

Board of Directors

Date/Time/Place: Friday, August 18, 2023/8:30 a.m./Association Office

Board Present: Dr. John L. Gibbons, President
Dr. Nathan G. Russell, President-elect
Dr. Ashley L. Ulmer, Immediate Past President
Dr. Lisa Buttaro (2023)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Chris Dorow (2024)
Dr. Lisa Egbert (2024)
Dr. Emily Hobart (2025)
Dr. Christine Kirchner (2024)
Dr. Mark Koday (2023)
Dr. Melanie Lang (2023)
Dr. Kim Nordberg (2023)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)

Board Absent: Dr. Blake McKinley, Jr., Secretary/Treasurer

Others Present: Mr. Bracken Killpack, Executive Director
Mr. Kainoa Trotter, Assistant Executive Director
Ms. Emily Lovell, Government Affairs Director
Ms. Reneschia Brown, Membership & Governance Coordinator
Mr. John Meier, ERNwest
Mr. Kyle Monett, ERNwest
Mr. Allen Shimon, System Six

Actions.

Approved BD-28-2022/2023 Appointments to 2024 Legislative Task Force.

Agreed to partner with the Washington State Medical Association on its Better Prescribing, Better Treatment program.

Provisionally approved HD-10-2023 Reimagining Association Membership for submission to the 2023 House of Delegates.

Provisionally approved HD-11-2023 Regarding WSDA Retro for submission to the 2023 House of Delegates.

Directed staff to draft a new resolution to amend the Bylaws to add new language on executive director succession that can be submitted to the 2023 House of Delegates as new business.

Approved installation of steel doors across the entire carport entry.

Approved \$15,000 contribution to the Hawaii Dental Association Maui Relief Fund from the WSDA Relief Fund.

Approved BD-30-2022/2023 Authorization to Create Washington State Dental Association Employee Corporation.

Provisionally approved HD-13-2023 Creation of Committee on Service Lines for submission to the 2023 House of Delegates.

Approved BD-29-2022/2023 Appointments to the Member Nominating Panel.

Approved BD-31-2022/2023 Adoption of Revised Investment Policy Statement.

Provisionally approved HD-09-2023 Legislative Agenda for 2024 for submission to the 2023 House of Delegates.

Provisionally approved HD-02-2023 Rules of the House of Delegates – September 2023 for submission to the 2023 House of Delegates.

Provisionally approved HD-04-2023 WSDA 2023/2024 Budget for submission to the 2023 House of Delegates.

Provisionally approved HD-05-2023 WSDA Dues for 2023 for submission to the 2023 House of Delegates.

Provisionally approved HD-07-2023 Board decided to schedule HOD meeting dates out two years instead of three.

Provisionally approved HD-08-2023 Staff Recognition for submission to the 2023 House of Delegates.

Call to Order. Dr. Gibbons called the meeting to order at 8:33 a.m.

Agenda. The agenda was adopted as submitted.

Consent Agenda. The following items were approved as submitted:

- Approval of the Minutes of May 12-13, 2023
- Email Correspondence
- Board Action
- Current Year-to-Date Financial Statements
- BD-28-2022/2023 Appointments to 2024 Legislative Task Force

BD-28-2022/2023

Appointments to the 2024 Legislative Session Task Force

Background. Each year, the Board of Directors shall appoint a Legislative Session Task Force (Task Force) to oversee preparations for the upcoming session of the Washington State Legislature. Members of this Task Force shall be nominated and approved by the Board of Directors no later than August 31 of the year prior to the start of the upcoming legislative session. Each year, the Task Force will dissolve after the completion of its assigned legislative session (and subsequent special sessions) and after it has provided recommendations to the Board of Directors for the Association's legislative agenda for the following legislative session.

The 2023 Task Force met several times via Zoom during the 2023 legislative session to discuss legislation of importance and determine the Association's formal position as well as the appropriate level of advocacy needed. Per the Standing Rules, the Task Force met on Thursday, May 18, 2023, to discharge its final duties prior to its dissolution. At the meeting, the Task

Force discussed anticipated topics for the 2024 legislative session and potential policies to address the existing workforce shortage in our state. Additionally, the Task Force discussed the importance of adding subject matter experts to the Task Force as issues arise during the 2024 session. Therefore, the Task Force recommends the following persons be appointed to the 2024 Legislative Session Task Force, with the understanding that additional members may be added following the 2023 House of Delegates or during the 2024 legislative session:

Dr. Brianne Butler
Dr. Stephen Davis
Dr. Christopher Delecki
Dr. Christopher Dorow
Dr. Linda Edgar
Dr. John Gibbons, Chair
Dr. Joseph de Jesus
Dr. Mark Koday
Dr. Bernard Larson
Dr. Cynthia Pauley
Dr. Amy Winston

Therefore be it,

RESOLVED, that the Board of Directors appoint the following individuals as members of the 2024 Legislative Session Task Force.

Dr. Brianne Butler
Dr. Stephen Davis
Dr. Christopher Delecki
Dr. Christopher Dorow
Dr. Linda Edgar
Dr. John Gibbons
Dr. Joseph de Jesus
Dr. Bernard Larson
Dr. Cynthia Pauley
Dr. Amy Winston

end

- Report on California Dental Association Proposal to Make ADA Dues Voluntary in California

Better Prescribing, Better Treatment Presentation from WSMA. Dr. Nathan Schlicher gave a presentation on the WSMA program developed in response to the opioid crisis which helps educate prescribers about how they prescribing habits compare to guidelines. Better Prescribing, Better Treatment has federal funding from September 2023-2025 and is seeking an additional grant. The program collects metrics and data and does a podcast featuring health professionals. WSMA is request a partnership with WSDA and help in developing reports for dentists.

After discussion, a motion was made and accepted to have WSDA partner with WSMA on Better Prescribing, Better Treatment. Drs. Egbert, Hobart, and Wilson will create a taskforce that will meet with WSMA.

Executive Session with John Meier and Kyle Monnett, ERNwest. The Board went into executive session beginning at 10:00 a.m. and ending at 11:38 a.m.

Re-imaging Tripartite Membership. Mr. Killpack announced that he and Mr. Trotter have been appointed to serve on an ADA Membership Model Task Force. Mr. Killpack will serve as chair of the Task Force. The Task Force is charged with presenting plans to the ADA's 2024 House of Delegates with implementation starting in 2025.

HD-10-2023 Reimagining Association Membership.

HD-10-2023 Reimagining Association Membership

Background Statement. ADA data show that membership has been in slow decline for several decades. At the beginning of the century, the Association had a market share of more than 80%. At the end of 2022 WSDA's market share dropped below 62% while both the Seattle-King County Dental Society (WSDA's largest component society) and the American Dental Association dropped to market shares of 57%. Across the nation, there are now several state dental associations and component dental societies with market shares below 50%. WSDA and ADA will drop below 50% market share in the near future if the status quo is maintained.

Previously, conversations on this topic would inevitably lead to challenges to call non-members, to send them a perfectly worded email, or offer promotional discounts to compel them to join. There's no doubt that these efforts have helped on the margins in the short run. However, tweaking the current model or simply "working harder" have not and will not address the systemic problem that we face.

Many members and non-members view the cost of membership to be too expensive and increasingly cost prohibitive for the perceived value. This is unsustainable. The tripartite is strongest when speaking on behalf of as many dentists as possible. The WSDA Board of Directors and Association staff endeavor to significantly reduce the cost of membership dues over time in order to encourage all dentists to join and strengthen our voice.

Leadership of the Washington State Dental Association and American Dental Association have begun development of a new, tiered membership model for the entire tripartite that will more closely resemble loyalty or rewards programs utilized across multiple industries. A report of the early work on this proposed model will be shared at the House of Delegates.

In addition to fundamentally reimagining the tripartite membership model, the ADA, WSDA, and component societies must also work to decrease reliance on dues revenue to sustain operations. Data show that both members and non-members believe the current cost of membership is unsustainable. Sources of non-dues revenue must be increased to fully fund the mission and strategic priorities of the tripartite.

WSDA will not be able to sufficiently grow sources of non-dues revenue entirely through product and service endorsements. Being a part of the marketing budget of companies that provide value to dentists is not sufficient. Instead, we must build and own new ventures that provide services to dentists and use the profits from these endeavors to fund organized dentistry.

The Board of Directors and Association staff are fully committed to realizing this vision. We look forward to working with the House of Delegates and the membership more broadly on this important work.

Therefore, be it

RESOLVED, that the House of Delegates charges the WSDA Board of Directors with developing Bylaws Amendments to create a tiered membership structure for WSDA and its component societies.

And, be it further

RESOLVED, that the WSDA Board of Directors is also charged with developing a road map for increasing sustainable sources of non-dues revenue that can be utilized by the Association and its component societies to decrease dependence on dues revenue.

And, be it further

RESOLVED, that the WSDA Board of Directors shall submit the aforementioned Bylaws Amendments and road map to the 2024 House of Delegates.

And, be it further

RESOLVED, that the Association shall support the American Dental Association in the development of a national tiered membership structure and shall consider aligning the implementation of a state-based model with one adopted by the ADA.

And, be it further

RESOLVED, that the Board of Directors may, at its discretion, appoint one or more Task

Forces to implement the requirements outlined in this resolution.

end

A motion was made and seconded. Mr. Killpack recommended that the edits submitted by Dr. Egbert be used in lieu of the original draft (recommended edits are included above). The vote to preliminarily approve HD-10-2023 Reimagining Association Membership passed.

HD-11-2023 Regarding WSDA Retro.

HD-11-2023

Regarding WSDA Retro

Background Statement. As the Association strives to reimagine the tripartite membership structure and fully fund its mission and strategic priorities, it is paramount that WSDA increases sources of sustainable non-dues revenue. The Board of Directors proposes that the Association utilize proceeds from WSDA Retro as such a source of non-dues revenue. The Current WSDA Retro group program participation agreement can be found online [here](#).

WSDA Retro was established in 2020 and much has been learned since inception. Originally, the focus was on providing a membership benefit by potentially refunding a portion of payments made to Labor and Industries back to participating practices. The goal was to offset some of the dues paid for Association membership. This benefit was set up as a refund to enrolled practice owners through a methodology articulated in the Program Participation Agreement.

WSDA Retro currently includes over 1,100 dental practices at no cost to practice owners. It has proven indispensable in providing professional support to owners whose staff members have filed workers' compensation claims. Dentists who have been guided through the L&I claims process have given feedback that the help provided, especially while missing an injured employee in a time of severe workforce shortages, is the most valuable aspect of WSDA Retro.

The program has also been expanded to include reimbursement to practice owners for up to 100% of the wages paid to an injured employee who returns to work with modified duties. Without being a Retro participant, a practice owner would be forced to pay regular wages when an employee returns to work in a modified capacity and/or have the practice's L&I experience rating increase.

The Board of Directors is now proposing a change to the way proceeds derived from workers compensation premium refunds are utilized toward the goal of offsetting membership dues. Rather than issuing partial L&I payment refunds to practice owners, the funds are to be used to directly decrease WSDA and WSDA component society dues and/or invest in non-dues revenue generating ventures that will reduce WSDA and WSDA component society dues.

Once WSDA Retro is completely mature (projected to occur in 2025), annual proceeds are expected to exceed \$500,000 at its current size. With more than 3,300 dental practices in Washington, there is potential to significantly increase the amount of revenue that can be generated through this program each year.

Therefore, be it

RESOLVED, that, as soon as prudently possible, the WSDA Retro Group Retrospective Rating Program Participation Agreement be amended to direct proceeds derived from

workers compensation premium refunds to be used by the Association to decrease WSDA and WSDA component society dues and/or invest in non-dues revenue generating ventures that will reduce dues.

end

A motion was made and seconded. Mr. Killpack recommended that the edits submitted by Dr. Egbert be used in lieu of the original draft (recommended edits are included above). The vote to preliminarily approve HD-11-2023 Regarding WSDA Retro passed.

PNDC Recap. Mr. Trotter discussed the upcoming conference, new venue, exhibit hall size, and attendance.

Results of Board Self-Evaluations. Dr. Ulmer presented March/April survey results, noting that BoardSource was used to create the survey.

Board Work Group Reports.

Association Programs. Dr. Tremblay informed the Board of the committee's suggestions to increase the WSDA Retro participation rate by reducing sign up barriers. Suggestions include adding Retro an opt-in option on registration pages, having an in-person sign-up option at the House of Delegates and other venues.

Governance and Leadership. Dr. Ulmer shared that the committee desires to submit language on executive director succession to be included in the WSDA Bylaws. After discussion, it was determined that staff would draft language for Board of Directors approval and that the Board would submit an resolution to amend the Bylaws as new business to the 2023 House of Delegates. She also reported that the Board self-evaluation will be done in the spring of next year. The committee will work on an exit survey.

Budget and Finance. Dr. Russell updated the Board regarding the committee's recommendation to add rolling doors across the entire Canal Centre carport. A motion was made and accepted by Board for the carport door expenditure of 170k. Another motion was made and accepted by the Board to make a \$15,000 donation to the Hawaii Dental Association's Maui Fire Relief Fund from the WSDA Relief Fund.

Report on Proposed Revisions to WSDA's Subsidiary Structure. Mr. Killpack updated the Board on recommendations from tax and legal counsel related to the impact of new sources of non-dues revenue on the tax-exempt status of WSDA. Our tax advisors recommended against forming a for-profit holding company until such a time that sources of non-dues revenue do not clearly fall within articulated purpose of the 501(c)(6). This advice is recommended in order to avoid unnecessary IRS scrutiny. The proposed resolution to establish a new committee would provide necessary governance to the new non-dues revenue endeavors.

BD-30-2022/2023 Authorization to Create Washington State Dental Association Employee Corporation.

BD-30-2022/2023
Authorization to Create Washington State Dental Association
Employee Corporation

RESOLVED, that the Board of Directors authorizes the creation of Washington State Dental Association Employee Corporation to directly employ all W2 employees of WSDA, WDIA and other Association subsidiaries.

And be it further

RESOLVED, that the Executive Director is authorized to work with legal and tax advisors to develop a company operating agreement and that the Compensation Committee is authorized to review and approve the company operating agreement.

And be it further

RESOLVED, that all WSDA and subsidiary employee payroll and employee benefits shall be administered through Washington State Dental Association Employee Corporation effective October 1, 2023.

end

Mr. Killpack explained the intent of this resolution as the preferred method for streamlining employment across multiple organizational entities. Employee corporations are regularly utilized across multiple entities including some dental practices. A motion was made and seconded. The vote to approve BD-30-2022/2023 Authorization to Create Washington State Dental Association Employee Corporation was passed.

HD-13-2023 Creation of Committee on Service Lines.

HD-13-2023
Establishment of a Service Lines Committee (Bylaws Amendment)

Background Statement. The Board of Directors recommends that the House of Delegates form a new Standing Committee to help ensure appropriate volunteer guidance and oversight of existing and new business ventures.

Therefore, be it

RESOLVED, that the Bylaws be amended as follows:

VII. Task Forces, Standing Committees and Their Duties

A. Standing Committees. The WSDA Standing Committees are:

1. Nominations Committee. The Nominations Committee is responsible for providing nomination recommendations for elected positions to the House of Delegates and for appointed positions to the President or Board of Directors as outlined in these Bylaws as well as Standing Rule. The House of Delegates and Board of Directors is not required to elect or appoint the nominees recommended by the Nominations Committee but each nominee from the committee shall be considered. The Nominations Committee may opt to provide more nomination recommendations than positions available in order to give the electing or appointing body more options.

The Nominations Committee shall be a committee of ten (10) members appointed by the Board of Directors. One position will be reserved for the Immediate Past President. One position will be reserved for an at-large Board member selected by the Board of Directors. The remaining positions shall be filled by members that are not currently serving on the Board of Directors. Term length shall be outlined in Standing Rule. Each term shall commence at the beginning of the Association's fiscal year. The Board of Directors is charged with appointing a Nominations Committee reflective of the diversity of experience, geography, training, gender, and race/ethnicity of the Association's members.

The full list of duties and expectations of the Nominations Committee shall be specified in Standing Rule.

2. Committee on Regulatory Affairs. This committee shall be composed of the at-large members appointed by Board of Directors to terms specified in Standing Rule. The Board of Directors shall appoint members with experience and knowledge relevant to the ongoing work of the Dental Quality Assurance Commission and other government agencies identified in Standing Rule. Each year, the President shall designate the committee chair, who shall serve in this capacity for a period of 12 months. The committee chair is expected to regularly attend meetings of the Dental Quality Assurance Commission and perform other additional responsibilities as specified in Standing Rule.

3. Committee on Continuing Education. The Committee on Continuing Education shall be a rotating committee of up to eleven (11) members comprised of up to eight (8) dentists and up to three (3) hygienists. The term of each committee member is four years. Persons shall be eligible for reappointment to multiple terms.

Each term of the committee shall commence on the last day of the Pacific Northwest Dental Conference of the year when the appointment takes effect.

Each year, the Committee on Continuing Education shall designate the committee chair and committee vice-chair, who shall serve in this capacity for a period of 12 months commencing on the last day of the annual Pacific Northwest Dental Conference of the year the appointment is made.

4. Dental Benefits Committee. The Dental Benefits Committee is responsible for investigating and analyzing dental benefits related member issues, conducting outreach with dental benefits carriers operating in Washington, establishing a working relationship with the Office of the Insurance Commissioner,

and collaborating on the substance and implementation of the Association's dental benefits advocacy agenda.

The Dental Benefits Committee shall be a rotating committee of up to ten (10) members appointed by the Board of Directors. The term of each committee members is three years. Persons shall be eligible for reappointment to multiple terms. The Board of Directors may stagger the term length of committee members to increase continuity.

Each year, the Dental Benefits Committee shall designate the committee chair and committee vice-chair, who shall serve in this capacity for one year.

5. Service Lines Committee. The Service Lines Committee is responsible for oversight of the Association's service lines that generate non-dues revenue, including service lines operated through business subsidiaries of the Association and service lines operated directly by the Association. The Board of Directors shall have the discretion to add or remove specific service lines from the Committee's oversight responsibilities. The Executive Director of the Association shall serve as one voting member of the Committee. The Board of Directors shall specify the number, qualifications, and terms of the remaining Committee members, along with the full list of duties and expectations of the Service Lines Committee, in Standing Rule.

end

Mr. Killpack explained that this new committee would provide governance over new non-dues revenue projects. There was a brief discussion over whether the executive director should serve as a voting member of this committee. Mr. Killpack explained that this provision was included because the executive director is already a member of other non-dues revenue ventures including WDIA and NORDIC when WSDA had equity in that company. A motion was made and seconded. The vote to preliminarily approve HD-13-2023 Establishment of a Service Lines Committee (Bylaws Amendment) passed.

Discussion on Preliminary Timeline for Moving WDIA Board responsibilities over to Committee on Service Lines. Mr. Killpack purposed that the proposed Service Lines Committee could logically absorb the responsibilities of the WDIA Board of Directors over time. Staff does not recommend an immediate transfer of governance responsibilities, however, due to multiple ongoing projects.

BD-29-2022/2023 Appointments to the Member Nominating Panel.

BD-29-2022/2023

Appointments to the Member Nominating Panel

RESOLVED, that the Board of Directors appoints Drs. Lisa Buttarro and Christine Kirchner to serve on the Member Nominating Panel for Delta Dental of Washington, as

articulated in the 2020 amendments to the Bylaws of Delta Dental of Washington, as representatives of organized dentistry.

Dr. Kirchner is appointed to fill the remainder of the term of Dr. Nathan Russell expiring December 31, 2025.

Dr. Buttarro is appointed to hold a three-year term expiring December 31, 2026.

end

A motion was made and seconded. The vote to approve BD-29-2022/2023 Appointments to the Member Nominating Panel passed.

BD-31-2022/2023 Adoption of Revised Investment Policy Statements.

