

Duties & Procedures of the Board of Directors

Duties

- ◆ Attend five to seven scheduled Board of Directors meetings. Plan on staying for the entire meeting, ending time will be on the agenda book. Meetings are scheduled at least five months prior to beginning of new fiscal year.
- ◆ Become familiar with Articles of Incorporation, Bylaws, Mission Statement and Strategic Plan.
- ◆ Review and be prepared to discuss materials contained in the agenda book. Agenda book will be mailed one week prior to the scheduled meeting.
- ◆ Attend the WSDA House of Delegates. If you're not a member of your component delegation, the WSDA will pay your expenses.
- ◆ On alternate years attend the WSDA Leadership Conference and the Board of Directors Retreat.
- ◆ Keep your component society abreast of the activities of the WSDA, membership benefits available and legislative issues pending.
- ◆ Participate in Dental Action Day in Olympia, held annually in late January or early February.
- ◆ Participate in Pacific Northwest Dental Conference, held annually in July, if possible.
- ◆ Assist the WSDA, its Officers, task forces, committees, and staff in effectively communicating with the profession in the state of Washington.
- ◆ Whenever possible volunteer to participate in WSDA's outreach programs and activities.
- ◆ Promote a positive image of the profession to the public, media, legislature and members.
- ◆ Be on time! Be a critical listener! Be a participant!

Procedures

AUTHORITY

- ◆ WSDA Articles of Incorporation authorize a Board of Directors to transact "necessary business of the corporation" . . . "during the interim between meetings of the House of Delegates."

RESPONSIBILITIES

- ◆ In addition to above, the Bylaws list specific responsibilities, which include the following:

General

- ◆ Supervise business of the Association when the House of Delegates is not in session and implement decisions of the House.
- ◆ Receive and pass upon all resignations of officers, delegates (ADA) or committee members.
- ◆ Receive and pass upon appointments filling vacancies in appointive and elective offices (except for President, President-elect and Immediate Past President).
- ◆ Create task forces to expedite Association functions. (Operate within administrative year only. If continued into a next administrative year, must be re-appointed by new Board of Directors or House of Delegates.)
- ◆ Perform such other duties as are prescribed by the Bylaws or the mandates of the House of Delegates.

House of Delegates

- ◆ Report activities annually to the House of Delegates. (Presently accomplished through submission of minutes.)
- ◆ Any action of the Board of Directors is subject to approval or rejection by the House of Delegates at its next regular or special meeting. (Minutes presently are distributed to members of the House of Delegates in delegates' packets with resolutions; becomes item of business, referred to a reference committee; House "approves"; can pull out any item for debate and action.)
- ◆ Approve Agenda for House of Delegates. (Usually applies only when a major change is being made. Officers in role as House Committee on Rules and Order customarily perform this function.)

Fiscal

- ◆ Pass on all routine expenditures. May be delegated to Secretary-Treasurer (customarily delegated to the Secretary-Treasurer at the September organizational meeting.)
- ◆ Secure adequate surety bonds for the Secretary-Treasurer and the Secretary-Treasurer's staff; liability insurance for Board of Directors.
- ◆ Appropriate, allocate or re-allocate funds, based on the recommendations of the Committee on Budget and Finance.

- ◆ May authorize expenditures from the contingency fund. Whenever possible, this should be done upon recommendation of the Committee on Budget and Finance.

MEMBERSHIP

- ◆ The Board of Directors consists of the President, President-elect, Vice President, Secretary-Treasurer, Immediate Past President and twelve members elected by the House of Delegates.
- ◆ The twelve non-officer elected members: Serve three-year terms on rotating basis, with three elected each year. Limited to two terms.
- ◆ Twelve members constitute a quorum, except for mail ballots.
- ◆ Mail or e-mail ballot requires two-thirds return to be valid.

OTHER ATTENDEES

- ◆ All meetings, except for executive sessions, are open to all members.
- ◆ Executive sessions can be held on request of an officer or Board of Directors member, giving topic to be discussed.
- ◆ WSDA Editor and the chair of the Committee on Budget and Finance are invited to all Board of Directors meetings and receive all agendas, materials, etc.
- ◆ Legislative Director when legislation is being discussed.
- ◆ Executive Director, Senior Staff, and other Association Office staff as appropriate.
- ◆ Committee and/or Task Force chairmen and/or members when requested by the President.
- ◆ Attorney and/or lobbyists when appropriate and upon request.
- ◆ Director of Operations takes notes and writes minutes.

PRESIDES

- ◆ President. In President's absence, President-elect.

MEETINGS

- ◆ Customarily the Board of Directors meets five to seven times a year.
- ◆ Meetings are at WSDA Association Office, with lunch catered in. Calendar is set by May of the preceding year. Every other year the Board holds a retreat/planning meeting in the fall.

REIMBURSEMENT

- ◆ Transportation and lodging for members of the Board of Directors is defrayed for Board of Directors meetings according to WSDA policy.
- ◆ Transportation and lodging also are defrayed for Board of Directors meetings according to WSDA policy for Editor, Budget and Finance Chairman, Legislative Director and for committee and/or task force representatives requested to attend.
- ◆ Transportation and lodging expenses for attendance at House of Delegates are defrayed for Board of Directors members who are not component society delegates.

AGENDA

- ◆ Board of Directors Agenda includes a consent calendar for minutes, reports, correspondence, and routine resolutions. Any item can be pulled at request of one member.
- ◆ Certain items regularly occur on the agenda or customarily are scheduled at specific times during the administrative year. These include:
 - ◆ Adoption of agenda and additions thereto.
 - ◆ Reports by Officers, Budget and Finance Chairman.
 - ◆ Approval of immediately previous Board of Directors minutes or telephone conference call minutes.
- ◆ Receive minutes of standing committees and task forces and act upon resolutions emanating from same or on any other matters pertinent to committee or task force activities, if Board so desires. Committees and task forces cannot make policy. Policy statements generated by committees and task forces must go to the Board of Directors or the House of Delegates for action.
- ◆ Act on requests for changes in the budget, with recommendation from Committee on Budget and Finance.
- ◆ Adopt routine resolutions on fiscal matters; retaining attorney, broker and auditor at first meeting following the House of Delegates.
- ◆ Approve President-elect's appointments to the Committee on Pacific Northwest Dental Conference (at spring meeting). (This is only committee whose terms start June 1 instead of October 1 and whose appointments routinely go before the Board of Directors instead of the House of Delegates.)
- ◆ Select nominees to fill vacancies on state boards (preferably two months prior to term change).

POLICY ON SEXUAL HARASSMENT

- A. It is Association policy that WSDA officers and members of its board of directors conduct themselves in a way which assures the workplace remains free from sexual harassment. They are expected to avoid any action or conduct which could be viewed as sexual harassment, or an improper work environment, including:
- Unwelcome sexual advances
 - Requests for sexual acts for favors
 - Other verbal or physical conduct of a harassing nature
- B. Violations of this policy could result in discipline determined by the board of directors, including potential removal from office.
- C. Officers and directors are encouraged to intervene if they observe others creating an atmosphere of excessive drinking, improper conduct or harassment. They are also encouraged to call such circumstance to the attention of WSDA's Executive Director or the WSDA president.
- D. Employee complaints under this policy must be reported under the procedure stated in the Personnel Policy on Sexual Harassment. Such complaints will be investigated and processed as therein stated.

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SAH