



CHICAGO DENTAL SOCIETY
THE RESPECTED LEADER IN SCIENTIFIC DENTAL MEETINGSSM

FULL SET OF FREQUENTLY ASKED QUESTIONS – 10.24.24

Why did CDS revise and amend the bylaws?

- CDS retained legal counsel in the summer of 2023 to review CDS Bylaws which had not been reviewed by an association law attorney in over a decade. Best practice for all associations is to review their bylaws on an annual basis and when new executive leaders/CEO joins an organization.
- A review of the bylaws by legal counsel identified that extensive updates were needed to bring CDS bylaws into compliance with Illinois Not-for-Profit Act and association best practices.
- Legal counsel presented to Board of Directors in December 2023 that outlined the risk and liability of the current election process and suggested changes were needed to clearly define the CDS election process.
- CDS is out of compliance with ISDS and ADA Bylaws with our current election process.
- Identified a need to open new and alternate pathways to leadership, while recognizing the history, culture, and value of the Leadership Development Groups and Intergroup Council.
- Modernization was needed to advance the mission and vision of CDS.

Are the Leadership Development Groups being eliminated?

- No. The CDS Board of Directors embraces the deep history and culture brought by the Members Group, the Progressive Club, and the Independent Dental Organization.
- The Leadership Development Groups have a great opportunity to foster new developing leaders and be recognized within CDS policy with elections in a way that will ensure all risk and liability is eliminated.

How does this affect CDS members and the election process?

- The Bylaws revision includes the modernization and best practice using a Credentialing Committee and will open the path for a more inclusive election process and more opportunity for CDS members to participate as leaders.
- Create an opportunity to engage more early career dentists to get involved in leadership.

- An open call for candidates will be utilized and will allow all qualified members to apply and run for election assuming they fulfill all requirements.
- The election process for Treasurer, ISDS trustees and ADA delegates are currently only available for members who belong to the Leadership Groups.

What is the definition of an ‘open call for candidates’ and an open and fair election?

- As noted on pages 12-13 of the revised Bylaws, an open call for candidates is the most transparent and fair process to open and solicit applications to run for election for leadership and Board officer positions available to ALL qualified and interested members of CDS. This is to attract new leaders and engage new members to enter and become involved in leadership.
- There was an important level of member feedback regarding CDS having an open and fair election and developing new and rising leaders. This suggests the ability for all qualified candidates to have the same opportunity to run for election, whether it is one or more candidates, and the ability to hold a contested election, voted on by the members of the Society.

How was the composition of the **Credentialing Committee determined?**

The proposed **Credentia**ling Committee composition includes the current president and the two (2) immediate past presidents to ensure all leadership groups are represented. The CDS legal counsel recommended that the current president sit on the committee as the most senior in tenure, individual of the Board of Directors and understands the issues facing the Board and Society. The two (2) immediate past presidents bring to the committee, the institutional knowledge of Board and Society issues to ensure future leaders understand the commitment of running for elected office and the needs facing CDS.

The four (4) at-large members, which includes one New Dentist member, are proposed within the composition to ensure that CDS is opening avenues of leadership and member engagement opportunities to ALL members. There will be an open call for applications for the at-large member positions similar to what CDS developed this year with the Communications, Diversity & Inclusion and New Dentist Committees. This can be found on the CDS website at cbs.org/volunteer.

Why are the four (4) At-Large-Members of the **Credentialing Committee, selected by the nine (9) Board Branch Directors and New Dentist Director?**

The Restated and Amended Bylaws presented to the members initially proposed that the Executive Committee select the at-large members on the **Credentia**ling Committee. Based on member feedback and input from current leaders, a consistent recommendation was to include the Branches and use the elected Branch Directors of CDS including the New Dentist Director. The CDS legal counsel concurred and confirmed these Board representatives are actively involved in the business of the Society and have valuable information to share with all candidate(s) the responsibilities and leadership needed from an elected leader of CDS.

Does each Branch still elect their Branch Director to sit on the Board of Directors?

Yes, the intent of the Amended and Restated Bylaws was never to remove or change the election process of the Branch Director(s). The language highlighted on page 6 provides clarity that the Branch still selects and elects, their candidate(s).

The reason the candidate(s) are presented to the **Credentia**ling Committee is to ensure those candidates have met the qualifications outlined by the branch. The **Credentia**ling Committee then presents the nine (9) Branch Director slate to the Board which is legal compliance that must be observed because the CDS Board of Directors is the governing body of the Society (Article V; Section 1).

The name of the **Credentia**ling Committee was changed on 10.23.24 based on member feedback and the understanding that the committee is receiving and reviewing all qualified candidates who are members in good standing and have fulfilled requirements to stand for election.

Why is there automatic ascension of the Treasurer, Vice President and Secretary officer positions proposed?

In the current Bylaws, the only officer position to ascend to the next officer position is President-elect ascending to the office of President. The CDS legal counsel recommended the automatic ascension of officers as a best practice and more modern governance model that many organizations and societies use to ensure institutional knowledge is not lost from those officers who have served on the Board for one to three years. The current model could be very disruptive and damaging to the Board of Directors if that knowledge is lost with the Society business that occurs in the next year.

There are checks and balances in place for Board member duty noted in Section 10; page 10 of the revised Bylaws. This states that a Board member can be removed by a 2/3rds vote

of the Board of Directors at a Board meeting where a quorum is present (Quorum defined as majority). The Board members have Fiduciary Duty and Duty of Care to CDS. The Board members are the most informed group to know whether a fellow Board Officer is not upholding their Board responsibilities.

Who engaged in the revision of the bylaws?

- In January 2023, the CDS Board of Directors appointed a Task Force of six (6) members who represent the three Leadership Development Groups, Past Presidents, and past and current Board members who have worked together over the last eight (8) months. Drs. Mike Durbin, Phil Schefke, Cheryl Watson-Lowry, Spencer Pope, David Rosenbaum, and Susan Becker Doroshow
- CDS legal counsel Kimberly Pendo, Chicago Law Partners, who has over 20+ years of association expertise.
- Heather Nash, CEO, served as staff liaison.
- The CDS Board of Directors has approved the revisions and have been included in all discussions to bring to all CDS members for vote.

How was this information communicated to CDS members?

- The first story ran in the CDS Review in the July/August 2024 issue outlining why the Bylaws were being revised.
- A Bylaws update was printed in the September/October 2024 issue of CDS Review.
- Email at info@cds.org created for member questions.
- CDS developed a website page for the Bylaws Revision project available on September 16 with the current and revised Bylaws as well as a full set of frequently asked questions (FAQs).
- An all-member email was sent on September 16 informing members of the website and a scheduled all member Townhall Webinar
- The CDS all member newsletter was sent September 18 with all the information about Townhall Webinar and website information.
- A 90 minute all member Townhall webinar was held on September 25 which was recorded and posted on the website.
- Communication was included in all nine (9) branches in their individual Branch Newsletters on October 1.

- The second all member email was sent on October 15 alerting members of a revision to the Bylaws based on member feedback with revision posted on the CDS website.
- The second CDS all member newsletter sent October 17 to inform members on the revision and directed members to the website for information.
- October 24 final Bylaws document posted with FAQs to the CDS website.
- Third all members mailing planned for October 29
- Second CDS nine (9) Branch newsletters planned for November 1