**BD-31-2022/2023
Adoption of Revised Investment Policy Statement**

RESOLVED, the Board of Directors adopts the revised investment policy statement as approved and presented by the Budget and Finance Work Group.

end

The Budget & Finance Board Work Group reviewed the proposed edits to the Investment Policy Statement that were recommended by the Investment Committee. Members of the Work Group made additional, clarifying amendments. A motion was made and seconded. The vote to approve BD-31-2022/2023 Adoption of Revised Investment Policy Statement passed.

Advocacy.

Update on Ongoing Dental Benefits Activities. Members of the Dental Benefits Committee on the Board presented on the current projects of the Committee which include a discussion with DDWA about prioritizing conservative dentistry, facilitating discussions with DDWA on member concerns, working on issues related to wellness plans with OIC, and development of dental benefits legislation.

Update on Ongoing Dental Workforce Activities. Mr. Killpack provided an update on ongoing work with DDWA around creating a preventive dental assistant.

HD-09-2023 Legislative Agenda for 2024.

**HD-09-2023
WSDA Legislative Agenda for 2024**

Therefore, be it

RESOLVED, that notwithstanding the legislative positions and core principles outlined in this legislative agenda, the Association's legislative priorities, which shall supersede and take primacy over all others, are as follows:

1. Legislation that a) improves dental benefits policies and processes negatively impacting patient care or b) reduces detrimental interference of dental benefits carriers in the doctor-patient relationship
2. Legislation that mitigates the severe shortages of dental hygienists and dental assistants in Washington state;

And be it further

RESOLVED, that WSDA supports state revenue policies that are fair to dentistry and opposes tax and fee increases that negatively affect dentistry;

And be it further

RESOLVED, that WSDA supports the preservation and extension of funding for dental Medicaid, dental residency programs, Federally Qualified Health Center dental clinics, loan repayment programs, the RIDE program, and other state funded initiatives that reduce barriers to dental care without compromising patient safety;

And be it further

RESOLVED, that WSDA will oppose enacted or proposed legislation that creates dental therapists, dental hygiene therapists, or any other non-dentist provider that performs irreversible procedures;

And be it further

RESOLVED, that WSDA will oppose any legislation that amends the definition of dentistry found in RCW 18.32.020 (3) to allow non-dentists to own dental practices or otherwise interfere in the doctor-patient relationship;

And be it further

RESOLVED, that WSDA supports reforms to the Medicaid audit process;

And be it further

RESOLVED, that WSDA supports legislation that prioritizes the payment of preventive dental care provided by dentists prior to an individual's deductible being met;

And be it further

RESOLVED, that WSDA supports reforms to dental benefits that will result in better patient care;

And be it further

RESOLVED, that WSDA supports legislation to address the dental workforce shortage crisis in Washington state.

And be it further

RESOLVED, that the WSDA supports legislation that codifies the right of dentists to provide in office membership plans/wellness partnerships to their patients;

And be it further

RESOLVED, that WSDA reaffirms the following policy in determining its annual legislative agenda:

The Legislative Session Task Force, in consultation with the Board of Directors, will apply the following core principles and the existing political climate of the Legislature to any given legislative position to determine its advocacy strategy.

1. It is in the best health and safety interest of the public at large and dental providers.
2. It maintains and protects the diagnostic authority of the dentist.
3. It is cost effective for the public.
4. It is cost effective for the dental profession.
5. It addresses those in need of dental services and provides adequate reimbursement to the provider of the dental service.
6. It maintains the integrity of the dental delivery system.
7. It maintains that only a dentist can provide irreversible procedures within the scope of their practice.

And be it further

RESOLVED, that the Association supports the following dental workforce initiatives:

Amend RCW 18.260.010 to allow dental assistants to add general supervision to their scope (Gives DQAC rulemaking authority and presents the opportunity to add more than disinfecting operatories and sterilizing equipment).

Amend RCW 18.260.070 to allow EFDAs to disinfect operatories and sterilize equipment under general supervision.

Amend RCW 18.260.040 to allow dental assistants to do the following procedures under close supervision:

- Dental prophylaxis for patients in a healthy oral state including the polishing and scaling of teeth with supragingival, “visible” calculus
- Periodontal probing
- Gross debridement of supragingival, “visible” calculus with a non-invasive ultrasonic device

Require the Dental Quality Assurance Commission to establish criteria for initial training and continuing education requirements for dental assistants who wish to perform the procedures described above under close supervision.

~~Amend RCW 18.29.190 to remove the requirement to be currently engaged in “active practice” in another state.~~

Amend RCW 18.29.190 to include a core hygiene license that does not require hygienists to obtain the required education and training in restorative or anesthesia and nitrous oxide, but rather makes it optional and achievable through endorsement.

And be it further

RESOLVED, that the Association will work to implement the following dental benefit reform legislation ~~supported by the American Dental Association:~~

1. Assignment of Benefits
2. Independent Claims Review
3. Silent PPO Network Rental Affiliated Network Clause Transparency
4. Retroactive Denials-Post Payment Audits
5. Virtual Credit Card
6. s

And be it further

RESOLVED, that WSDA maintains its support of the following resolutions passed in prior annual sessions of the House of Delegates:

1. HD-10-2014: supporting legislation to merge the current dental hygiene committee with DQAC; opposition of legislation that would create an independent dental hygiene board.
2. HD-17-2014: developing and supporting legislation to revise the definition of dentistry in RCW 18.32.020 subparts (1) and (2) to be consistent with language developed by the ADA.
3. HD-09-2011: expanding the scope of the Expanded Function Dental Auxiliaries (EFDAs) to include supragingival scaling, local anesthesia and gross debridement under the direct supervision of a dentist.

end

Dr. Gibbons requested that the resolution be amended to change the reference to “Medical Loss Ratio” to “Dental Loss Ratio”. A motion was made, seconded, and adopted to make that amendment. A motion was made and seconded to adopt the

amended resolution. The vote to preliminarily approve HD-09-2023 Legislative Agenda 2024 passed.

Regulatory Update. Ms. Lauren Johnson presented on the current activities of DQAC.

House of Delegates.

Additional Resolutions Requiring Board Approval.

HD-02-2023 Rules for the House of Delegates – September 2023.

HD-02-2023 Rules for the House of Delegates – September 2023

RESOLVED, that the following shall be adopted as the Rules for the House of Delegates at its annual meeting held in Seattle, Washington, September 21-23, 2023:

1. The House of Delegates shall be organized and operated as outlined in the memorandum entitled “Organization and Operation of the House of Delegates” adopted in December 1960 and as amended by HD-01-2023 Re-establishing the “Organization and Operation of the House of Delegates” Document by the House of Delegates.
2. All resolutions and reports mailed to the members of the House of Delegates prior to the annual meeting may be read in part at the time of their introduction in the House, and such reading shall stand for reading the material in full.
3. If desired, at the request of the majority of the members of this House, any material shall be read in part or in full and amended or discussed at the time of the first reading.
4. Resolutions and reports not pertaining to amendments of the Bylaws may be acted upon by the House at the time of the first reading unless the House by majority vote, or the presiding officer, requests that the resolution or report be referred to a reference committee for further study and recommendations back to this House. Candidates for any position to be elected by the House at this meeting shall be ineligible to serve on a reference committee of this House meeting.
5. Except by majority consent of the members of the House of Delegates, debate on either side of a subject by one individual shall be limited to not more than two speeches, neither of which shall exceed five minutes.
6. The agenda for this House shall be the agenda as established by the Rules and Order Committee and submitted to the House of Delegates. New business not previously submitted and placed on the agenda by the Rules and Order

Committee shall be considered only by two-thirds majority consent of the House of Delegates. Any business not receiving such two-thirds majority approval shall be referred to the next session of the House of Delegates by the presiding officer. The Bylaws amendment resolution pertaining to dues, HD-05-2023, and any increases, decreases or other amendments thereof, shall be in order for consideration by this House near the end of its final business session.

7. Voting for elective office will be conducted by electronic ballot. If the number of nominees equals the number of positions to be filled, and there is a difference as to the length of term, delegates shall vote for up to one less than the number of positions to be filled.
8. In the case of an elected office (such as board of directors) where more than one person is to be elected, the candidates receiving the most votes are each elected until the positions are filled, with the prevailing candidate receiving the fewer votes receiving the short term, if one is applicable.

In the event of a tie, necessary to be resolved to complete the election, the run-off election is only among the two or more candidates in the tie. The elected candidate must receive a majority of the votes cast as per WSDA Bylaws Chapter XIV.

9. To expedite the actions of the House, a list of referrals of known business shall be prepared by the Rules and Order Committee prior to the opening of the House of Delegates and presented to the members of the House at their opening session.

end

A motion was made and seconded. The vote to approve HD-02-2023 Rules for the House of Delegates – September 2023 passed.

HD-04-2023 WSDA 2023/2024 Budget.

HD-04-2023
WSDA 2023/2024 Budget

RESOLVED, that the attached shall be adopted as the Washington State Dental Association Budget for 2023/2024.

Reference Proposed Budget at:

www.wsd.org/member-center/governance/house-of-delegates

end

The Board discussed a few minor amendments made to the 2023/2024 Budget that were adopted by the Budget & Finance Board Work Group. A motion was made and seconded. The vote to approve HD-04-2023 WSDA 2023/2024 Budget passed.

HD-05-2023 WSDA Dues for 2023.

**HD-05-2023
WSDA Dues for 2024
(Bylaw Amendment)**

RESOLVED, that the first paragraph of Bylaws, Section II, Dues, C. Schedule of Dues, be revised as follows:

II. Dues

C. Schedule of Dues. The annual dues of active or associate members shall be \$549, plus an additional amount of \$100 designated for political activity support. The total amount of dues, and political activity support is \$649.

The \$100 designated for political activity support shall be remitted to DentPAC for state or local political campaign contributions and other political expenses of DentPAC; provided, however, a member may elect that the amount instead be allocated to a WSDA Issues Fund for political purposes other than direct campaign contributions to candidates.

A dentist who has not previously been an active or associate member of any constituent society of the American Dental Association and is not an immediate graduate from dental school or a specialty program/residency, upon becoming an active member of the Washington State Dental Association for the first time, shall pay dues of 15 percent of active member dues for the year he or she becomes a member of the Washington State Dental Association and 30 percent of active member dues for the year next following. The dues of such a member for the third consecutive year of membership shall be 45 percent of active member dues. The fourth consecutive year of membership shall be 75 percent of active member dues. Immediate graduates from dental school or a specialty program/ residency shall have their dues waived for the first complete year after graduation. Recent graduates will have dues 30 percent of active member dues for the year next following. The dues of such a member for the third consecutive year of membership shall be 45 percent of active member dues. The fourth consecutive year of membership shall be 75 percent of active member dues. Hygienist members shall pay annual dues of \$25.

An ASDA member meeting the aforementioned criteria shall have his or her dues reduced an additional 5 percent of active member dues for each of the first four years of membership.

When an active member retires from the practice of dentistry, and is not engaged in any commercial endeavor allied to dentistry, such member's annual dues shall be 10

percent of active member dues, provided that the secretary of the component society to which the member belongs annually certifies that such member is not practicing dentistry and is not engaged in any commercial endeavor allied to dentistry. This section shall not apply to any dentist eligible for a waiver of dues by reason of total disability.

Active Life members. Regardless of members' previous classification of membership, the dues of life members who have not fulfilled the qualifications with regard to income related to dentistry shall be 50 percent of the dues of active members, due January 1 of each year.

Retired Life members. Life members who have fulfilled the qualifications with regard to income related to dentistry shall be exempt from payment of dues.

Honorary, graduate student, and student members, shall not be required to pay annual dues.

Active and retired members who have suffered hardship due to catastrophe of medical illness as certified by component society secretaries shall be exempt from payment of dues.

end

A motion was made and seconded. The vote to approve HD-05-2023 WSDA Dues for 2023 passed.

HD-07-2023 Location of the 2026 House of Delegates. Mr. Trotter proposed that WSDA only set dates for the House of Delegates meeting two years in advance as opposed to the current practice of three years in advance. After discussion the Board agreed with the recommendation and decided to not submit a resolution to determine the location and dates of the 2026 House of Delegates until the House of Delegates meets in 2024.

Mr. Killpack stated that all resolutions after HD-06-2023 should be renumbered since a House of Delegates resolution will not be submitted. The Board agreed with this recommendation.

HD-08-2023 Staff Recognition.

HD-08-2023 Staff Recognition

Background Statement. With the adoption of HD-10-2015, Recognition of Association and Component Society Staff, the House adopted the following resolutions:

RESOLVED, that the House of Delegates, through resolution, commend and acknowledge the support of the staff of the Association and its component societies on the fifth anniversary of employment and every five years thereafter so long as the staff member is employed by the Association or its component societies;

And be it further

RESOLVED, that the anniversary of employment of staff be recognized at the House of Delegates in the same calendar year as the recognized anniversary;

Therefore, be it

RESOLVED, that the following individual be recognized for their service at the 2023 House of Delegates:

- 15 Years: Bracken Killpack, Washington State Dental Association (2007)
- 15 Years: Cindy Kramer, Thurston-Mason Counties Dental Society (2007)
- 10 Years: Emily Lovell, Washington State Dental Association (2013)
- 5 Years: Martina Torres, Washington State Dental Association (2018)

end

A motion was made and seconded. The vote to approve HD-08-2023 Staff Recognition passed.

Review of Previously Board Approved Resolutions and Resolutions Not Requiring Board Approval. The Board of Directors briefly reviewed resolutions that it has already submitted to the House of Delegates as well as a resolution from the Task Force on Unstaffed Component Societies and a member resolution related to an RFP for certain product lines offered by WDIA.

Preliminary Assignment of Mentors for Board Candidates. Dr. Gibbons encourages members to consider mentoring a new board member. Specific assignments will be made after the House of Delegates.

Final Review of House Agenda. The Board reviewed the House of Delegates Agenda one final time and discussed the topics for the Thursday evening tables talks. Topics will include: dental benefits, advocacy, and WDIA/Retro table. Staff will explore the use of a QR code for Retro sign-up.

“Good of the Order”.

Presentation of Service Awards. Dr. Gibbons presented service awards to Drs. Koday, Dr. Nordberg, and Ulmer and thanked them for their service to WSDA Leadership.

Adjournment. There being no further business, the meeting was adjourned at 4:40 p.m.

Respectfully submitted,

Dr. John L. Gibbons, President

Attest to: Dr. Blake McKinley, Jr.
Secretary-Treasurer

Reneschia Brown
Acting as Secretary

1st Distribution: Board of Directors

2nd Distribution: (After approval by the Board of Directors) Chairs, Standing and Special Committees and Task Forces; Presidents, Executive Directors of Component Dental Societies ADA President (if from the Eleventh Trustee District); WSDA Attorney; the WSDA House of Delegates

Board of Directors

Date/Time/Place: Saturday, September 23, 2023/ 11:00 a.m. / Hyatt at Olive 8, Room Cyan, Seattle, WA

Board Present: Dr. Nathan G. Russell, President
Dr. Chris Dorow, President-elect
Dr. John L. Gibbons, Immediate Past President
Dr. Blake McKinley, Secretary/Treasurer
Dr. Lisa Buttarò (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Lisa Egbert (2024)
Dr. Kevin Hudson (2026)
Dr. Ronald Hsu (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Board Absent/Excused: Dr. Emily Hobart (2025)

Others Present: Mr. Bracken Killpack, Executive Director
Mr. Kainoa Trotter, Assistant Executive Director
Ms. R. Brown, Governance and Membership Coordinator

Call to Order. Dr. Russell called the meeting to order at 11:00 a.m.

Agenda.

Board Member Orientation.

Meeting Location. Following introductions, Mr. Killpack informed the Board that all Board meetings will be at the Association Office.

Scheduled Meetings. Mr. Killpack went over the scheduled Board Meeting dates with the Board.

Expectations for Attending the Meeting. Dr. Russell and Mr. Killpack went over meeting expectations with the Board.

Dietary Restrictions or Food Allergies. Dr. Russell and Mr. Killpack asked that the Board inform staff of any food allergies or dietary restrictions.

Review Board Duties. Dr. Russell and Mr. Killpack reviewed the Board Duties document.

Overview of Current WSDA Strategic Plan. Dr. Russell and Mr. Killpack reviewed the Current WSDA Strategic Plan with the Board.

Overview of 2023-24 Annual Objectives. Dr. Russell and Mr. Killpack reviewed the 2023-2024 Annual Objectives with the Board.

Annual Conflict of Interest Statement per Standing Rule 4.4. The Board Members reviewed and signed this document.

Attestation per Standing Rule 2.4, Nonprofit Governance Training Program. The Board Members reviewed and signed this document.

Quick Guide, Charity & Nonprofit Board Service in Washington State. Dr. Russell and Mr. Killpack asked the Board to review this document.

Nonprofit Governance Resource. Dr. Russell and Mr. Killpack pointed out Nonprofit governance resource BoardSource to Board Members.

Gather Signatures of New Board Members. Ms. Brown gathered new Board Members signatures.

Board Roster. Mr. Killpack asked Board Members to send Ms. Brown updated contact information.

Governance.

Mentors for New Board Members. Dr. Russell and Mr. Killpack discussed the role of mentors. All newly elected board members will be assigned a mentor prior to the October Board Meeting.

Discussion on Board Work Group Appointments. Dr. Russell and Mr. Killpack gave an overview of Board Work Groups.

Discussion on Compensation Committee Appointments. Dr. Russell and Mr. Killpack discussed the Compensation Committee and asked for a volunteer to fill an open vacancy. Drs. Buttaro, Dean, and Lang are interested in continuing their terms and Dr. Wilson volunteered to fill the remaining open position on the Compensation Committee. A formal resolution approving these appointments will be placed on the consent agenda of the October meeting. Dr. Wilson can participate in the work of the Committee immediately.

At-large Director Appointment to Nominations Committee. Dr. Russell and Mr. Killpack explained the Nominations Committee and asked for volunteers. Dr. Buttaro volunteered to serve as the At-Large Director.

Overview of Executive Session and Attorney-Client Session. Mr. Killpack explained Executive Sessions and Attorney-Client Sessions to the new Board Members.

“Good of the Order.” Dr. Russell welcomed the 2023-2024 Board of Directors.

Adjournment. There being no further business, the meeting was adjourned at 12:53 p.m.

Respectfully submitted,

Dr. Nathan Russell, President

Attest to: Dr. Blake McKinley
 Secretary-Treasurer

 Reneschia Brown
 Acting as Secretary

1st Distribution: [redacted] Board of Directors

2nd Distribution: [redacted] (After approval by the Board of Directors) Chairs, Standing and Special Committees and Task Forces; Presidents, Executive Directors of Component Dental Societies; WSDA’s ADA Delegates; Eleventh District Trustee; ADA President; WSDA Attorney; Speaker of the House; the last three WSDA Past Presidents; and the WSDA House of Delegates.

**Minutes
Board of Directors**

Date/Time/Place: Wednesday September 28, 2022/ Email Ballot

Board Present: Dr. John L. Gibbons, President
Dr. Nathan G. Russell, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. Ashley L. Ulmer, Immediate Past President
Dr. Lisa Buttaro (2023)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Chris Dorow (2024)
Dr. Lisa Egbert (2024)
Dr. Emily Hobart (2025)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2023)
Dr. Kim Nordberg (2023)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)

Absent/Excused:

Action.

Approved BD-01-2022/2023 DQAC Appointments to WDIA Board of Directors

**BD-01-2022/2023
Appointments to WDIA Board of Directors**

Background Statement. WSDA is the sole shareholder of WDIA. The WSDA Board of Directors must appoint the WDIA Board of Directors. The WDIA Board of Directors recommends the following appointments for the Board's consideration.

