate general counsel.

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

**Adoption of the Agenda:** By general consent, the Council adopted the agenda as published.

### **COUNCIL BUSINESS**

**Bylaws Subcommittee:** Dr. Jill Burns, the subcommittee chair, presented a report from the Bylaws Subcommittee. Following Dr. Burns' summary, the council members were given an opportunity to discuss the report. It was then moved that the following resolution proposing revision to the ADA *Bylaws* be adopted. The motion passed without dissent. The resolution worksheet proposing amendment to Chapter III, Section 120 of the *Bylaws* will be forwarded to the Board of Trustees for comment and then to the 2021 ADA House of Delegates.

**64H. Resolved**, that House of Delegates worksheet attached as **Appendix 1** be approved for forwarding to the House of Delegates.

### **NEW BUSINESS**

No new business was identified.

### **ADJOURNMENT**

On motion duly seconded, there being no remaining business on the Council's meeting agenda, the chair declared the meeting adjourned at approximately 7:40 P.M. on Thursday, June 17, 2021.

## APPENDIX 1

Resolution No. 00 New

Report: Report on Referred Resolution 64-2020 Date Submitted: June 2021

Submitted By: Council on Ethics, Bylaws and Judicial Affairs

Reference Committee: D (Legislative, Health, Governance and Related Matters)

Total Net Financial Implication: None Net Dues Impact: \_\_\_\_\_

Amount One-time \_\_\_\_\_ Amount On-going \_\_\_\_\_

ADA Strategic Plan Objective: Organizational Obj-7: Improve overall organizational effectiveness at the national and state levels.

How does this resolution increase member value: Not Applicable

### **REPORT 00 OF THE COUNCIL ON ETHICS, BYLAWS AND JUDICIAL AFFAIRS TO THE HOUSE OF DELEGATES: RESPONSE TO REFERRED RESOLUTION 64-2020—AMENDMENT OF CHAPTER III., SECTION 120 OF THE ADA BYLAWS**

**Background:** In accordance with Resolution 97H-2020, Special Order of Referral Consent Calendar, which directed the appropriate ADA agencies to report back to the 2021 House of Delegates on each Referred Resolution, Resolution 64-2020, Amendment of Chapter III., Section 120 of the ADA *Bylaws*, was referred to the Council on Ethics, Bylaws and Judicial Affairs. Resolution 64-2020 is appended to this report.

After consideration, the Council on Ethics, Bylaws and Judicial Affairs decided to amend Resolution 64-2020 and respectfully submits the following resolution in its place.

Pursuant to the *Governance and Organizational Manual of the American Dental Association (Governance Manual)*, Chapter VIII., Section K.6.b.ii., the Council on Ethics, Bylaws and Judicial Affairs (CEBJA) reviews the governance documents of the Association to correct punctuation, grammar spelling and syntax. Different portions of the ADA's governing documents are reviewed each year so that the entirety of the Association's governance material is reviewed every four (4) years.

Chapter III. of the ADA *Bylaws* was reviewed during the course of CEBJA's 2020 editorial review process. In the course of that study, some members of CEBJA requested clarification of the meaning of the term "non-cumulative," in the second numbered paragraph of *Bylaws* Chapter III., Section 120., as the meaning of that term was not understood in relation to voting scenarios.

On referral pursuant to 97H-2020, the Council on Ethics, Bylaws and Judicial Affairs (the Council) refined the amendments proposed by Resolution 64-2020 in a further effort to make Chapter III., Section 120 of the ADA *Bylaws* more understandable to the average member.

**Discussion:** CEBJA believes that one of the most important attributes for the Association's governance documents to have is to be written with clarity and precision, in such a way to be accessible to and easily understood by members of the Association. Consequently, when a provision in the *Bylaws* or *Governance Manual* is not understood, CEBJA reviews that provision very carefully and looks for alternative language to more simply and clearly express the provision without altering the provision's import or meaning.

That is the case here. The Council on Ethics, Bylaws and Judicial Affairs proposes amendment to the second numbered paragraph of Chapter III., *Section 120.* of the ADA *Bylaws* as follows:

**Resolution**

**0. Resolved**, that Chapter III., Section 120. of the ADA *Bylaws* be amended as shown below (additions underscored, deletions ~~stricken through~~):

Section 120. METHOD OF ELECTION: Elective officers and members of councils and committees shall be elected by ballot, except that when there is only one candidate, such candidate may be declared elected by the Speaker of the House of Delegates. The Secretary shall provide facilities for voting.

1. When one is to be elected, and more than one has been nominated, the majority of the ballots cast shall elect. In the event no candidate receives a majority on the first ballot, the candidate with the fewest votes shall be removed from the ballot and the remaining candidates shall be balloted upon again. This process shall be repeated until one (1) candidate receives a majority of the votes cast.

2. When more than one is to be elected, and the nominees exceed the number to be elected, ~~the votes cast shall be non-cumulative, and~~ the following applies:

a. Only one vote may be cast per nominee by each voting member;

b. Each voting member may vote for a number of nominees not to exceed the number to be elected; and

c. The candidates receiving the greatest number of votes shall be elected.

**DRAFT BOARD RECOMMENDATION: Vote Yes.**

**PLEASE NOTE YOUR COMMENTS/CHANGES TO THIS DRAFT BOARD RECOMMENDATION BELOW.**

**WORKSHEET ADDENDUM**  
**2020 RESOLUTION 64—COUNCIL ON ETHICS, BYLAWS AND JUDICIAL AFFAIRS—AMENDMENT**  
**OF CHAPTER III., SECTION 120 OF THE ADA BYLAWS**

**64. Resolved**, that Chapter III., Section 120. of the ADA *Bylaws* be amended as shown below (additions underscored, deletions ~~stricken through~~):

Section 120. METHOD OF ELECTION: Elective officers and members of councils and committees shall be elected by ballot, except that when there is only one candidate, such candidate may be declared elected by the Speaker of the House of Delegates. The Secretary shall provide facilities for voting.

1. When one is to be elected, and more than one has been nominated, the majority of the ballots cast shall elect. In the event no candidate receives a majority on the first ballot, the candidate with the fewest votes shall be removed from the ballot and the remaining candidates shall be balloted upon again. This process shall be repeated until one (1) candidate receives a majority of the votes cast.
2. When more than one is to be elected, and the nominees exceed the number to be elected, the votes cast shall be non-cumulative, votes equal to or less than the number to be elected may be cast by each voting member, but only one vote may be cast per nominee, and the candidates receiving the greatest number of votes shall be elected.

## APPENDIX 1

## NOTES