- The WDIA Board has recruited Dr. Lilo Mannion-Black. Dr. Mannion-Black would like to be appointed to her first three-year term.
- The WDIA Board has recruited Dr. Halee Hyatt. Dr. Hyatt would like to be appointed to her first three-year term.
- The WDIA Board has recruited Dr. Patrick Sharkey. Dr. Sharkey would like to be appointed to his first three-year term

Therefore, be it

RESOLVED, that Drs. Lilo Mannion-Black, Halee Hyatt and Patrick Sharkey be appointed to three-year terms on the WDIA Board of Directors with terms ending in March 2025.

end

Board of Directors

Date/Time/Place: October 27-28, 2023/ 8:30 a.m./ Association Office

Board Present: Dr. Nathan G. Russell, President
Dr. Chris Dorow, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. John L. Gibbons, Immediate Past President
Dr. Lisa Buttaro (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Lisa Egbert (2024)
Dr. Emily Hobart (2025)
Dr. Kevin Hudson (2026)
Dr. Ronald Hsu (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Board Absent/Excused:

Others Present: Mr. Bracken Killpack, Executive Director
Mr. Kainoa Trotter, Assistant Executive Director
Mr. Matt French, Director of Insurance Services
Ms. Emma Brown, Director of Communications and Marketing
Ms. Rachal Gunderson, Operations and Data Manager
Ms. Reneschia Brown, Governance and Membership Coordinator
Ms. Emily Studebaker, Studebaker Nault, PLLC
Mr. Jeff Wilcox, Third Sector Company
Mr. Allen Shimon, System Six

Dr. Bernard Larson, WDIA Board
Dr. Lilo Mannion Black, WDIA Board
Dr. Halee Hyatt, WDIA Board
Dr. Patrick Sharkey, WDIA Board
Dr. Jaclyn Eliassen, WDIA Board

Action.

Approved BD-01-2023-2024: Contract with Lobbyist.

Approved BD-02-2023-2024: Retention of WSDA Attorney.

Approved BD-03-2023-2024: Compensation Committee Appointments.

Approved BD-04-2023-2024: Board Work Group Assignments.

Approved BD-05-2023-2024: Amendment to Board Work Groups Standing Rule.

Approved BD-06-2023-2024: Additional Appointments to and Selection of Chair of the 2024 Legislative Task Force.

Approved Canal Center budget as amended.

Approved 2023-24 Operating Plan

Approved 2024-25 Board Meeting Dates

Approved BD-07-2023-2024: Banking Authorization

Approved Reactive Media Strategy & Crisis Communications Plan as amended.

Call to Order. The meeting was called to order at 8:31 a.m.

Agenda. The agenda adopted as written.

Consent Agenda. The following items were approved as submitted:

- Approval of Minutes of September 23, 2023
- Approval of Minutes of September 28, 2023
- Approval of Minutes of June 22, 2023
- Approval of Minutes of August 25, 2023
- Approval of Minutes of August 18, 2023
- Email Correspondence
- Board Action
- BD-01-2023-2024: Contract with Lobbyist
- BD-02-2023-2024: Retention of WSDA Attorney
- BD-03-2023-2024: Compensation Committee Appointments
- BD-04-2023-2024: Board Work Group Assignments
- BD-05-2023-2024: Amendment to Board Work Groups Standing Rule
- BD-06-2023-2024: Additional Appointments to and Selection of Chair of the 2024 Legislative Task Force

BD-01-2023/2024
Contract with Lobbyist

RESOLVED, that the Executive Director be authorized to negotiate a contract with Mr. Chester Baldwin to serve as WSDA lobbyist for the 2023/2024 administrative year.

end

BD-02-2023/2024
Retention of WSDA Attorney

RESOLVED, that the law firm of Studebaker Nault, PLLC be retained as outside counsel for WSDA for the 2023/2024 administrative year, with attorney Emily R. Studebaker serving as principal attorney.

end

BD-03-2023/2024
Compensation Committee Appointments

Background.

In 2021, the Board re-elected Drs. Chris Dorow and Todd Irwin to serve as At-Large members of the Compensation Committee for two-year terms ending September 2023.

In 2022, the Board elected Drs. Lisa Buttaro and Brittany Dean to serve as At-Large members of the Compensation Committee for two-year terms ending September 2024. In addition, Dr. Melanie Lang was elected to serve the remaining portion of Dr. Todd Irwin's term ending September 2023.

In 2023, the Board needs to elect two At-Large members to serve two-year terms ending September 2025. At its September 2023 meeting, Drs. Melanie Lang and Daniel Wilson volunteered to serve in these roles.

Per Standing Rule 3.4:

3.4. Compensation Committee

- A. Structure. As stated in Bylaws VIII, the Compensation Committee should consist of the Secretary-Treasurer, the Immediate Past President, and four at large members of the Board of Directors selected by the Board of Directors.
- B. Selection of At-Large Members. Selection of At-Large Members of the Compensation Committee shall be conducted by nomination and voting of the full Board of Directors.
- C. Terms of At-Large Committee Members. Effective December 2015, the Board of Directors will select two At-Large Members of the Board of Directors to serve a two-year term and two At-Large Members of the Board of Directors to serve a one-year term on the Compensation Committee. Effective at the beginning of the 2016-17 Fiscal Year and at the beginning of each Fiscal Year thereafter, the

Board of Directors will select two At-Large Members of the Board of Directors to serve a two-year term on the Executive Director Compensation Committee.

- D. Term Limits for At-Large Committee Members. No member of the Board of Directors can serve more than two full terms as an At-Large Member of the Compensation Committee.
- E. Filling Vacancies for At-Large Committee Members. Vacancies of At-Large Positions on the Compensation Committee will be filled by the selection of an At-Large Member of the Board of Directors by the Board of Directors. The selected At-Large Member of the Board of Directors will serve the remainder of the term of the vacated position. Any partial term as an At-Large Member of the Compensation Committee will not count towards the two full term limit.
- F. Committee Chair. At the beginning of each Fiscal Year, members of the Compensation Committee with voting privileges will elect a chair of the Compensation Committee. The term of the Chair will end on the last day of the Fiscal Year.

Ex Officio Members. The President and President-elect are ex officio members of the Compensation Committee without the right to vote.

Therefore, be it

RESOLVED, that Drs. Melanie Lang and Daniel Wilson be elected to serve as At-Large members of the Compensation Committee for two-year terms ending September 2025.

end

BD-4-2023/2024 Board Work Group Assignments

Background Statement. For the 2023/2024 Board year, the Board of Directors will be organized into three Board work groups. These work groups delve more deeply into topical Association issues and activities and report findings and recommendations to the full Board of Directors for discussion. The work groups should become a venue for a deeper partnership between volunteer leaders and staff to discuss critical issues facing different facets of the Association. Based upon the results of the recent survey, we have made the decision for which Board work group each Director will be assigned during the 2023/2024 Board year.

Therefore, be it

RESOLVED, that the Board of Directors makes the following Board work group assignments:

Association Programs

Dr. Lisa Buttarò

Dr. Emily Hobart

Dr. Ronald Hsu

Dr. Daniel Tremblay

Dr. Crystal Vo

Dr. Daniel Wilson

Budget & Finance

Dr. Chris Dorow

Dr. Lisa Egbert

Dr. John Gibbons

Dr. Melanie Lang

Dr. Blake McKinley

Dr. Nathan Russell

Governance & Leadership

Dr. Brittany Dean

Dr. Joseph de Jesus

Dr. Kevin Hudson

Dr. Christine Kirchner

end

BD-5-2023/2024

Amendment to Standing Rule Related to Board Work Groups

RESOLVED, that the Section 3.1 of the Standing Rules be amended as follows:

- A. ~~Prior to the end of the preceding~~ Each fiscal year ~~(September 30)~~, each members of the Board of Directors shall be assigned to one Board Work Group. The Board of Directors shall determine the number of Board Work Groups and the number of individual directors assigned to each Board Work Group. The President shall appoint each individual director to a Board Work Group no later than the first meeting of the Board of Directors in a fiscal year~~prior to the end of the preceding fiscal year (September 30)~~.

B. The Board of Directors has the following active Board Work Groups: Budget & Finance (~~6 members~~), Governance (~~5 members~~), and Association Programs (~~5 members~~).

end

BD-06-2023-2024

Additional Appointments to and Selection of Chair of the 2024 Legislative Session Task Force

Therefore, be it RESOLVED, that the Board of Directors appoints the following individuals to serve on the WSDA Legislative Session Task Force:

- Dr. Aimi Mizutani, with a term ending September 30, 2024
- Dr. Brittany Dean, with a term ending September 30, 2024

And be it further

RESOLVED, that the Board of Directors appoints the following individual as chair of the WSDA Legislative Session Task Force:

- Dr. Cynthia Pauley, with a term ending September 30, 2024

end

Nonprofit Compliance Training with Jeffrey Wilcox, Third Sector Company

Mr. Wilcox provided the Board with its annual non-profit compliance training. He presented fiduciary duties, the role and purpose of Boards, and the differences between For-Profit and Non-Profit Boards.

Association Overview. Mr. Killpack gave a presentation on the governance structure and operational overview of the Association.

Review of Financial Statements. Mr. Allen Shimon of System Six gave a detailed review of the Association's financial statements. Dr. Russell explained that financial statements are not this deeply reviewed by the Board at every meeting. Mr. Killpack encouraged individual directors to reach out to System Six, Board members, or staff if there is an issue or concern with any financial matter.

Board Work Groups.

Budget & Finance

Motion made to approve the Canal Centre budget as amended by the Work Group.
Motion passed.

Governance and Leadership

The work group discussed the component support model that will be presented to the 2024 House of Delegates. The work group will also be reviewing the duties of the Officers to determine if they are appropriate for future leaders. There was a discussion about the 2023 House of Delegates meetings and ways to improve flow and engagement of the Thursday session.

Association Programs

The work group discussed Retro expansion and the need for more grassroots efforts to encourage member participation. They also discussed how mentorship opportunities can be used to create a greater sense of connection among members.

Regulatory Update

Ms. Lauren Johnson updated the Board on pending rules, including a \$25 fee increase on x-ray inspections. Dr. Trembley encouraged staff to document the costs of legislative and regulatory changes on small businesses. Dr. Hudson inquired about the additional health equity CE requirement for Anesthesia Assistants. Mr. Killpack noted the Department of Health (DOH) is offering a free course for Anesthesia Assistants and all other impacted health professions to help meet the new CE requirement.

Ongoing Activities Delta Dental of Washington. Dr. Russell, Dr. Gibbons, and Mr. Killpack provided an overview on all of the ongoing Memorandum of Understanding activities with DDWA. Dr. Gibbons discussed how the relationship impacts DDWA decision making and the importance of remaining engaged even though DDWA and the Association don't always align.

Executive Session. The Board went into Executive Session regarding Dr. Hsu's Delta MMAP board position. Session started at 2:43 p.m. and ended at 4:19 p.m.

Advocacy. The Board had an extensive discussion about a proposal from the Washington Physicians Health Program to increase the license surcharge on dentists. A motion was made by Dr. Tremblay to support the surcharge increase; the motion did not pass.

Mr. Killpack said he would convey the Board's position to WPHP leadership and raise further questions about the timing and need for the increase at this time.

Out of Network Reimbursement Parity and Medical Loss Ratio. Mr. Killpack provided an overview of the policy issues and the work of the Dental Benefits Committee and Legislative Task Force on this issue.

Preventive Dental Assistant. Mr. Killpack provided a brief overview of this bill and announced that Representative Michelle Caldier has agreed to serve as the prime sponsor of this bill.

Network Leasing. Mr. Killpack provided an update on the status of the bill language that is being drafted by DDWA legal counsel. The Association of Dental Support Organizations (ADSO) will serve as advocacy lead on this bill.

Dental Action Day Expectations – Mr. Killpack encouraged attendance and setting up mini-lobby days throughout the session. The new Advocacy Director, Mr. Shilling, will be at the Legislative Task force meeting on November 17 where lobby day and participation in other legislative activities will be discussed.

Meeting Ended at 2:33 p.m.

Saturday, October 28, 2023/ 8:30 a.m./ Association Office

Start Time: 8:36 a.m.

Executive Session/Attorney Client Session with WDIA Board of Directors

The Board went into Executive Session and Attorney Client Session at 8:39 a.m. with WDIA Board of Directors. The WDIA Board of Directors was excused at 10:52 a.m. The Board of Directors came out of Executive Session and Attorney Client Session at 12:04 p.m.

New Membership Model.

Presentation of 2023 Member/Non-Member Survey Results. Trotter facilitated a discussion on the survey results.

Update on ADA Membership Model Task Force. Mr. Killpack provided an update on the work of the Task Force to date. After robust discussion, Dr. Dean made a motion to provisionally approve WSDA participating in a membership pilot program with the ADA. ADA involvement and support of discussed changes. The motion was seconded and approved.

Discussion on Process of Enacting HD-10-2023 Reimagining Association Membership
The Board determined that the Association Programs Board Work Group will be responsible for overseeing work on this resolution.

ComplyBetter Update

Mr. Killpack and Mr. Trotter provided an update on Comply Better and the Squard governance agreement. Mr. Killpack also announced that he will be reconfiguring the vacant Policy and Project Coordinator role into a new regulatory role that will work extensively on the ComplyBetter. This staffing reconfiguration was discussed and blessed by the Compensation Committee.

Governance.

Approval of 2023-24 Operating Plan Mr. Killpack discussed the proposed plan and opened the floor to discussion. Dr. McKinley moved to approve with amendment to add “Endodontist” to the list of specialties that will be prioritized for recruitment into WSDA Retro. Motion was seconded by Dr. Gibbons. Motion accepted with amendment.

Approval of 2024-25 Board Meeting Dates

Dr. Dorow presented suggested dates for discussion. Dates were accepted.

BD-07-2023-2024: Banking Authorization

**BD-07-2023/2024
Banking Authorization**

RESOLVED, that WSDA be authorized and empowered to open and maintain a bank account with Umpqua Bank and Banner Bank for all banking activity for WSDA and its subsidiaries with authorized signer as outlined in Stan Respectfully submitted,

Motion was made and seconded. Vote to approve BD-07-2023/2024 Banking Authorizat on passed.

Discussion on Business Development Committee Formation. Mr. Killpack opened the floor for discussion on how this committee should be structured. Robust feedback was provided and a draft resolution will be presented a future meeting.

Discussion on Implementation of HD-13-2023 Regarding Interested Component Societies. The Governance & Leadership Board Work Group will oversee the work on this resolution and will work with attorney Barbra Nault to develop the proposed policy.

House of Delegates. Dr. Gibbons noted that he felt that overall, the meeting went well but noted issues with the flow of the Thursday evening program. Dr. De Jesus stated that Thursday evening needed more structure while Dr. Buttaro suggested Thursday evening could be focused on more social engagements and opportunities for delegates and guests to be introduced to each other. Dr. Dean suggested a desert reception like one held at ADA. After additional discussion about all of the Social activities at the House of Delegates, Mr. Killpack suggested that we explore moving around the Citizen of the Year Program and the mentor reception in addition to adding more ice breaker activities. Staff will present recommendations at a future meeting.

Approval of Communications Plans. Mr. Killpack the annual updates to the Association's Communications plan. He recommended that the External Communications Plan be postponed until after developments in items discussed during executive session. The Board agreed with this recommendation.

Mr. Killpack presented the revised Crisis Communications Plan and noted that the only amendment of note was the removal COVID-related spokespersons from the plan. A motion was made to adopted the revised plan. The motion was seconded and passed.

Adjournment. There being no further business, the meeting ended at 2:48 p.m.

Respectfully submitted,

Dr. Nathan Russell, President

Attest to:

Dr. Blake McKinley, Jr.
Secretary-Treasurer

Reneschia Brown
Acting as Secretary

1st Distribution: Board of Directors

2nd Distribution: (After approval by the Board of Directors) Chairs, Standing
and Special Committees and Task Forces; Presidents,
Executive Directors of Component Dental Societies
ADA President (if from the Eleventh Trustee District);
WSDA Attorney; the WSDA House of Delegates

Meetings

2023-2024

January 31, 2023 - February 1, 2024 – Dental Action Day

March 15, 2024 - Board of Directors

May 17-18, 2024 - Board of Directors

May 17, 2024 - Board & Staff Dinner

August 16, 2024 - Board of Directors

September 12-14, 2024 – House of Delegates (Spokane, WA)

Board of Directors

Date/Time/Place: Thursday, January 04, 2024/ 6:00 p.m./ Zoom Call

Board Present: Dr. Nathan G. Russell, President
Dr. Chris Dorow, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. John L. Gibbons, Immediate Past President
Dr. Lisa Buttarò (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Lisa Egbert (2024)
Dr. Ronald Hsu (2026)
Dr. Kevin Hudson (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Board Absent/Excused: Dr. Emily Hobart (2025)
Dr. Daniel Tremblay (2025)

Others Present: Mr. Bracken Killpack, Executive Director
Mr. Kainoa Trotter, Assistant Executive Director
Ms. Emily R. Studebaker, Studebaker Nault

Call to Order. Dr. Russell called the meeting to order at 6:03 p.m.

Attorney-Client Session. The Board immediately went into an attorney-client session. Drs. Gibbons and Hsu were excused from the Attorney-Client Session at 6:42 p.m.

Adjournment. The meeting was adjourned at 7:05 p.m.

Board of Directors

Date/Time/Place: Friday, January 19, 2024/ 8:30 a.m./ Association Office

Board Present: Dr. Nathan G. Russell, President
Dr. Chris Dorow, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. John L. Gibbons, Immediate Past President
Dr. Lisa Buttarro (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Emily Hobart (2025)
Dr. Kevin Hudson (2026)
Dr. Ronald Hsu (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Board

Absent/Excused: Dr. Lisa Egbert (2024)

Others Present: Mr. Bracken Killpack, Executive Director
Mr. Kainoa Trotter, Assistant Executive Director
Mr. Matt French, Director of Insurance Services
Ms. Emma Brown, Director of Communications & Marketing
Mr. Kevin Schilling, Director of Advocacy
Ms. Rachal Gunderson, Operations & Data Manager
Ms. Lauren Johnson, Government Affairs Manager
Ms. Trish Flaig, Manager of Regulatory & Compliance Services
Ms. Natalia Hilal, Member Engagement Coordinator
Ms. Reneschia Brown, Membership & Governance Coordinator
Mr. John Meier, ERNwest
Mr. Curran Bower, ERNwest
Mr. Allen Shimon, SystemSix
Ms. Barbra Nault, Studebaker Nault
Dr. Dennis Bradshaw, Delta Dental of Washington
Dr. Katherine Hakes, Delta Dental of Washington
Dr. Christopher Pickel, Delta Dental of Washington
Dr. Eve Rutherford, Delta Dental of Washington
Mr. Mark Mitchke, Delta Dental of Washington
Ms. Cindy Snyder, Delta Dental of Washington

Action.

Approved BD-09-2023/24 DentPAC Board of Directors Appointments.

Approved BD-10-2023/24 Taskforce on Recognition Appointments.

Approved BD-11-2023/24 Taskforce on Nominations Appointments

Approved BD-12-2023/24 Modifications to Citizen of the Year Selection Criteria

Directed Governance & Leadership Board Work Group to explore creation of a leadership award.

Approved BD-13-2023/24 Wellness Task Force Creation

Voted to increase WSDA Retro's maximum loss ratio from 17.5% to 20% for the 2024-25 plan year.

Voted to increase WSDA Retro's single loss limit from \$120,000 to \$250,000 for the 2024-25 plan year.

Authorized an additional \$75,000 contribution from the WSDA Operating Fund for ComplyBetter development, bringing the total approved WSDA contribution to \$225,000.

Decided to offer all recipients of the WSDA Citizen of the Year award complimentary PNDC registration if they maintain WSDA membership.

Approved BD-14-2023/24 Formal Approval to Participate in 2025 ADA Membership Model Pilot.

Authorized the DentPAC Board of Directors to develop a WSDA candidate endorsement process where the DentPAC Board makes candidate endorsement recommendations for WSDA Board of Directors approval.

Call to Order. Dr. Russell called the meeting to order at 8:33 a.m.

Agenda. The agenda was adopted as written.

Consent Agenda. The following items were approved on consent:

- Approval of Minutes of October 27-28, 2024
- BD-08-2023 Email Ballot
- Approval of Minutes of January 04, 2024
- Board Action
- BD-09-2023/24 DentPAC Board of Directors Appointments
- BD-10-2023/24 Taskforce on Recognition Appointments

- BD-11-2023/24 Taskforce on Nominations Appointments

BD-09-2023/2024
DentPAC Board of Directors Appointment

Therefore, be it RESOLVED, that the Board of Directors appoints the following individuals to serve on the DentPAC Board of Directors for the 2024 Election Cycle:

- Dr. Cynthia Pauley, chair, with a term ending December 31, 2024
- Dr. Dino Cacchiotti, with a term ending December 31, 2024
- Dr. Guillermo Chacon, with a term ending December 31, 2024
- Dr. Chris Dorow, with a term ending December 31, 2024
- Dr. Christine Kirchner, with a term ending December 31, 2024
- Dr. John C. Lo, with a term ending December 31, 2024
- Dr. Amy Winston, with a term ending December 31, 2024

end

BD-10-2023/2024
Appointment of Task Force on Recognition

RESOLVED, that a Task Force on Recognition be formed to select the recipient of the Citizen of the Year Award, and any Friend of Dentistry from nominations provided by individual members and component societies.

And be it further

RESOLVED, that the following members be appointed to the Task Force:

- Dr. Jeffrey Parrish, Chair
- Ms. Sandra Anderson, Snohomish County Dental Society Executive Director
- Dr. Guillermo Chacon
- Dr. Chris Delecki
- Dr. Peter Lubisich
- Ms. Nancy Tupper, Mount Baker District Dental Society Executive Director
- Dr. Crystal Vo

And be it further

RESOLVED that the Task Force is seeking more members for appointment that will be submitted for Board approval later.

end

BD-11-2023/2024
Nominations Committee Appointments

RESOLVED, that the Board of Directors appoints the following individuals to serve on the WSDA Nominations Committee:

- Dr. Lisa Buttarro, with a term ending September 30,2024

- Dr. John Gibbons, Chair, with a term ending September 30, 2024
- Dr. Clio Samia-Lindenauer, with a term ending September 30, 2025
- Dr. Tofunmi Osundeko, with a term ending September 30, 2026
- Dr. Stephen Rupert, with a term ending September 30, 2024
- Dr. Harlyn Susarla, with a term ending September 30, 2026
- Dr. Nick Velis, with a term ending September 30, 2025

And be it further

RESOLVED, that the Committee is seeking to fill additional positions on the Nominations Committee that will be submitted for Board approval later.

end

Task Force on Recognition and Citizen of the Year Selection Criteria. Mr. Killpack spoke about the report from the Task Force on Recognition Chair Dr. Jeff Parrish and the need for revisions to the Citizen of the Year selection year criteria.

BD-12-2023/2024
Revisions to the Citizen of the Year Selection Criteria

Background: The Task Force on Recognition is tasked with annually selecting the WSDA Citizen of the Year. Based upon our experience over the last several years making selections for Citizen of the Year, the Task Force is recommending several changes be made to the selection criteria. These changes are intended to improve and clarify the selection process. The current guidelines for the Citizen of the Year Selection are below:

The WSDA Citizen of the Year Award is given each year to recognize a member dentist who has given outstanding service to a domestic and/or foreign community; to encourage others toward such activity; to reinforce values of service to the profession; and to promote the image of dentistry.

Selection Criteria

- The nominee must be a WSDA member
- The award will be based on civic activities, elective and volunteer, including, but not limited to:
 - Service organizations
 - Youth groups
 - Schools
 - Non-salaried government positions
 - Church-sponsored community services
 - Personal commitment to community service through volunteering
 - Service to all 501(c)(3) Foundations
- Priority will be given to nominees whose service has been in Washington state

Therefore be it

RESOLVED, that the following revisions be made to the Citizen of the Year Selection Criteria:

The WSDA Citizen of the Year Award is given each year to recognize a member dentist who has given outstanding service to the community, domestic and/or foreign, through volunteer activities, public office, and/or extraordinary service in a role beyond what is expected. This award aspires to encourage others toward such activities and to reinforce values of service to the profession.

Selection Criteria

- The nominee must be a WSDA member
- The award will be based on civic activities, elective and volunteer, including, but not limited to:
 - Mentorship of youth, including the promotion of educational or vocational opportunities.
 - Involvement in schools or educational settings in capacities where there isn't substantial salary remediation and/or where the energy or effort expended greatly exceeds role requirements.
 - Non-salaried government positions or positions where there isn't substantial salary remediation and/or where the energy or effort expended greatly exceeds role requirements.
 - Religious or civic sponsored community service.
 - Service to 501(c)(3) non-profit organizations, service organizations, foundations, or other charitable organizations.
- When comparing applications of equivalent merit, priority will be placed on service within Washington State.
- Tripartite governance activities will not to be considered.

end

A motion to adopt the resolution was made and seconded. The Board discussed the importance of recognizing good works of members. There was also discussion about whether tripartite governance involvement should be considered. Mr. Killpack stressed the historical preference for focusing the award on community service outside of leadership in organized dentistry but suggested that WSDA could consider a separate leadership award. The motion to approve BD-12-2023/2024 was amended to include direction for the Governance & Leadership Board Work Group to explore the creation of a leadership award. The revised amendment was seconded and adopted.

Wellness Task Force.

BD-13-2023/2024

Creation of a Wellness Task Force

Background: Wellness is an increasingly important topic that needs more attention by all levels of the tripartite. The ADA and other state associations have done important work on this topic. The Board of Directors has had some discussions on wellness and WSDA leadership and staff has attended some meetings on the topic but, to date, WSDA has not developed a comprehensive strategy or plan. WSDA would benefit from appointing a task force to develop a wellness strategy for the Association.

Therefore, be it

RESOLVED, that the Board of Directors appoints the following individuals to serve on the Wellness Task Force:

- Dr. John Gibbons, chair
- Dr. Emily Hobart
- Dr. Aimi Mitzutani
- Dr. Greg Ogata
- Dr. Dan Wilson

and be it further

RESOLVED, that the Wellness Task Force will review the following topics in its work:

- Potential collaboration with the Washington Physicians Health Program (WPHP), ADA, and other organizations on wellness.
- Consideration of developing a peer-to-peer support program or collaborating with existing peer-to-peer support programs.
- Determine the feasibility of establishing and funding an anonymous therapy program.
- Determine whether any legislative or regulatory proposals are necessary to support wellness initiatives.
- Determine how wellness initiatives should be integrated into WSDA's governance.

end

Dr. Gibbons moved BD-13-2023/2024. The motion was seconded and adopted.

WSDA Retro.

Retro Performance. Mr. Bower led a presentation about WSDA Retro's performance during the 2020-21, 2021-22, 2022-23, and 2023-24 plan years. 2024 marks the year

that WSDA Retro reaches maturity where the program will have adjustments on three plan years and will reach final adjustment for its first plan year. He also discussed ongoing and closed claims. ERNwest projects that WSDA Retro will receive a refund from Labor and Industries (L&I) in early 2024 as a result of net positive claims experience from the 2020-21, 2021-22, and 2022-23 plan years.

Discussion on Ongoing Plan Selection. Mr. Meier and Mr. Bower gave a presentation on plan selection options for the 2024-25 plan year. They discussed modifications that L&I has made to the cost of plan selection options. L&I uses an independent study every five years to make plan selection modifications. However, the cost of the options selected by WSDA for the 2023-24 plan year are no longer feasible due to the aforementioned modifications. The Board discussed options that would increase the size of potential refunds while guarding against high-cost claims. Dr. Gibbons moved to increase WSDA Retro's maximum loss ratio from 17.5% to 20% and to increase WSDA Retro's single loss limit from \$120,000 to \$250,000 for the 2024-25 plan year. The motion was seconded and adopted.

ComplyBetter Update. Mr. Killpack introduced Ms. Flaig and discussed her early work on ComplyBetter. Ms. Flaig gave a demonstration on an infection control training module in the system. The Board provided feedback and discussed ongoing development work, user experience, and product functionality. Mr. Trotter discussed the timeline for rolling out ComplyBetter to the membership. WSDA leaders will gain access to a beta testing version in late March and a monetizable version is targeted for launch by October. Mr. Killpack requested that Board authorize an additional \$75,000 contribution from the WSDA Operating Fund to cover ongoing development expenses. If approved, this would bring WSDA total contribution to \$225,000. Dr. Wilson moved to approve the additional \$75,000 contribution from the WSDA Operating Fund for ComplyBetter. The motion was seconded and adopted.

Executive Session. The Board went into executive session beginning at 10:23 a.m. and ending at 10:57 a.m.

Discussion with DDWA Leadership Dr. Dennis Bradshaw, Dr. Katherine Hakes, Dr. Christopher Pickel, Dr. Eve Rutherford, Mr. Mark Mitchke, and Ms. Cindy Snyder. After introductions, Mr. Mitchke and Dr. Rutherford gave a presentation on DDWA's business model and leadership structure. After the presentation, the Board of Directors asked questions about DDWA's new provider reimbursement model, DDWA Board compensation, general membership opinions and perceptions of DDWA, and other topics. In addition, DDWA leadership asked about general membership opinions of DDWA and what can be done to change current perceptions. Everyone also discussed potential of future interactions between WSDA and DDWA leadership.

Board Work Groups.

Budget and Finance. The Budget and Finance Work Group discussed the development of a potential WSDA Retro reserve fund and determined that WSDA should first use refunds from L&I to cover the administrative expenses of operating the program and then hold remaining funds in reserve for the time being. The work group also reviewed

the WDIA Budget and WDIA prior year financials. WDIA has sufficient cash on hand to sustain a significant drop in revenue from key commercial lines for several months.

Association Programs. The Association Programs Work Group discussed the membership model that will be reviewed later in the meeting. In addition, the work group recommends that all recipients of the WSDA Citizen of the Year award receive complimentary PNDC registration if they maintain WSDA membership. A motion was made, seconded, and adopted.

Governance and Leadership. The Governance and Leadership Work Group received a presentation from Barbra Nault on recommendations for enacting HD-13-2023 Regarding Interested Component Societies. The Board will discuss this recommendation at its May meeting. The work group also discussed the leadership award concept and recommends that staff and the Nominations Committee also provide input. Additional work on this topic will occur at a future meeting.

Advocacy. Mr. Schilling and Ms. Johnson provided an update on the status of priority legislation and well as preparation for Dental Action Day. All facets of WSDA's proactive legislative agenda are new bills this year and it is incredibly difficult to pass new bills in their first year, especially during a short, even-year legislative session.

Mr. Killpack and Mr. Schilling informed the Board about ongoing discussions amongst the DentPAC Board of Directors regarding endorsing candidates for elective office. While WSDA has not historically made endorsements, the DentPAC Board is recommending that WSDA make select endorsements for dentist candidates for legislative positions as well as for positions instrumental in achieving the Association's legislative agenda. The DentPAC Board would like to make endorsement recommendations to the WSDA Board for its consideration. After robust discussion, Dr. Dean made a motion that authorizes the DentPAC Board of Directors to develop a WSDA candidate endorsement process where the DentPAC Board makes candidate endorsement recommendations for WSDA Board of Directors approval. The motion was seconded and adopted.

Re-imagining Membership. Mr. Killpack gave an update on the work of the ADA Membership Model Task Force and the proposed pilot. The Board discussed participating in the pilot and possible membership packages for WSDA and its component societies. The Board also discussed potential financial impacts, benefits for specific membership categories, and communicating the model.

BD-14-2023/2024
Formal Approval to Participate in
2025 ADA Membership Model Pilot Program

Resolved, that the Board of Directors formally authorizes WSDA to participate in the ADA's 2025 Membership Model Pilot Program as outlined in the presentation at its

January 19, 2024 meeting.

end

The motion was made, seconded, and adopted. Further discussion about the parameters of the pilot will be discussed at the March meeting.

PNDC. Mr. Trotter provided a brief update about the 2024 Pacific Northwest Dental Conference.

Ongoing Activities with Delta Dental of Washington. The Board briefly discussed the earlier interaction with DDWA leadership and agreed to discuss it further at its May meeting. The Board also agreed to form a group to run the 2024 DDWA member dentist director endorsement process at the March meeting. Dr. Russell asked those that are interested in participating to reach out to him directly.

Executive Session. Staff were excused and the Board went into executive session beginning at 4:31 p.m. and ending at 4:35 p.m.

Adjournment. There being no further business, the meeting was adjourned at 4:35 p.m.

Respectfully submitted,

Dr. Nathan Russell, President

Attest to:

Dr. Blake McKinley, Jr.
Secretary-Treasurer

Bracken Killpack
Acting as Secretary

1st Distribution: Board of Directors

2nd Distribution: (After approval by the Board of Directors) Chairs, Standing and Special Committees and Task Forces; Presidents, Executive Directors of Component Dental Societies
ADA President (if from the Eleventh Trustee District)
; WSDA Attorney; the WSDA House of Delegates

**Minutes
Board of Directors**

Date/Time/Place: Monday, January 29, 2024/ Email Ballot

Board Present: Dr. Nathan G. Russell, President
Dr. Chris Dorow, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. John L. Gibbons, Immediate Past President
Dr. Lisa Buttaro (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Lisa Egbert (2024)
Dr. Emily Hobart (2025)
Dr. Kevin Hudson (2026)
Dr. Ronald Hsu (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Absent/Excused:

Action.

Approved BD-15-2023/2024 Recommendations for Appointments to the Dental Quality Assurance Commission.

**BD-15-2024/2025
Recommendations for Appointments
to the Dental Quality Assurance Commission**

Background statement: The Washington State Dental Association's Board of Directors makes recommendations to the Governor's office concerning appointments to the Dental Quality Assurance Commission. For this year's application cycle, Regulatory Affairs Committee members Dr. Bryan Edgar, Dr. Blake McKinley, Dr. Dave Keller, Dr. Mark Koday, Dr. Rolf Christensen, and Dr. Keyvan Sohrabi reviewed the applicants' resumes, applications, and questionnaire responses to determine who should be recommended by the WSDA Board of Directors. After careful consideration of each applicant's education, qualifications, and demonstrated experience, they have recommended the following individual for appointment.

Therefore, be it
RESOLVED, that the WSDA Board of Directors formally recommends the following dentist for appointment to the Dental Quality Assurance Commission:
Dr. Ashley Ulmer

end

Respectfully submitted,

Dr. Nathan Russell, President

Attest to: Dr. Blake McKinley
Secretary-Treasurer

Natalia Hilal
Acting as Secretary

1st Distribution: Board of Directors

2nd Distribution: (After approval by the Board of Directors) Chairs, Standing and Special Committees and Task Forces; Presidents, Executive Directors of Component Dental Societies; WSDA's ADA Delegates; Eleventh District Trustee; ADA President; WSDA Attorney; Speaker of the House; the last three WSDA Past Presidents; and the WSDA House of Delegates

Board of Directors

Date/Time/Place: Friday, March 15, 2024/ 8:30 a.m./ Association Office

Board Present: Dr. Nathan G. Russell, President
Dr. Chris Dorow, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. John L. Gibbons, Immediate Past President
Dr. Lisa Buttaro (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Lisa Egbert (2024)
Dr. Emily Hobart (2025)
Dr. Kevin Hudson (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Board

Absent/Excused: Dr. Ronald Hsu (2026)

Others Present: Mr. Bracken Killpack, Executive Director
Mr. Kainoa Trotter, Assistant Executive Director
Mr. Matt French, Director of Insurance Services
Ms. Emma Brown, Director of Communications & Marketing
Mr. Kevin Schilling, Director of Advocacy
Ms. Lauren Johnson, Government Affairs Manager
Ms. Trish Flaig, Manager of Regulatory & Compliance Services
Ms. Natalia Hilal, Member Engagement Coordinator
Mr. Harald Hyllseth, Governance and Executive Coordinator
Mr. Allen Shimon, SystemSix
Ms. Barbra Nault, Studebaker Nault
Dr. Dave Minahan, Leadership Institute Mentor
Dr. Tessa Holmes, Leadership Institute
Dr. Megan Miller, Leadership Institute
Dr. Rama Oskouian, Leadership Institute
Dr. Stephen Rupert, Leadership Institute
Dr. Jillian Tyler, Leadership Institute

Action.

Approved BD-16-2023/2024 House Apportionment.

Authorized inclusion of Willamette Dental into WSDA Retro.

Approved BD-17-2023/2024 Formation of Joint Task Force on Insurance Agencies with Oregon Dental Association.

Approved BD-18-2023/2024 Candidate Endorsements for 2024 Elections.

Agreed to sign on to a letter drafted by Dr. Anthony Fan related to hospital-based pediatric anesthesia services at Swedish Hospital.

Approved BD-19-2023/2024 Formation of 2024 DDWA Member Director Candidate Review Panel.

Approved a \$25,000 donation to Peninsula College from the Relief Fund, pending review of fund requirements.

Recommended that the Continuing Education Committee explore PNDC discounts for members enrolled in WSDA Retro.

Call to Order. Dr. Russell called the meeting to order at 8:38 a.m.

Agenda. The agenda was adopted with the addition of item 8.6 Letter from Dr. Fan “Pediatric dental care for children and adults with special needs in WA at Swedish Issaquah” and item 8.7 Peninsula College Dental Hygiene Program Update.

In addition, Mr. Killpack quickly asked the Board to approve the inclusion of Willamette Dental into WSDA Retro. Mr. Killpack reminded the Board that he is bringing this decision to the Board’s attention due to the proportional size of the Willamette Dental L&I account to WSDA Retro. He also reported that ERNwest fully supports including Willamette Dental in WSDA Retro after working with the group for over a year. The Board voted to authorize the inclusion of Willamette Dental into WSDA Retro.

Consent Agenda. The following items were approved on consent:

- Approval of Minutes of January 19, 2024
- Approval of Email Ballot January 29, 2024
- Board Action
- Email Correspondence
- BD-16-2023/2024 House Apportionment

BD-16-2023/2024
House of Delegates Apportionment for 2024

Background Statement. The Articles of Incorporation of the WSDA specify that January 1 is the date for computing the apportionment of the House of Delegates each year. The House has a minimum number of 77 delegates. Four of these are WSDA Officers, two are student members, and 17 are allocated on the basis of one for each component society, regardless of size. The remaining members are apportioned among the components using the modified proportional method approved by the 2004 House of Delegates, assuring a minimum of 77 delegates.

The 2005 House of Delegates approved adding one more step to the process as follows. Once all the remaining at-large delegates have been apportioned, any dental society left with only a single delegate receives one additional delegate for that year only.

Based on the number of active and life members in each component as of January 1, 2024, the apportionment of the 2024 House of Delegates has been determined. A copy of the computation follows this resolution. Upon approval of the Board of Directors, the component societies will be notified.

RESOLVED that the Board of Directors approve the apportionment of the 2024 WSDA House of Delegates, computed in accordance with the Articles of Incorporation and shown on the next page with **79** delegates.

end

2023 Leadership Institute. Dr. Russell welcomed the 2023 Leadership Institute and asked the Board and Leadership Institute to introduce themselves.

Discussion on Proposed Elements of 2025 Membership Pilot with ADA. Mr. Trotter gave a presentation on proposed elements of the 2025 Membership Pilot with preliminary financial impacts. The Board was asked to provide feedback to inform the formal proposal that will be presented to the Board at its May meeting. The presentation included the following elements:

- Consolidation to three membership categories: students, new dentists, and dentists 6 years+.
- Maintaining \$0 WSDA membership for the first year out of dental school; setting WSDA membership at \$150 for all other members in the new dentist category.
- Maintaining \$0 component membership for the first year out of dental school; capping component membership at \$150 for all other members in the new dentist category.
- Establish an optional package for dentists 6 years+ that would reduce their WSDA base membership if they utilize WDIA as their broker for professional liability.
- Establish an “Advocacy Champion” optional package for all members.
- Eliminate WSDA’s membership discount for “Active Life” while offering different recognition and benefits.

The Board provided robust input on both the proposed elements of the model as well as the larger purpose for fundamental reform of the membership model. Support was expressed for creating variation in price to better align with different perceptions of value across dentists, clearly connecting support for WSDA ventures to reduction in base membership, and reducing the costs of membership overall. Staff will incorporate the input provided into the formal proposal presented at the May meeting.

Non-Dues Revenue Projects.

ComplyBetter Update. Mr. Trotter and Ms. Flaig briefed the Board on the launch of ComplyBetter beta testing.

Regulatory Update. Ms. Flaig also provided a brief regulatory update including the recently adopted Anesthesia Rules and Health Equity continuing education requirement.

WDIA Update. Mr. French, Ms. Gunderson, and Mr. Killpack shared a new MedPro dashboard report that will be updated and distributed weekly to the WSDA and WDIA Boards. The Board discussed early feedback from members, future professional liability and business owners' protection offerings, and marketing plans.

BD-17-2023/2024 Formation of Joint Task Force on Insurance Agencies with Oregon Dental Association. Mr. Killpack introduced the resolution and its potential for WDIA, WSDA, and organized dentistry in Oregon.

BD-17-2023/2024 Establishment of a Joint Task Force on Insurance Agency Partnership with the Oregon Dental Association

Background Statement. Leadership from the Oregon Dental Association (ODA) contacted WSDA to discuss the feasibility of partnering on an insurance agency. ODA does not have an insurance agency but is interested in developing one as a source of non-dues revenue. Neither WSDA nor WDIA have any contractual or business restrictions that would prohibit dialogue and potential partnership in this space. The strong cross-organizational relationship and geographic proximity are conducive to a potential partnership.

Therefore be it

RESOLVED, that WSDA will form a Joint Task Force with the Oregon Dental Association to explore insurance agency partnership opportunities.

and be it further

RESOLVED, that the following WSDA members are appointed to serve on the Joint Task Force:

- Dr. Lisa Egbert, Co-Chair
- Dr. Puneet Aulakh
- Dr. Kim Nordberg

and be it further

Resolved, that Matt French, Director of Insurance Services, and Bracken Killpack, Executive Director, will provide primary staff support the Joint Task Force on behalf of WSDA. Additional support, including from outside WSDA, may be used as needed.

and be it further

Resolved, that Joint Task Force will present findings and recommendations for action to the WSDA and WDIA Boards.

end

BD-17-2023/2024 was moved. The motion was seconded and adopted.

PNDC Update. Mr. Trotter briefed the Board on the 2024 PNDC.

Advocacy.

2024 Legislative Session Recap. Mr. Schilling gave a recap of the 2024 Legislative Session. He highlighted the dental workforce and dental benefits bills that were supported by WSDA. He also presented ongoing plans focused on building relationships to help move WSDA supported legislation forward in the next legislative session.

BD-18-2023/2024 Candidate Endorsements for 2024 Elections.

**BD-18-2023/2024
Candidate Endorsements for 2024 Elections**

Background Statement. At this January 2024 meeting, the Board of Directors authorized the DentPAC Board of Directors to develop a WSDA candidate endorsement process where the DentPAC Board makes candidate endorsement recommendations for WSDA Board of Directors approval.

The DentPAC Board of Directors has developed a candidate endorsement process and determined that it will recommend three endorsements to the Board of Directors:

- Dr. Michelle Caldier for the State House of Representatives in the 26th Legislative District based upon her work on the Association's legislative priorities.
- Dr. John Gibbons for the State House of Representatives in the 23rd Legislative District based upon the Association's extensive knowledge of and engagement with the candidate.
- Patty Kuderer for State Insurance Commissioner pending review of her completed candidate questionnaire by the DentPAC Board of Directors prior to March 15, 2024. Leadership and staff have had several conversations with Senator Kuderer about the Association's legislative priorities focused on dental benefits and there is strong policy alignment.

Therefore be it

Resolved, that WSDA Endorses the following candidates for the 2024 Election Cycle:

- Dr. Michelle Caldier for State House of Representatives in the 26th Legislative District
- Dr. John Gibbons for State House of Representatives in the 23th Legislative District
- Patty Kuderer for State Insurance Commissioner

end

BD-18-2023/2024 was moved. The motion was seconded and adopted.

Development of Legislation for 2025 Session. Mr. Schilling shared that the Board will discuss facets of legislation for the 2025 Legislative Session at its May meeting.

Next Steps with CODA. Mr. Killpack spoke to the written report on CODA. He recommended that decisions on future action be considered after CODA's next meeting in August.

Letter from Dr. Fan "Pediatric dental care for children and adults with special needs in WA at Swedish Issaquah." The Board discussed a letter sent by Dr. Anthony Fan. A motion was made to have WSDA sign on to the letter and provide technical input. The motion was seconded and adopted.

Peninsula College Dental Hygiene Program Update. Mr. Killpack informed the Board of a request for funding made by Peninsula College. Peninsula College has requested federal funding but is concerned that this funding will not be appropriated. The Board discussed the possibility of providing financial support from different sources, including the Relief Fund. The Board asked the Budget and Finance Work Group to further deliberate on the matter and provide a recommendation back the Board.

Board Work Groups.

Budget and Finance. The Budget and Finance Work Group discussed Canal Centre leases for WSDA and WDIA. The Association's current lease with Canal Centre ends on September 30. The Work Group shared three levels of support for Peninsula College from the Relief Fund for the Board's consideration. After discussion, the Board decided on a \$25,000 donation from the Relief Fund, pending review of fund requirements. A motion was made, seconded, and passed.

Additionally, The Budget and Finance Work Group went over the budget development process for the 2024-25 Operating Budget.

Association Programs. The Association Programs Work Group discussed the End of the Year market Share Report and the membership model.

While discussing the WSDA Retro Market Share Report, the Association Programs work group discussed offering discounts for members enrolled in WSDSA Retro. The group requested this suggestion go to the Continuing Education Committee for discussion. The Board supported referring the suggestion to the Continuing Education Committee.

Governance and Leadership. The Governance and Leadership Work Group continued discussions with Barbra Nault on recommendations for enacting HD-13-2023 Regarding Interested Component Societies. The Board a formal resolution at its May meeting. The group also discussed the next Board Survey that will be sent out in April.

DDWA Member Director Candidate Review Panel.

BD-19-2023/2024
Formation of 2024 DDWA
Member Director Candidate Review Panel

Background Statement: The WSDA Board of Directors must recommend whom to appoint to be Member Director on the Delta Dental of Washington Board of Directors. A review panel, made up of members on the WSDA Board, will be gathered to make this decision.

Therefore, be it

RESOLVED, that the WSDA Board of Directors will form a Review Panel to make endorsement recommendations to the WSDA Board for the open Member Director seat on the Delta Dental of Washington Board of Directors that will be voted open by DDWA members at the 2024 DDWA annual meeting in late 2024.

and be it further

RESOLVED, that the following members of the WSDA Board are appointed to serve on the 2024 DDWA Member Director Candidate Review Panel:

- Dr. Nathan Russell, chair
- Dr. Lisa Buttaro
- Dr. Chris Dorow
- Dr. Daniel Tremblay

end

BD-19-2023/2024 was moved. The motion was seconded and adopted.

Open Elected Positions at 2024 WSDA House of Delegates. The Board discussed positions that will be elected at the 2024 House of Delegates and potential candidates. Dr. Egbert announced her candidacy for President-elect.

Leadership Institute Debrief and Suggestions for Future Years. Dr. Russell asked the Leadership institute for suggestions and comments about their time in the program. There was a robust conversation about the positive aspects of the Leadership Institute.

Executive Session. Staff were excused and the Board went into executive session beginning at 3:17 p.m. and ending at 3:36 p.m.

May Board Meeting Logistics. Mr. Trotter shared details about the May two-day Board Meeting.

Adjournment. There being no further business, the meeting was adjourned at 3:36 p.m.

Respectfully submitted,

Dr. Nathan Russell, President

Attest to: Dr. Blake McKinley, Jr.
Secretary-Treasurer

Natalia Hilal
Acting as Secretary

1st Distribution: Board of Directors

2nd Distribution: (After approval by the Board of Directors) Chairs, Standing and Special Committees and Task Forces; Presidents, Executive Directors of Component Dental Societies ADA President (if from the Eleventh Trustee District) ; WSDA Attorney; the WSDA House of Delegates

Board of Directors

Date/Time/Place: Friday, May 17, 2024/ 1:00 p.m./ Association Office

Board Present:

Dr. Chris Dorow, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. John L. Gibbons, Immediate Past President
Dr. Lisa Buttarro (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Lisa Egbert (2024)
Dr. Emily Hobart (2025)
Dr. Ronald Hsu (2026)
Dr. Kevin Hudson (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Board

Absent/Excused: Dr. Nathan G. Russell, President

Others Present: Mr. Bracken Killpack, Executive Director
Mr. Kainoa Trotter, Assistant Executive Director
Ms. Emma Brown, Director of Communications & Marketing
Mr. Kevin Schilling, Director of Advocacy
Ms. Lauren Johnson, Government Affairs Manager
Ms. Trish Flaig, Manager of Regulatory & Compliance Services
Ms. Natalia Hilal, Member Engagement Coordinator
Mr. Harald Hyllseth, Governance and Executive Coordinator
Mr. Allen Shimon, SystemSix

Action.

Approved March 15, 2024, minutes
Approved staff to work on a resolution: “Report on Potential Legislation Allowing Foreign Trained Dentists a Pathway for Dental Hygiene Licensure”
Board approved to submit HD-11-2024 to the House of Delegates
Approved BD-27-2023/2024 regarding EBITDA
Approved the WSDA 2024/2025 proposed budget
Board approved utilizing Fluent for fee data
Approved BD-24-2023/24 Amending Standing Rules to Align with HD-09-2015 and WSDA Board Policy on Membership Appeals
Approved HD-12-2024 Regarding Creation of Washington Consolidated Dental Society and Implementation of Component Dissolution/Consolidation Process (Bylaw Amendment)
Approved HD-13-2024 Adoption of Initial Articles of Incorporation for Washington Consolidated Dental Society
Approved HD-14-2024 Adoption of Initial Bylaws for Washington Consolidated Dental Society
Approved BD-22-2023/24 Approval of 2025 Pilot Membership Rates and Packages

Approved HD-15-2024 Reimagining Membership: Establishment of 2025-27 Membership Model Pilot (Bylaw Amendment)
Approved HD-06-2024 WSDA Dues for 2024 (Bylaw Amendment)
Approved HD-16-2024 Reimagining Membership: Provisions of Membership Model Pilot Financially Impacting WSDA Component Societies in the 2025 Membership Year
Board approved use of Fluent for fee data
Approved HD-17-2024 Reimagining Membership: Membership Payment Policies
Approved BD-26-2023/24 Task Force on recognition Appointment
Approved BD-23-2023/24 Speaker of the House and Parliamentarian
Approved HD-01-2024 Re-establishing the "Organization and Operation of the House of Delegates"
Approved HD-02-2024 Rules for the House of Delegates
Approved HD-08-2024 Location of the 2026 House of Delegates
Approved HD-09-2024 Staff Recognition
Approved HD-10-2024 Nomination for Honorary Membership

Approved HD-18-2024 Regarding Predoctoral Member Representation at House of Delegates (Articles of Incorporation Amendment)
Approved Preliminary 2024 House of Delegates Agenda

Call to Order. Dr. Dorow called the meeting to order at 1:06 p.m.

Agenda. The agenda was adopted as presented with adoptions (enumerated below in the “consent agenda” section).

Consent Agenda. The following items were approved on consent:

- Approval of Minutes of March 15, 2024
- Board Action
- BD-20-2023/24: ADA Delegate/Alternate Appointments

- Dr. Dean moved to pull BD-21-2023/24: WDIA Board Appointments from the consent agenda and move it to agenda item 12.2 (to be heard the following day of this two-day meeting). Seconded by Dr. de Jesus. All voted in favor to move BD-21-2023/24 from the consent agenda and place it at agenda item 12.2.

- BD-25-2023/24: Committee on Regulatory Affairs Appointment
- February 2024 ADA Board of Trustees Meeting Recap
- March 2024 ADA Board of Trustees Meeting Recap
- Dr. Gressell Email about the Board of Denturists

Advocacy Updates

The WSDA Board of Directors entered executive session at 1:14 p.m. and exited at 1:23 p.m. They discussed the Board of Denturists litigation update during this time.

2024 Election Preview

Mr. Chester Baldwin introduced his work and himself to the board before starting the election preview. Mr. Kevin Schilling and Mr. Baldwin explained the current and future lawmakers that are both running and deciding to not run again. They also talked about their concern that state politics are moving toward becoming more polarized and explained why the board should be aware of that shift in Olympia.

Dr. Gibbons recused himself from this conversation and left the room at 1:32 p.m. He returned to the conversation at 1:42 p.m.

Executive Session: 2025 Dental Advocacy Strategy & Potential Components of 2025 Dental Benefits Legislation

Executive session started at 1:43 p.m. Dr. Gibbons and Dr. Hsu recused themselves from the conversation and left the room prior to executive session beginning. Executive session ended at 4:32 p.m.

Dr. Gibbons and Dr. Hsu were excused for the rest of the day.

Report on Potential Legislation Allowing Foreign Trained Dentists a Pathway for Dental Hygiene Licensure

WSDA was approached to consider programming like creating a pathway for foreign trained dentists to achieve dental hygiene licensure. WSDA is committed to the workforce need and an OPA solution was discussed.

Concerns from the Board included whether dental or hygienist students should pass a licensure exam, especially in Washington State. Mr. Killpack expressed that it seemed like a logical pathway and recommended to the Board that they should state a position on this issue in the form of a resolution to be presented to the House of Delegates.

WSDA staff will draft a resolution and send it out to the Board in the form of an email poll. Dr. McKinley moved to have staff work on the resolution. Dr. Tremblay seconded and the motion passed unanimously.

HD-11-2024 WSDA Legislative Agenda

Therefore, be it

RESOLVED, that notwithstanding the legislative positions and core principles outlined in this legislative agenda, the Association's legislative priorities, which shall supersede and take primacy over all others, are as follows:

1. Legislation that a) improves dental benefits policies and processes negatively impacting patient care or b) reduces detrimental interference of dental benefits carriers in the doctor-patient relationship
 2. Legislation that mitigates the severe shortages of dental hygienists and dental assistants in Washington state;
- And be it further

RESOLVED, that WSDA supports state revenue policies that are fair to dentistry and opposes tax and fee increases that negatively affect dentistry;

And be it further

RESOLVED, that WSDA supports the preservation and extension of funding for dental Medicaid, dental residency programs, Federally Qualified Health Center dental clinics, loan repayment programs, the RIDE program, and other state funded initiatives that reduce barriers to dental care without compromising patient safety;

And be it further

RESOLVED, that WSDA will oppose enacted or proposed legislation that creates, expands the scope of care, or expands the approved clinical settings for dental therapists, dental hygiene therapists, or any other non-dentist provider that performs irreversible procedures;

And be it further

RESOLVED, that WSDA will oppose any legislation that amends the definition of dentistry found in RCW 18.32.020 (3) to allow non-dentists to own dental practices or otherwise interfere in the doctor-patient relationship;

And be it further

RESOLVED, that WSDA supports reforms to the Medicaid audit process;

And be it further

RESOLVED, that WSDA supports legislation that prioritizes the payment of preventive dental care provided by dentists prior to an individual's deductible being met;

And be it further

RESOLVED, that WSDA supports reforms to dental benefits that will result in better patient care;

And be it further

RESOLVED, that WSDA supports legislation to address the dental workforce shortage crisis in Washington state.

And be it further

RESOLVED, that the WSDA supports legislation that codifies the right of dentists to provide in office membership plans/wellness partnerships to their patients;

And be it further

RESOLVED, that WSDA reaffirms the following policy in determining its annual legislative agenda:

The Legislative Session Task Force, in consultation with the Board of Directors, will apply the following core principles and the existing political climate of the Legislature to any given legislative position to determine its advocacy strategy.

1. It is in the best health and safety interest of the public at large and dental providers.
2. It maintains and protects the diagnostic authority of the dentist.
3. It is cost-effective for the public.

4. It is cost effective for the dental profession.
5. It addresses those in need of dental services and provides adequate reimbursement to the provider of the dental service.
6. It maintains the integrity of the dental delivery system.
 7. It maintains that only a dentist can provide irreversible procedures within the scope of their practice.

And be it further

RESOLVED, that the Association supports the following dental workforce initiatives:

Amend RCW 18.260.010 to allow dental assistants to add general supervision to their scope (Gives DQAC rulemaking authority and presents the opportunity to add more than disinfecting operatories and sterilizing equipment).

Amend RCW 18.260.070 to allow EFDAs to disinfect operatories and sterilize equipment under general supervision.

Amend RCW 18.260.040 to allow dental assistants to do the following procedures under close supervision:

- Dental prophylaxis for patients in a healthy oral state including the polishing and scaling of teeth with supragingival, “visible” calculus
- Periodontal probing
- Gross debridement of supragingival, “visible” calculus with a non-invasive ultrasonic device

Require the Dental Quality Assurance Commission to establish criteria for initial training and continuing education requirements for dental assistants who wish to perform the procedures described above under close supervision.

Amend RCW 18.29.190 to include a core hygiene license that does not require hygienists to obtain the required education and training in restorative or anesthesia and nitrous oxide, but rather makes it optional and achievable through endorsement.

And be it further

RESOLVED, that the Association will work to implement the following dental benefit reform legislation.

1. Assignment of Benefits
2. Independent Claims Review
3. Silent PPO Network Rental Affiliated Network Clause Transparency
4. Retroactive Denials-Post Payment Audits
5. Virtual Credit Card
6. Dental Loss Ratio
7. Other Policies that Increase Competition in the Dental Benefits Market and/or increase Patient Choice

And be it further

RESOLVED, that WSDA maintains its support of the following resolutions passed in prior annual sessions of the House of Delegates:

1. HD-10-2014: supporting legislation to merge the current dental hygiene

- committee with DQAC; opposition of legislation that would create an independent dental hygiene board.
2. HD-17-2014: developing and supporting legislation to revise the definition of dentistry in RCW 18.32.020 subparts (1) and (2) to be consistent with language developed by the ADA.
 3. HD-09-2011: expanding the scope of the Expanded Function Dental Auxiliaries (EFDAs) to include supragingival scaling, local anesthesia and gross debridement under the direct supervision of a dentist.

End

This is the main document staff and members will work on leading into the next legislative session. Dr. Hudson made a motion to submit HD-11-2024 to the House of Delegates. Dr. Vo seconded.

Open discussion commenced. There was discussion from the Board about amendments to the House resolution. This included striking line 141 “local” and “anesthesia” from the document. All in favor. It also included striking “there are no changes” from line 9-10. All in favor.

Regulatory Update

Ms. Trish Faig presented the WSDA regulatory update. There was discussion about minimal sedation and moderate sedation. The board also discussed active practices now including 560+ working at a clinic and that they must come up with a plan for emergency extractions. Mr. Killpack told the board that they can talk with Ms. Faig or Ms. Lauren Johnson about any questions they may have about this. Ms. Faig got a shoutout for keeping up the momentum on ComplyBetter.

Dr. Dorow moved to slot agenda item 5.8: DDWA NDA Discussion to tomorrow’s session. Executive session started at 4:57 p.m. and ended at 5:09 p.m.

Dr. Dorow motioned to end the meeting at 5:10 p.m.

Board of Directors

Date/Time/Place: Saturday, May 18, 2024/ 8:30 a.m./ Association Office

Dr. Dorow called the meeting to order at 8:34 a.m.

2024 PNDC Preliminary Results

Mr. Kainoa Trotter presented PNDC updates and results from this years conference to the Board.

Budget Presentation and Financials with Allen Shimon, System Six

Mr. Killpack reported on **BD-27-2023/24 Regarding EBITDA** and the WSDA budgeting error.

Background Statement: The Budget & Finance Board Work Group discussed how budget and financial documents are reported during its May 17 meeting. The Work Group agrees with a recommendation made by Allen Shimon of System Six and Bracken Killpack that the Association adjust how it reports “net operating income.” Historically, WSDA has included federal taxes and depreciation as expenses in its net operating income balance sheet. The Work Group recommends that the Association begin using EBITDA (earnings before interest, taxes, depreciation, and amortization) to report net operating income. The only difference between current practice and the recommend change is that federal taxes and depreciation would be report below the EBITDA calculation. This modification does not change the Association’s bottom line “net income” calculation or reporting.

Therefore, be it

RESOLVED, that the Association begin using EBITDA for reporting net operating income.

End

Dr. Kirchner motions to pass BD-27-2023/24. Dr. Gibbons seconded. All in favor and passed unanimously.

Budget Presentation from Allen Shimon

Mr. Allen Shimon presented on a comprehensive WSDA budget. Dr. Hsu questioned the validity of using EBITDA. Mr. Shimon and Mr. Killpack explained why it works well for WSDA.

Mr. Killpack spoke on the importance of bringing in more folks to have their PL under WDIA. Mr. Shimon then presented the budget.

Mr. Killpack talked about a proposed 10% increase to all WSDA advertising prices and revenue. The Board and group discussed looking into the WSDA 401k.

Dr. McKinley moved to pass the 2024/2025 budget. Seconded by Dr. Lang. Passed unanimously.

Executive session: DDWA NDA Discussion

Dr. Hsu was excused from executive session.

Executive session started at 10:53 a.m. Executive session ended at 11:58 a.m. and Dr. Hsu returned to the meeting.

Report on Utilizing Fluent for Fee Data

Dr. Hobart volunteered to mention her light connection to Fluent as a consultant. The Board deemed the connection to be disconnected from the conversation at hand.

The discussion shifted to how the data is purchased and collected. Dr. Dean motioned to utilize Fluent for fee data. Seconded by Dr. Egbert.

All were in favor, and it passed unanimously.

WSDA Retro

Natalia Hilal led an open discussion on her presentation about WSDA Retro.

BD-24-2023/24 Amending Standing Rules to Align with HD-09-2015 and WSDA Board Policy on Membership Appeals

Background Statement. Over the last several years, the Board of Directors and House of Delegates have made revisions to the Association's processes for approving membership and handling appeals when individual dentists are denied membership.

HD-09-2015 was adopted by the 2015 House of Delegates. This resolution sought to expedite the approval of membership applications. The following is the applicable language that was adopted in 2015:

RESOLVED, that with the concurrence respectively of the component society having jurisdiction over the area from which an application is received, beginning October 1, 2015, WSDA process membership applications expeditiously as follows:

1. If the applicant is a Washington licensed dentist and has no history of state disciplinary action, or pending disciplinary action, the applicant shall promptly be notified by WSDA that he or she is a pending member with access to all benefits of membership.
2. The local component society has a period of thirty days from such notice to review the application and determine if the applicant meets the component society's requirements for membership.
3. If the application is not rejected by the component society within the above thirty-day period, it shall be deemed accepted. The applicant is then a member in good standing (subject to payment of dues and other such obligations).
4. To the extent practical, WSDA will endeavor to process membership applications in a manner consistent with ADA's Online Tripartite Application program.
5. If there has been a disciplinary action for the applicant, or there is a pending disciplinary action, the applicant will be referred to the relevant component society for consideration.

6. If a component society does not concur with the above expedited treatment of applications, it may have its applications processed as in the past.

The adopted resolution was reviewed by a Task Force of component society staff after the 2015 House of Delegates and no component society opted to process applications in manner done in the past (see number 6).

Since 2016, the WSDA Board of Directors has reviewed different sections of WSDA Standing Rules related to membership, especially the section focused on membership appeals.

Unfortunately, WSDA has not updated its Standing Rules to be in alignment with HD-09-2015. This omission was caught in preparing the House Resolutions related to the Washington Consolidated Dental Society (WCDS).

Staff recommends that the Board update Standing Rule to be in alignment with House of Delegates policy prior to proposing bylaw amendments for the (WCDS) at the 2024 House of Delegates. Note that staff is recommending slight modifications to the language that was adopted in 2015 to remove outdated language and better align with current processes.

Therefore, be it

RESOLVED, that Section 1.2. Membership Application Process and Non-Admission Appeal B. Dentist Membership be amended as follows:

B. Dentist Membership. WSDA will process membership applications expeditiously as follows: Dentist membership applications are made to a chartered component society of the WSDA. These societies:

1. If the applicant is a Washington licensed dentist and has no pending disciplinary action, the applicant shall promptly be notified by WSDA that he or she is a pending member with access to all benefits of membership. Will endeavor to act upon each application for membership within six months of receipt of the application.

2. The component society to which the member is assigned has a period of thirty days from such notice to review the application and determine if the applicant meets the component society's requirements for membership. Will give written notice in the event any applicant is not elected to membership.

3. If the application is not rejected by the component society within the above thirty-day period, it shall be deemed accepted. The

applicant is then a member in good standing (subject to payment of dues and other such obligations). May hold the application in abeyance only if the applicant is under probation or suspension of license by the State Dental Quality Assurance Commission, or has a pending disciplinary action or investigation.

4. If there is a pending disciplinary action, the applicant will be referred to the relevant component society for consideration.

End

Dr. McKinley moved to approve. Dr. Buttaro seconded. All were in favor, and it passed unanimously.

HD-12-2024 Regarding Creation of Washington Consolidated Dental Society and Implementation of Component Dissolution/Consolidation Process (Bylaw Amendment)

Background Statement. At its 2022 meeting, the House of Delegates adopted HD-14-2022 that established a Task Force on Unstaffed Component Societies. The Task Force submitted HD-13-2023, a resolution and final written report, to the 2023 House of Delegates.

HD-13-2023 charged the Board of Directors with: (1) developing bylaws amendments to create a pathway for the Association's component societies to legally dissolve their independent structures and become an entity under the umbrella of the Association; (2) reaching out to each component society to determine its interest in opting into this alternative structure; and (3) collaborating with interested component societies to submit bylaws amendments and a proposal for establishing the alternative component society structure to the 2024 House of Delegates.

HD-12-2024, HD-13-2024, and HD-14-2024 serve as the Board of Directors' submission of specific, recommended amendments to Association Bylaws and proposed formation and governance documents for the alternative component society structure being recommended by the Board for adoption at the September 2024 House of Delegates meeting. If these resolutions are adopted, the Association will reach out to each component society to determine its interest in opting into this structure with the intent of making WCDS operational for the 2026 membership year.

The Board of Directors, working primarily through its Governance and Leadership Board Work Group, and legal counsel developed the three resolutions to meet the charge of HD-13-2023. This was done with several parallel goals in mind.

First, the Board of Directors sought to implement an alternative component society structure with a minimum number of changes to the Association's existing Articles,

Bylaws, and Standing Rules. Second, the Board of Directors sought to maintain the integrity of the Association's existing component society structure to the extent possible. Third, the Board of Directors looked for a structure that would support consolidation of interested component societies, but also allow for members in a geographic region to reconstitute as an autonomous component society in the future in response to changes in regional demographics or other considerations. Finally, the Board of Directors intended to minimize the administrative burdens for those component societies that decide to dissolve and become part of the alternative structure.

For the sake of consistency with the Association's governance documents, the Board of Directors also developed the initial Articles of Incorporation (HD-13-2024) and Bylaws (HD-14-2024) for the alternative component society for submission to and approval by the House of Delegates.

Therefore be it

RESOLVED, that the WSDA Bylaws be amended to create a new 18th state-wide consolidated component society, the "Washington Consolidated Dental Society" (WCDS) with jurisdiction across all Counties in the State of Washington by amending Article IX.A. of the Bylaws as follows:

A. The Jurisdiction of the Component Societies. The jurisdiction of the component societies shall be as follows:

1. Benton-Franklin Counties Dental Society-Benton and Franklin County.
2. Clark County Dental Society-Clark County and that portion of Skamania County south of 46 N. latitude.
3. Grant County Dental Society-Grant County and that portion of Adams County lying west of 119 degrees latitude.
4. Grays Harbor District Dental Society--Grays Harbor County and Pacific County except the southern and peninsular areas of Pacific County.
5. Kitsap County Dental Society--Kitsap County.
6. Lewis County Dental Society-Lewis County.
7. Lower Columbia District Dental Society-Wahkiakum County, Cowlitz County, and that portion of Skamania County north of 46 N latitude and the southern and peninsular areas of Pacific County.

8. Mount Baker District Dental Society-Whatcom, Skagit, and San Juan Counties, and Island County excepting that portion of Whidbey Island lying south of Greenbank.
9. North Central District Dental Society-Chelan, Okanogan and Douglas Counties.
10. Olympic Peninsula Dental Society-Clallam and Jefferson Counties.
11. Seattle King County Dental Society-King County.
12. Snohomish County Dental Society-Snohomish County and that portion of Whidbey Island lying south of Greenbank.
13. Spokane District Dental Society-Ferry, Stevens, Pend Oreille, Lincoln, Spokane, Adams and Whitman Counties and that portion of Adams County lying east of 119 degrees latitude.
14. Pierce County Dental Society-Pierce County.
15. Thurston Mason Counties Dental Society-Thurston and Mason Counties.
16. Walla Walla Valley Dental Society-Walla Walla, Columbia, Garfield and Asotin Counties.
17. Yakima Valley Dental Society-Yakima, Kittitas, Klickitat Counties.
18. Washington Consolidated Dental Society – all Counties within the State of Washington, as provided for in these Bylaws and Standing Rule.

And, be it further

RESOLVED, that a new section be added to the WSDA Bylaws (Article IX.E.) which establishes the process for creating WCDS:

E. Consolidated Component Society. A consolidated component society with jurisdiction across the entire State of Washington shall be formed by WSDA as a non-profit corporation and application shall be made for the entity's tax-exempt status with the Internal Revenue Service. Articles of Incorporation and Bylaws for such Washington Consolidated Dental Society ("WCDS") shall be drafted and submitted for approval by the House of Delegates.

1. The initial Board of Directors of WCDS shall be appointed by the Board of Directors of WSDA to serve from the date of WCDS' formation until the election of directors by WCDS' members at the first regular meeting of the WCDS membership.

2. Initial funding of WCDS shall be made in part through a one-time five-thousand-dollar (\$5,000.00) contribution to operating capital from WSDA, and in part through payment of initial member dues as described in Article XI.F(4).

3. New members residing in the jurisdiction of a previously dissolved component society shall become members of WCDS.

4. Notwithstanding any contrary provision in Standing Rule, to preserve representation from across the State of Washington, WCDS shall be allocated a minimum of one (1) at-large Delegate to the House of Delegates for each component society dissolved and consolidated in WCDS. For the avoidance of doubt, if four (4) component societies dissolve and consolidate in WCDS, then WCDS shall be allocated a minimum of four (4) at-large delegates. WCDS shall participate in the allocation of the remaining at-large delegates in the same manner as other component societies as provided for in Standing Rule.

And, be it further

RESOLVED, that a new section be added to the WSDA Bylaws (Article IX.F.) which establishes the process for Component Society dissolution and consolidation:

F. Option for Component Society Dissolution and Consolidation. If a component society has difficulty maintaining administrative compliance with its charter, is facing challenges associated with low member census or participation, and/or other matters of concern, such component society may elect to dissolve and transfer its assets and members to WCDS as provided for herein.

1. A component society's election to dissolve and consolidate assets and members in WCDS must satisfy any applicable provisions of the dissolving component society's charter or articles of incorporation and bylaws, and comply with applicable law, including Internal Revenue Service ("IRS") requirements governing the disposition of assets by a tax-exempt entity, if applicable.

2. In addition to meeting the requirements of Article IX(F)(1) above, a component society's election to dissolve and consolidate in WCDS shall be documented in (a) a written recommendation by the component society's leadership, and (b) approval by majority vote of the component society's members participating in a special meeting called for that purpose where a quorum is present. Participation may be in person or through electronic means through which all participants may be heard or hear all other participants.

3. Prior to the effective date of dissolution, a component society must satisfy or make provision to satisfy all then-existing debt, liabilities, and obligations, including without limitation, employment or independent contractor agreements,

leases, vendor or supplier contracts, loans, and similar financial or performance obligations. Neither WCDS nor WSDA shall assume or otherwise become obligated for any such debt, liabilities, or obligations.

4. A dissolving component society will pay WCDS an initial per member dues amount, equal to the dissolving component society's member dues for the 2025 membership year, for each member of the dissolving component society that becomes a member of WCDS. The members of a dissolving component society will become members of WCDS automatically upon dissolution of the original component society. Following dissolution and consolidation, regular member component society dues shall be paid by the individual members in accordance with WSDA Bylaws, Standing Rules, policy, or procedure.

5. Any remaining assets of a dissolving component society, including bank accounts, cash on hand, equipment, and similar tangible items of value, must be transferred by bill of sale or assignment to WCDS upon dissolution of the original component society. Notwithstanding the foregoing, WCDS will account for each dissolved component society's funds separately in the WCDS books of account, excluding only the initial member dues, and will use such funds, if any, for activities and events benefiting the dissolved component society's jurisdiction. The foregoing transfer or assignment of assets and dedicated use of funds by WCDS will be accomplished in a manner consistent with applicable IRS requirements.

6. A dissolving component society will demonstrate its compliance with the foregoing requirements by providing regular updates to the WSDA Board of Directors. WSDA will provide technical support to any dissolving component society in the same manner provided for in Article IX.D of these Bylaws, including assistance with filing dissolution paperwork, notifying the Internal Revenue Service of dissolution and transfer of assets, facilitating membership and asset transfers to WCDS, and other support or administrative services as may be reasonably necessary to accomplish consolidation of a dissolving component society's assets and members in WCDS.

7. All books and records of a dissolving component society shall be transferred to WCDS in the same manner as the transfer of other assets is accomplished. WCDS shall maintain and preserve such records in the same manner that it maintains and preserves its own books and accounts.

8. The dissolution and consolidation of any component society as described herein shall have no effect on the continued existence of any separate foundation or similar separate non-profit organization established by a dissolved component society.

And, be it further

RESOLVED, that a new section be added to the WSDA Bylaws (Article IX.G.) which establishes the process for reconstituting a dissolved Component Society:

G. Option to Reconstitute a Dissolved Component Society. Members of WCDS who reside in the jurisdiction of one of the seventeen (17) component societies identified in the WSDA Bylaws other than WCDS may determine to reconstitute a previously dissolved component society based on changed circumstances or other considerations, in accordance with the Bylaws of WCDS.

1. The decision to reconstitute a previously dissolved component society shall be documented through approval by majority vote of the WCDS members who reside in the relevant jurisdiction participating at a special meeting called for that purpose where a quorum of such WCDS members is present.

2. The Articles of Incorporation and Bylaws of a reconstituted jurisdiction-based component society must comply with the Association's requirements, including acknowledgement by the WSDA Board of Directors.
And, be it further

RESOLVED, that the 2026 membership year shall be the first year that the Washington Consolidated Dental Society may be formed.
And, be it further

RESOLVED, that any Component Society that intends to dissolve and consolidate into the Washington Consolidated Dental Society for the 2026 membership year shall notify WSDA not later than April 1, 2025.

And, be it further

RESOLVED, that prior to transfer of assets or members from any dissolved component society, WSDA shall take all steps necessary and desirable (i) to establish WCDS as a tax-exempt entity, (ii) to file with the Washington Secretary of State, the WCDS Articles of Incorporation as adopted in HD-13-2004, (iii) to obtain and maintain insurance coverage for WCDS operations, including Directors and Officers coverage, (iv) to establish an initial operating budget for WCDS, and (v) to take such other steps as may be necessary to operationalize WCDS.

end

Dr. McKinley moved to present to the House of Delegates. Dr. Dorow seconded. All were in favor, and it passed unanimously to the House of Delegates.

HD-13-2024 Adoption of Initial Articles of Incorporation for Washington Consolidated Dental Society

Background Statement: The Board of Directors submits the following Articles of Incorporation for the Washington Consolidated Dental Society (WCDS) for approval by the House of Delegates.

These Articles, if adopted, will be submitted with Washington Secretary of State if once WCDS is ready to be formed.

Therefore, be it

RESOLVED, that the House of Delegates adopts the following initial Articles of Incorporation for the Washington Consolidated Dental Society:

ARTICLES OF INCORPORATION
OF
WASHINGTON CONSOLIDATED DENTAL SOCIETY

The undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03A of the Revised Code of Washington) (the “Act”), hereby signs and verifies the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation shall be “Washington Consolidated Dental Society” (hereinafter referred to as the “Corporation”).

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSES AND POWERS

Section 1. Purposes. The Corporation is an association of persons having a common interest and not engaging in a regular business of the kind ordinarily carried on for profit, organized as a business league within the meaning of Sections 501(a) and 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). Specifically, the Corporation shall exist to bring into one compact society the members of the dental profession in the State of Washington and to unite with similar societies within Washington as constituent parts of the Washington State Dental Association, with a view to:

- A. the extension of dental knowledge and to the advancement of dental science;
- B. the elevation of the standard of dental education and the enactment and enforcement of just dental laws;

- C. the promotion of friendly intercourse among dentists and the liberal exchange of their opinions and experiences;
- D. the enlightenment and direction of public opinion in regard to the problems of dentistry so that the profession shall become more capable and honorable within itself and more useful to the public in the prevention and cure of disease and in the prolonging and adding comfort to life; and
- E. taking such action as may be desirable or necessary to carry into effect all the foregoing purposes.

Section 2. Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above or are necessary or incidental to the powers so conferred or are conducive to the attainment of the Corporation's purposes.

ARTICLE IV LIMITATIONS

Section 1. Consistent with Limitations of Section 501(c)(6). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501(c)(6) of the Code or the corresponding provision of any future United States internal revenue law.

Section 2. Political Activity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(6) of the Code or the corresponding provision of any future United States internal revenue law.

Section 3. No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members, directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE V MEMBERS

The qualification of members, if any, the application process, the property, voting and other rights and privileges of members and their liability for dues and assessments, and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VI MANAGEMENT

The management of the Corporation shall be vested in a board of directors. The board of directors shall be comprised of the three (3) elective officers of the Corporation, namely the President, President-Elect, and Secretary/Treasurer, and such other at-

large directors elected by the membership as provided for in the Bylaws of the Corporation. The Executive Director, if any, shall serve as an *ex officio* non-voting member of the board of directors. The powers and duties, qualifications, and terms of officers and the board of directors, manner of election, and time and place of meetings, shall be prescribed in the Bylaws of the Corporation. The initial board of directors of the Corporation shall be three (3) individuals appointed by the Washington State Dental Association to serve until the first membership meeting and election. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Name	Address
[]	[]
[]	[]
[]	[]

**ARTICLE VII
OFFICER AND DIRECTOR LIABILITY LIMITATIONS**

No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as an officer or a director, unless such conduct involves (a) intentional misconduct or a knowing violation of law by the officer or director, (b) a violation of RCW 24.03A.590 or RCW 24.03A.495, as applicable, or (c) any transaction from which the officer or director will personally receive a benefit in money, property or services to which the officer or director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of officers and/or directors, then the liability of an officer and/or director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of an officer or director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such officer or director occurring prior to such repeal or modification. For purposes of this Article, all individuals elected or appointed as officers of the Corporation shall be entitled to protection as “officers” under this provision and all individuals elected to serve on the board of directors of the Corporation shall be entitled to protection as “directors” under this provision.

**ARTICLE VIII
INDEMNIFICATION**

Upon determination of the board of directors in each instance, the Corporation shall have the power and authority to indemnify, including advancing reasonable expenses to, any director or officer of the Corporation made or threatened to be made a party to any suit or legal proceeding by reason of the fact that they are or were a director or officer of the Corporation, or arising out of their activities undertaken on behalf of the Corporation, except that such indemnity shall not apply on account of:

- (a) Acts or omissions of an officer or director finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of an officer or director finally adjudged to be in violation of RCW 24.03A.590 or RCW 24.03A.495, respectively; or
- (c) Any transaction with respect to which it was finally adjudged that such officer or director personally received a benefit in money, property, or services to which the officer or director was not legally entitled.

This indemnity shall continue after a person has ceased to be a director or officer of the Corporation and may inure to the benefit of the heirs, executors, and administrators of such a person. For purposes of this Article, all individuals elected or appointed as officers of the Corporation shall be entitled to protection as “officers” under this provision and all individuals elected to serve on the board of directors shall be entitled to protection as “directors” under this provision.

ARTICLE IX BYLAWS

Bylaws of the Corporation shall be adopted by the incorporators and may be amended as provided for therein, so long as such Bylaws or amendments are not inconsistent with the provisions of these Articles, the Act, or the Articles of Incorporation, Bylaws and Standing Rules of the Washington State Dental Association.

ARTICLE X ADDRESS OF REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be 126 N.W. Canal Street, Suite 300, Seattle, Washington 98107. The name of the initial registered agent of the Corporation at such address shall be Bracken Killpack, Executive Director of the Washington State Dental Association.

ARTICLE XI DISSOLUTION

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation, or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) or 501(c)(6) of the Code, or the corresponding provision of any future United States internal revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE XII INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Washington State Dental Association
By its Executive Director, Bracken Killpack
126 N.W. Canal Street, Suite 300
Seattle, WA 98107

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this ___ day of _____, 202x.

Bracken Killpack, Executive Director
Washington State Dental Association
126 N.W. Canal Street, Suite 300
Seattle, WA 98107

end

Dr. Hsu moved to present to the House of Delegates. Dr. McKinley seconded. All were in favor, and it passed unanimously to the House of Delegates.

Background Statement: The Board of Directors submits the following Bylaws for the Washington Consolidated Dental Societies (WCDS) for approval by the House of Delegates.

Therefore, be it

RESOLVED, that the House of Delegates adopts the following initial Bylaws for the Washington Consolidated Dental Society:

BYLAWS OF WASHINGTON CONSOLIDATED DENTAL SOCIETY

CHAPTER I - MEMBERSHIP

Section 1. ELIGIBILITY FOR MEMBERSHIP. Membership in the Washington Consolidated Dental Society (herein, the “Society”) is limited to individuals who reside in the State of Washington in a jurisdiction that does not have a legally organized component society of the Washington State Dental Association (“WSDA”) as such jurisdictions are defined geographically in Article IX of the Bylaws of WSDA, as in effect from time to time. Individuals residing in a jurisdiction where the component society’s membership has elected to dissolve, but such process is not complete, are also eligible for membership in the Society.

Section 2. CATEGORIES OF MEMBERSHIP. The categories of membership in the Society are:

A. ACTIVE MEMBER. Every dentist who meets the requirements for active membership in WSDA shall be eligible for active membership in the Society. An active member in good standing shall be entitled to all the rights and privileges of membership including, but not limited to, the right to vote, hold office, attend all meetings of the Society, and to receive the Society's communications.

B. ACTIVE LIFE MEMBER. An active member of the Society who meets the requirements to be an active life member of WSDA shall be eligible for active life membership in the Society. An active life member in good standing shall be entitled to all the rights and privileges of an active member and such additional privileges as the Society may make available to life members from time to time.

C. RETIRED MEMBER. An active member of the Society who meets the requirements to be a retired member of WSDA shall be eligible for retired membership in the Society. A retired member in good standing shall be entitled to all the rights and privileges of an active member.

D. RETIRED LIFE MEMBER. An active member of the Society who meets the requirements to be a retired life member of WSDA shall be eligible for retired life membership in the Society. A retired member in good standing shall be entitled to all the rights and privileges of an active member and such additional privileges as the Society may make available to life members from time to time.

E. HONORARY MEMBER. Any person who has rendered outstanding service to the dental profession or to the Society or has made a valuable contribution to the science of dentistry is eligible for honorary membership in this Society. Honorary members of WSDA are also eligible for honorary membership in the Society. An honorary member shall be entitled to all the rights and privileges of an active member except the right to vote or hold office. An honorary member shall be exempt from the payment of all dues.

F. ASSOCIATE MEMBER. A person who meets the requirements to be an associate member of WSDA shall be eligible for associate membership in the Society. An associate member in good standing shall receive the Society's communications and may attend meetings as may be authorized from time to time by the Board of Directors but shall not have the right to vote or hold office.

The above membership categories shall be distinguished and apply as defined in the WSDA Bylaws and Standing Rules, as in effect from time to time. In the event WSDA eliminates, modifies, or pilots a membership category or the qualifications of any membership category, those shall also apply to membership in this Society.

Section 3. MEMBERSHIP APPLICATION AND ELECTION PROCESS.

A. DENTIST MEMBERSHIP. The Society will process membership applications expeditiously as follows:

1. A completed application for membership shall be submitted to the Secretary/Treasurer of the Society.

2. If the applicant is a Washington licensed dentist and has no pending disciplinary action, the applicant shall promptly be notified by WSDA that he or she is a pending member with access to all benefits of membership.

The Society's Board of Directors has a period of thirty days to review the application. If the application is not rejected by the Society's Board of Directors within the thirty-day period, it shall be deemed accepted. The applicant is then a member in good standing (subject to payment of dues and other such obligations).

3. If the applicant has a pending disciplinary action, the applicant shall be referred to the Society's Board of Directors for consideration.

4. If the Board of Directors recommends membership application be denied, the applicant will be given written notice of the denial and the reasons for the rejection of the application. When making decisions on whether to reject membership, the Society's Board of Directors shall consider the following criteria developed by the Washington State Dental Association:

- If the Dental Quality Assurance Commission has revoked the applicant's license, the Board must wait one calendar year after the Dental Quality Assurance Commission grants an initial license or reissues a license before considering their application for membership.
- If an applicant has multiple Dental Quality Assurance Commission actions on their license, consideration for membership will be on a case-by-case basis.
- If an applicant has been charged with a felony, consideration for membership will be on a case-by-case basis.

B. HONORARY MEMBERSHIP. Persons eligible for honorary membership may be admitted by majority vote of the Society members participating at any regular meeting.

C. APPEAL OF MEMBERSHIP DENIAL. If an application for membership is denied, the applicant may request a hearing with the Society's Board of Directors. Following such a request, the Board of Directors shall review the membership decision with authority to change the result of the prior decision.

1. A membership applicant hearing is informal. Neither the applicant nor the Society will be represented by counsel. The applicant will be offered an opportunity to present their position but will not be permitted to question members of the Board of Directors.

2. If the applicant does not appear at the scheduled hearing, the Board of Directors may decide the matter in the applicant's absence. If the applicant provides good cause for failing to appear at a scheduled hearing, the Board of Directors will afford the applicant a second hearing. In the event the applicant does not attend the second scheduled hearing, the original decision of the Board of Directors to deny the application will stand.

3. An applicant whose membership application has been denied by the Society after a hearing under this Section 3(c), may appeal that decision to the WSDA Board of Directors (or an appeal panel the WSDA Board designates to hear the appeal). Such appeals must be filed within thirty (30) days of the

applicant's receipt of notice that the application was denied after hearing. Appeals to WSDA are subject to all WSDA processes and requirements.

4. The membership applicant hearing and appeal rights do not apply to a decision by the Society's membership to not elect an honorary member.

D. SPECIAL SITUATIONS PERTAINING TO MEMBERSHIP. Special situations pertaining to membership shall be processed and resolved in the manner prescribed in the WSDA Bylaws and Standing Rules, or as determined by the Board of Directors of the Society in a manner consistent with such requirements. Special situations pertaining to membership governed by this Section include disability of a member, a member's call to active duty, and a member's change of location. A member may submit a written request for the Board of Director's consideration under this section. Such request should be submitted to the Secretary/Treasurer of the Society. The Society will provide the member with written notice of the Board of Directors' decision on the request.

E. MEMBER "IN GOOD STANDING". A member of this Society whose dues are paid current shall be "in good standing"; *provided that*, a member engaged in practice, to remain in good standing, is required to satisfy all applicable state licensing and continuing education requirements. In addition, a member that has agreed to participate in peer review established by this Society or WSDA is required to cooperate and comply with all decisions resulting from the peer review process in order to remain in good standing.

Section 4. SUSPENSION OR REVOCATION AND LOSS OF MEMBERSHIP.

A. LOSS OF LICENSE. A member whose license to practice dentistry in the State of Washington has been suspended or revoked shall automatically have their membership in the Society suspended or revoked in accordance with the WSDA Bylaws and Standing Rules as in effect from time to time.

B. DISCIPLINARY SUSPENSION. A member subject to disciplinary suspension by the Society or WSDA for less than one (1) year is not entitled to vote on any matter or to hold elected or appointed office for the duration of the suspension.

C. REVOCATION. A member subject to disciplinary suspension by the Society or WSDA for a period of one (1) year or longer shall have all membership in this Society revoked.

D. RESIGNATION. When a member resigns or otherwise terminates or loses their membership in this Society, they shall thereby forfeit all rights and privileges of membership in this Society.

E. REINSTATEMENT OF MEMBERSHIP. A member who has lost membership due to loss of license, disciplinary suspension, resignation or otherwise, may reapply for membership in accordance with Chapter 1, Section 3 of these Bylaws, subject to all eligibility requirements set forth herein.

Section 5. DISCIPLINE AND EXPULSION OF MEMBERS.

A. REASONS FOR DISCIPLINARY ACTION. A member may be disciplined by the Society for: (1) conviction of any felony; (2) violation of the Washington Dental Practice Act or any successor thereto; (3) violation of any uniform code of professional

conduct applicable to the member's practice; and/or (4) violation of any code of ethics, bylaws, or standing rule made applicable to Society members by these Bylaws, including those of this Society, the WSDA, and the American Dental Association.

B. FORMS OF DISCIPLINE. Discipline may include censure, probation, suspension, or expulsion, which may include preclusion of future membership for a stated period of time, or for life.

C. DISCIPLINARY PROCEDURE.

1. The Board of Directors may initiate a disciplinary investigation on its own or because of a complaint received. The investigation will be conducted by one (1) or two (2) Society members appointed by the Board of Directors. The investigators will be selected in a manner to minimize the risk of actual bias or the appearance of potential bias.

2. If the investigators determine it is probable that a violation or unprofessional or unethical conduct occurred, the investigators will prepare and submit a written report to the Board of Directors stating in ordinary and concise language the acts or conduct identified that support a finding of probable violation or unprofessional or unethical conduct.

3. Based on the investigators' report, the Board of Directors may initiate a disciplinary proceeding by appointing a panel of three (3) Society members to conduct a disciplinary hearing. The panel members shall be selected in a manner to minimize the risk of actual bias or the appearance of potential bias. One panel member shall be designated as the panel Chair.

4. The Board of Directors will notify the member accused of a violation or of unprofessional or unethical conduct of its decision to initiate a disciplinary proceeding following investigation. Such notice shall be delivered by certified mail to the member's last known address within a reasonable time after the Board of Directors appoints the disciplinary panel.

5. The Society may engage an attorney to present the Society's position at the disciplinary proceeding at the Society's sole cost and expense. The member may also be represented by an attorney at the disciplinary proceeding at the member's sole cost and expense.

6. A disciplinary proceeding shall follow the hearing scheduling and evidentiary procedures established by the WSDA as in effect from time to time. The member and their attorney, if applicable, shall be entitled to receive a copy of the hearing procedures in writing with the notice described above.

7. The panel shall consider and make its decision and set forth the penalty to be imposed, if any, in writing within a reasonable time following the disciplinary hearing, but in all cases no more than sixty (60) days following the end of the hearing. A vote of two thirds (2/3) of the members on the panel shall be required to censure, place on probation (with defined requirements), suspend, or expel a member. No panel member who has not participated in the

entire hearing may vote on the matter. The panel's decision shall be filed with the Board of Directors and copies thereof shall be served on the member in the manner provided above for giving notice.

D. APPEALS PROCEDURE. A member may appeal a disciplinary decision of the Society by delivering written notice to the WSDA President within thirty (30) calendar days of receipt of the Society's written decision. Such appeals are subject to all WSDA processes and requirements.

E. RESTORATION OF MEMBERSHIP.

1. A member who has been censured, placed on probation, or suspended by action of the Society shall have their membership and all applicable privileges restored at the end of the term of censure, probation, or suspension.

2. A member who has been expelled may reapply for membership in accordance with Chapter 1, Section 3 of these Bylaws, subject to all eligibility requirements set forth herein.

Section 6. DUES.

A. DUES.

1. The Board of Directors shall determine the amount of annual active membership dues of this Society, subject to any requirements of WSDA. Dues shall be discounted for categories of members in the same manner as such discounts are applied to categories of members by WSDA, if any. In establishing the dollar rate of dues expressed as a percentage of active member dues, computations resulting in fractions of a dollar shall be rounded up to the next whole dollar.

2. Membership dues shall be due January 1 of each year for all members. Those members elected to membership in this Society after July 1, except for those whose membership has lapsed for failure to pay the current year's dues, shall pay fifty percent (50%) of the current year's dues, and those elected after October 1 shall pay twenty-five percent (25%) of the current year's dues for their membership category.

3. Dues shall be paid in the same manner as dues are paid to WSDA and in accordance with WSDA policy.

B. SPECIAL CIRCUMSTANCES. A member may request deferral (through a payment plan) or waiver of member dues in the event of special circumstances or significant financial hardship that prohibits them from payment of the full dues. Such requests shall be submitted to the Secretary/Treasurer for consideration by the Board of Directors at its next regular meeting.

C. LOSS OF MEMBERSHIP AND REINSTATEMENT.

1. A member whose dues have not been paid by March 31 of the current year shall automatically cease to be a member of this Society.

2. A member that has lost membership for failure to timely pay their annual dues will be automatically reinstated as a member upon payment of all dues then owed to the Society.

Section 7. LEGISLATIVE BODY. The legislative, governing and policy making body of the Society shall be its voting members meeting in general session.

Section 8. MEETINGS OF MEMBERS.

A. REGULAR MEETINGS. The regular meetings of the general membership of the Society shall be held on the dates and at the times established by the Board of Directors and published in notice sent to all members at least ten (10) days and not more than sixty (60) days before the first meeting of each calendar year.

B. ANNUAL MEETING. The last meeting of the calendar year will be the annual meeting at which time the officers of the Society shall be elected.

C. PARTICIPATION AND ACTION. Participation in member meetings may be in person or through electronic means through which all participants may be heard and hear all other participants. The Society shall establish and maintain means for electronic participation at all member meetings. Except as otherwise provided in the Articles, these Bylaws or applicable law, the members shall act by majority vote of the members participating in a meeting where quorum is present.

D. QUORUM. Participation of one-fifth (1/5) of the voting members of the Society shall be necessary to constitute a quorum for the transaction of business at any meeting of the membership.

E. SPECIAL MEETING TO RECONSTITUTE DISSOLVED COMPONENT SOCIETY.

1. At any time, at least twenty (20) members who collectively reside in the jurisdiction of one of the seventeen (17) component societies identified in the WSDA Bylaws may call a special meeting to consider whether to reconstitute such dissolved component society as permitted by Article IX, Section G of the WSDA Bylaws.

2. Notice of the special meeting shall be sent by WCDS to all affected members at least ten (10) days and not more than sixty (60) days before the special meeting.

3. Participation, action, and quorum shall be as provided for in this Section 8.

4. A member's decision to participate in the call of a special meeting under this section or in the effort to reconstitute a dissolved component society as provided for herein shall not diminish or alter in any way such member's rights or obligations as a member of WCDS and may not be used as a basis to discipline or discriminate against such member in any manner.

5. If the members participating in a special meeting called under this section elect to reconstitute the dissolved society, those members shall rely on WSDA staff for assistance and WCDS shall have no obligation to provide financial or other support for such efforts. Once a dissolved component society is reconstituted, all members residing in that jurisdiction shall automatically become members of such component society and their membership in WCDS shall end.

CHAPTER II – BOARD OF DIRECTORS

Section 1. POWERS. The Board of Directors shall be the managing body of this Society vested with full power to conduct all business of the Society subject to the Act and other applicable law, the Articles of Incorporation, and the Bylaws of this Society.

Section 2. COMPOSITION.

A. All elective members of the Board of Directors must be voting members of the Society.

B. The Board of Directors shall consist of:

1. The elective officers of the Society: the President, the President-Elect, and the Secretary/Treasurer.

2. Up to five (5) at-large directors, including at least one (1) at-large director residing in each of the jurisdictions (as defined in Article IX(A) of the WSDA Bylaws) of the component societies that are consolidated in this Society. The directors elected to the Board of Directors under this Section 2(B)(2) shall be in addition to any elective or appointed officers from the same jurisdiction also serving on the Board of Directors.

3. The appointed Executive Director of the Society, if any, shall participate as a non-voting director.

Section 3. AT-LARGE DIRECTOR ELECTIONS AND TERM OF OFFICE. The nomination and election of at-large directors from the consolidated component society jurisdictions (as described in Section 2(B)(2) above) shall be held at the annual membership meeting at the end of each calendar year. The term of office of these directors shall be one (1) year. Terms shall begin on January 1 and end on December 31 of each year, or when their successor(s) are elected and begin their term(s), or until removal or resignation, whichever occurs first.

Section 4. MEETINGS.

A. SCHEDULE AND CALL. The Board of Directors shall determine its regular meeting dates, time, and place by resolution. Regular meetings shall be held on the days and at the times as determined by the Board of Directors and may be held immediately before or after regular meetings of the members. Special meetings of the Board of Directors shall be held whenever called by the President or by three (3) or more directors.

B. PARTICIPATION. Participation in Board of Director meetings may be in person or through electronic means through which all participants may be heard and hear all other participants. The Society shall establish and maintain means for electronic participation at all Board of Director meetings. Members of the Board of Directors may not act by proxy on any matter.

C. QUORUM. A majority of the Board of Directors participating at a meeting shall be necessary to constitute a quorum for the transaction of business.

CHAPTER III - OFFICERS

Section 1. TYPE, TERM, VACANCIES.

A. ELECTIVE OFFICERS. The elective officers of this Society shall be the President, President-Elect, and Secretary/Treasurer. The elective officers shall be nominated by the Board of Directors and elected by the membership at its annual meeting.

B. APPOINTED OFFICERS. The appointed officers of this Society shall be the Delegate(s) to the WSDA House of Delegates and the Executive Director, if any. The Board of Directors shall appoint the Society's Delegate(s) and the Society's Executive Director, if any.

C. ELIGIBILITY. No person shall be nominated or elected to the office of President, President-Elect, or Secretary/Treasurer, or appointed as a Delegate who has not been a member of the Society for the preceding two (2) consecutive years.

D. TERM OF OFFICE. The term of office for all elective and appointed officers shall be one (1) year. All officer terms shall begin on January 1, and end on December 31, or when the officer(s)' successor(s) are elected or appointed and begin their term(s), or until an officer's removal or resignation, whichever occurs first. No elective officer shall serve more than two (2) consecutive terms in office.

E. VACANCIES. Vacancies in any of the elective or appointed offices shall be filled by appointment by the Board of Directors for the remainder of the vacant term. If the office of the President becomes vacant, the Executive Council shall seek to fill the vacancy first by offering it to the President-Elect. If the office of President-Elect becomes vacant, it shall remain vacant and the office of the President for the succeeding year shall be filled by an election at the annual meeting.

F. MULTIPLE OFFICES. An officer of this Society may hold more than one office in this Society at the same time, except that the offices of President and Secretary/Treasurer may not be held by the same person.

Section 2. ELECTIVE OFFICERS.

A. NOMINATIONS FOR ELECTIVE OFFICE. The Board of Directors shall present its elective officer nominations to the Society members in writing at least one month prior to the annual meeting and officer elections.

B. ELECTION. For elective offices, a majority vote of the members participating in the meeting is required to elect an officer.

Section 3. APPOINTMENT OF DELEGATES.

A. NOMINATION. The Board of Directors, or a committee thereof, shall identify and nominate for appointment as this Society's Delegate(s) to the WSDA House of Delegates at least one candidate who resides in each of the jurisdictions (as defined in Article IX(A) of the WSDA Bylaws) of the component societies consolidated in this Society.

B. APPOINTMENT. At a meeting held within sixty (60) days of notice from WSDA of the number of delegates allocated to the Society, and in all cases at least thirty (30) days prior to the Board of Director's last meeting of each calendar year, the Board of Directors shall consider the candidates and appoint by majority vote the Society's Delegate(s) for a one (1), two (2), or three (3) year term starting the following January 1.

C. REPRESENTATION. The Board of Directors shall appoint a Delegate who resides in each of the jurisdictions (as defined in Article IX(A) of the WSDA Bylaws) of the component societies that are consolidated in this Society. If the number of Delegate(s) allocated by WSDA to the Society is more than the number of component society jurisdictions consolidated in the Society, the Board of Directors shall appoint additional Delegate(s) from the consolidated jurisdiction(s) in proportion to the number of Society members residing in each consolidated jurisdiction.

Section 4. OFFICER DUTIES. The elective and appointed officers of the Society shall perform the duties set forth herein, and other such duties as may be delegated to them by the Board of Directors from time to time, in accordance with applicable law.

A. PRESIDENT. It shall be the duty of the President to:

1. Direct the business of the Society.
2. Serve as the chair and preside at all meetings of the membership.
3. Serve as an *ex-officio* member of any committees created by the Board of Directors.
4. Appoint the chair and members of any committees created by the Board of Directors.
5. Serve as official representative of this Society in its contacts with governmental, civic, business, and professional organizations for the purpose of advancing the objectives and policies of this Society.
6. Submit regular reports to the members and the Board of Directors regarding Society business.
7. Supervise all activities of this Society's central office and the Executive Director, if any.
8. Perform other duties as may be provided in these Bylaws.

B. PRESIDENT-ELECT. It shall be to duty of the President-elect to:

1. Assist the President as requested.
2. Act in the absence of the President.
3. Be acquainted with the duties of the President and assume that office one (1) year after election.
4. Succeed to the office of President in case of removal, resignation, or death of the President while in office.

C. SECRETARY/TREASURER. It shall be the duty of the Secretary/Treasurer to:

1. Supervise the collection and banking of all monies of the Society, the disbursement of which shall be by check (paper or bank) or electronic funds transfer.
2. ~~Report on the finances of the Society to the Board of Directors when they meet and to the membership annually.~~
3. Assist the Board of Directors with development of an annual budget for the Society and obtain approval of the Board of Directors for payment of any non-budgeted expense.
4. Supervise correspondence and membership records of the Society.
5. Maintain separate accounting records for dissolved component society funds as required by Chapter VII, Section D of these Bylaws.
6. Serve *ex-officio* on any committees, without the right to vote, and keep the minutes of all meetings.

D. DELEGATES TO WSDA HOUSE OF DELEGATES. The Delegate(s) shall represent the Society at the annual WSDA House of Delegates meeting. The Delegate(s) shall determine, insofar as possible, the desires and opinions of the members of the Society in order to conduct the business of WSDA intelligently as it relates to the Society. The Delegate(s) shall report to the members of the Society at the next regular membership meeting following the House of Delegates meeting, the proceedings of that body.

E. EXECUTIVE DIRECTOR. If the Society's Board of Directors appoints an Executive Director, the Executive Director shall work under the control of the Board of Directors and under the direct supervision of the President. It shall be the duty of the Executive Director to:

1. Manage the central office of the Society, including the hiring and discharging of employees of said office, if any.
2. Assist the Board of Directors in all of its activities, including the preparation of the annual budget.
3. Coordinate and assist any committees in their work.
4. Administer all business of the Society.

5. Present to the Board of Directors regularly and immediately prior to the annual membership meeting a report of the state of the Society and the activities of the Executive Director over the past month or year, as applicable.
6. Serve as an *ex-officio* member of the Board of Directors, without the right to vote.

CHAPTER IV - COMMITTEES

Section 1. COMMITTEES. The Board of Directors shall determine whether to create such committees as may be necessary or advisable to assist and support the completion of the Board's work in a timely manner.

Section 2. GENERAL.

- A. MEMBERS. All committees shall be composed of voting members in good standing appointed by the President.
- B. CHAIR. The chair of a committee shall be appointed by the President for a term of up to one (1) year. Chairs shall not serve in that position for more than two (2) successive years.
- C. PARTICIPATION. Participation in committee meetings may be in person or through electronic means through which all participants may be heard and hear all other participants. The Society shall establish and maintain means for electronic participation at all committee meetings.
- D. QUORUM. A majority of the members of a committee shall constitute a quorum.

CHAPTER V – PEER REVIEW

As described in the WSDA Bylaws, as in effect from time to time, once a member agrees to participate in the peer review process, the member must comply with the requirements and outcomes thereof. Peer review conducted by the Society shall be constituted and performed consistent with the WSDA Peer Review Procedure Manual.

CHAPTER VI - CODE OF ETHICS

The standards set forth in the American Dental Association Principles of Ethics are hereby adopted and incorporated as the code of ethics of this Society, as supplemented and interpreted by this Society. Such standards shall govern the conduct of the members in their relation to each other, the Society, and to the public.

CHAPTER VII - MISCELLANEOUS

- A. CONFLICT. No provision in these Bylaws shall conflict with or limit the Constitution and Bylaws of the American Dental Association or the Articles of Incorporation, Bylaws, or Standing Rules of the Washington State Dental Association.

B. FISCAL YEAR. The fiscal year of this Society shall begin on the first day of January and end on the last day of December in each year.

C. INDEMNIFICATION.

1. Determination. When an officer or director is entitled to indemnification under the Articles of Incorporation of the Society or applicable law, it shall only be made after a determination that it is permissible under the circumstances. This determination shall be made:

- a. By the Board of Directors, by a majority vote of a quorum consisting of directors who are not parties to such proceeding at the time; or
- b. If such a quorum cannot be obtained, then by a majority vote of the elective officers, duly designated to act in the matter, consisting solely of two (2) or more officers who are not parties to such proceedings at the time; or
- c. In a written opinion by legal counsel at the request of the Board of Directors.

2. Reasonableness of Expenses. When applicable, a determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible.

3. Non-exclusivity of Rights. When applicable, the right to indemnification and the payment of reasonable expenses incurred in defending a proceeding in advance of its final disposition shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

4. Insurance, Contracts and Funding. The Society may obtain and maintain insurance at its expense to protect itself and any director, officer, employee, or agent of the Society against any expense, liability, or loss, whether or not the Society would have the power to indemnify such persons against such expense, liability or loss under Washington law, as applied to nonprofit corporations. The Society may, without further membership action, enter into contracts with any director or officer of the Society in furtherance of the provisions of this Chapter and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in the Articles of Incorporation and these Bylaws.

D. SEPARATE ACCOUNTING. Notwithstanding any provision to the contrary herein, the Society shall account separately for the funds of each dissolved and consolidated component society that were transferred to the Society as part of the consolidation process, if any, excluding only the initial member dues paid by each dissolved and consolidated component society to WCDS. WCDS will use such funds for activities and events benefiting the dissolved component society's jurisdiction. The foregoing dedicated use of funds by WCDS will be accomplished in a manner consistent with applicable Internal Revenue Code requirements.

CHAPTER VIII - RULES OF ORDER

The rules contained in the current edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis shall govern the deliberations of this Society in all cases in which they are applicable and not in conflict with the Articles of Incorporation or these Bylaws.

CHAPTER IX - CONSTRUCTION

Where the context or construction requires, all titles and personal pronouns used in the Bylaws, whether used in the masculine, feminine or neutral gender, shall include all genders.

CHAPTER X - AMENDMENTS

These Bylaws may be amended or repealed by majority vote of the members participating at the annual meeting or at a special meeting called for that purpose, a quorum being present, *provided that*, notices setting forth the contemplated changes have been mailed to the membership at least thirty (30) days prior to the voting date.

The foregoing bylaws were adopted this 14th day of September, 2024, by the WSDA House of Delegates.

end

Dr. Egbert mentioned to change the title to “societies of the Washington State Dental Association.” Line 429 suggested a monthly meeting. It was changed to “when the group meets” and Dr. Egbert asked to strike it completely. Edits were accepted.

Dr. Kirchner moved to present to the House of Delegates. Dr. Tremblay seconded. All were in favor, and it passed unanimously to the House of Delegates.

Executive Session/Attorney-Client: Report on Legal Considerations with Implementation of Certain Membership Packages

Executive session began at 1:47 p.m. and ended at 1:56 p.m.

Discussion on ADA Pilot Developments

The discussion began and Mr. Killpack mentioned that many states involved in the process were showing reservations and fear behind being committed to the pilot. WSDA will be the most aggressive to bring down base membership prices. They will be prepared to respond/listen to folks asking members of the board about how our pilot is going.

BD-22-2023/24 Approval of 2025 Pilot Membership Rates and Packages

Background Statement. At its January 2024 meeting, the Board of Directors authorized WSDA to participate in the ADA's Membership Model pilot for the 2025-2027 membership years. The Board then discussed potential elements of the 2025 membership year pilot during its March 2024 meeting.

The ADA has requested that pilot states develop their membership rates and packages for the 2025 membership year prior to May 30, 2024.

Therefore, be it

RESOLVED, that the Board of Directors adopts the following membership rates and packages for the 2025 membership year:

1. WSDA will pilot the following membership categories:
 - 1.1. Student (defined as members participating in dental education programs including dental residents)
 - 1.2. Early Career (defined as members less than six years from completing dental education)
 - 1.3. 6+ Members (defined as members that are not Students or Early Career)
2. WSDA will set the following membership rates for 2025:
 - 2.1. Student = \$0
 - 2.2. Early Career = \$0 for up to the first 1.5 years from completing dental education and \$150 (\$100 WSDA membership and \$50 DentPAC mandatory contribution) for remaining years in the membership category
 - 2.3. 6+ = \$649 (\$549 WSDA membership and \$100 DentPAC mandatory contribution), through HD-06-2024
3. WSDA will, through HD-16-2024, request that the House of Delegates cap component society base membership for Early Career dentists at no more than \$150.
4. WSDA will eliminate its discount of 50% off WSDA membership for "Active Life" members for the duration of the membership model pilot. WSDA shall provide all "Life" members with complimentary registration at PNDC.
5. WSDA will, through HD-16-2024, request that the House of Delegates require component societies to eliminate Active Life discounts on their base memberships in alignment with the Association.
6. WSDA will set its membership rate for retired members at \$0 regardless of "Life" status.
7. WSDA will, through HD-16-2024, request that the House of Delegates require component societies to set their membership rates for retired members at \$0 regardless of "Life" status.
8. WSDA will pilot the following membership packages:

- 8.1. WSDA Advocacy Package (Early Career, 6+ eligible to purchase): \$250 minimum
 - 8.1.1. WSDA Issues Fund: \$125 (\$125 is default amount but field should be editable to contribute more)
 - 8.1.2. DentPAC: \$125 (\$125 is default amount but field should be editable to contribute more)
- 8.2. WDIA Appreciation Package (6+ eligible): members that use WDIA as their broker for professional liability shall be eligible to reduce their WSDA membership rate by \$250.

And, be it further

RESOLVED, that the Board of Directors shall adopt a series of metrics to define success of the 2025-2027 membership model prior to the 2024 House of Delegates.

end

Mr. Killpack mentioned that this is in alignment with what was discussed at the March Board meeting. A lot of positive feedback from members of component societies, especially with younger members.

Dr. McKinley motioned to pass BD-22-2023/24. Dr. de Jesus seconded. All were in favor and it passed unanimously.

HD-15-2024 Reimagining Membership: Establishment of 2025-27 Membership Model Pilot (Bylaw Amendment)

Background Statement. The 2023 House of Delegates adopted HD-10-2023 Reimagining Association Membership, which charged the WSDA Board of Directors and the Association with the following directives related to reimagining membership:

- Developing Bylaws Amendments to create a tiered membership structure for WSDA and its Component Societies.
- Developing a road map for increasing sustainable sources of non-dues revenue that can be utilized by the Association and its Component Societies to decrease dependence on dues revenue.
- Supporting the American Dental Association in the development of a national tiered membership structure and shall consider aligning the implementation of a state-based model with one adopted by the ADA.

The Association has been actively working on both the development of a new state and local membership model as well as the national membership model framework.

The American Dental Association (ADA) has launched a three-year membership model pilot that is in alignment with HD-10-2023. The WSDA Board of Directors has authorized the Association to join the ADA's pilot program starting with the 2025

membership cycle. The Board is requesting that the House of Delegates amend the Bylaws to provide governance flexibility for the membership model pilot for three membership years (2025-2027). This flexibility will allow WSDA to quickly iterate on the model as it is implemented.

The Board is requesting that the House of Delegates establish a precedent that changes which would financially impact WSDA's component societies cannot be enacted without approval of the House of Delegates. The Board believes that the House, as a body derived from the component societies, is best positioned to authorize pilot requirements with a financial impact on component societies.

BD-22-2023/2024 outlines the elements of the membership model pilot for the 2025 membership year as approved by the Board. The Board shall adopt additions or modifications to these elements for the 2026 and 2027 membership years by board resolution.

Therefore be it,

RESOLVED, that the following language be added before Article I. of the Bylaws:

Notwithstanding any provision in these Bylaws, the Board of Directors is authorized to implement a membership model pilot, in collaboration with the American Dental Association and WSDA's Component Societies, for the membership years of 2025, 2026, and 2027 that does not conform with Articles I., II., and IX. of these Bylaws. The Board of Directors must submit provisions of the membership model pilot that will financially impact WSDA's Component Societies to the House of Delegates for its approval prior to implementation. The Board of Directors will submit a report to the House of Delegates annually, reporting on the operation of the membership model pilot, and any findings and conclusions resulting from the operation of the pilot.

End

Dr. McKinley moved to present to the House of Delegates. Dr, Land seconded. All were in favor, and it passed unanimously to the House of Delegates.

HD-06-2024 WSDA Dues for 2024

RESOLVED, that the first paragraph of Bylaws, Section II, Dues, C. Schedule of Dues, be revised as follows:

II. Dues

C. Schedule of Dues. The annual dues of active or associate members shall be \$549, plus an additional amount of \$100 designated for political activity support. The total amount of dues, and political activity support is \$649.

The \$100 designated for political activity support shall be remitted to DentPAC for state or local political campaign contributions and other political expenses of DentPAC; provided, however, a member may elect that the amount instead be allocated to a WSDA Issues Fund for political purposes other than direct campaign contributions to candidates.

end

Dr. McKinley moved to present to the House of Delegates. Dr. Tremblay seconded. All were in favor, and it passed unanimously to the House of Delegates.

HD-16-2024 Reimagining Membership: Provisions of Membership Model Pilot Financially Impacting WSDA Component Societies in the 2025 Membership Year

Background Statement. The 2023 House of Delegates adopted HD-10-2023 Reimagining Association Membership, which charged the WSDA Board of Directors and the Association with the following directives related to reimagining membership:

- Developing Bylaws Amendments to create a tiered membership structure for WSDA and its Component Societies.
- Developing a road map for increasing sustainable sources of non-dues revenue that can be utilized by the Association and its Component Societies to decrease dependence on dues revenue.
- Supporting the American Dental Association in the development of a national tiered membership structure and shall consider aligning the implementation of a state-based model with one adopted by the ADA.

HD-15-2024 Reimagining Membership: Establishment of 2025-2027 Membership Model Pilot, as presented to the 2024 House of Delegates, provides the Association with flexibility in implementing the 2025-2027 pilot that is aligned with HD-10-2023. Furthermore, HD-15-2024 requires the House of Delegates to approve provisions of the membership model pilot that will financially impact WSDA's Component Societies. This resolution, HD-16-2024, requests House of Delegates approval for the pilot provisions that will have a financial impact on Component Societies in the 2025 membership year.

BD-22-2023/2024 outlines the provisions of the entire membership model pilot for the 2025 membership year as approved by the Board. The provisions that will financially impact WSDA Component Societies are as follows:

- The Board is requesting that the House of Delegates require WSDA Component Societies keep its base membership rate for the 2025 membership year the same as its base rate for the 2024 membership year.

- WSDA is seeking to pilot a tripartite (local, state, national) membership rate of no more than \$37 per month (\$444 annual) for “Early Career” members (defined by the Board as less than six years from completing dental education). The Board is requesting that the House of Delegates cap component society membership for this membership type at \$150 for the 2025 membership year.
- WSDA will eliminate its discount of 50% off WSDA membership for “Active Life” members for the duration of the membership model pilot. The Board is requesting that the House of Delegates require WSDA Component Societies to mirror this approach.
- WSDA will implement a \$0 membership rate for all members that are retired regardless of “Life” status. The Board is requesting that the House of Delegates require WSDA Component Societies to mirror this approach.

Therefore be it,

RESOLVED, that the House of Delegates requires WSDA Component Societies to keep their base membership rates for the 2025 membership year the same as their base rate for the 2024 membership year, unless otherwise specified in this resolution;

And be it further

RESOLVED, that the House of Delegates requires WSDA Component Societies, for the 2025 membership year, to cap membership for its members designated by the WSDA Board of Directors as “Early Career Dentists” as follows:

- The membership rate for members up to 1.5 years out of dental education, as defined by the WSDA Board of Directors, is \$0.
- The membership rate for all other members less than six years out of dental education, as defined by the WSDA Board of Directors, is capped at \$150. Component Societies whose membership rate is less than \$150 shall keep their membership rate unchanged.

And be it further

RESOLVED, that the House of Delegates requires WSDA Component Societies, for the 2025 membership year, to eliminate any membership discount for members with an “Active Life” designation, as defined by the WSDA Board of Directors.

And be it further

RESOLVED, that the House of Delegates requires WSDA Component Societies, for the 2025 membership year, to set a membership rate of \$0 for all members that are retired, as defined by the WSDA Board of Directors.

And be it further

RESOLVED, that WSDA shall provide financial support to its Component Societies for participating in the membership model pilot using the following methodology:

- At the conclusion of the 2024 membership year, WSDA will provide each Component Society with a report on its revenue from 2024 membership, broken down by quarter.
- On a quarterly basis in 2025, WSDA will run a comparison report for each Component Society which shows membership revenue by quarter for both the 2024 and 2025 membership years.
- In the event that 2025 revenue is less than 2024 revenue for the quarter, WSDA shall pay the Component Society an amount equal to the difference between 2024 and 2025 revenue.
- At the end of the 2025 membership year, WSDA shall reconcile the quarterly reports with a year-end report. In the event that WSDA has contributed more than the amount necessary to make 2025 membership revenue equal to 2024 membership revenue, WSDA shall work with the Component Society to develop a payment plan for returning any excess contribution.

end

Discussion began with Dr. Hsu asking to get more details on component societies and their due rates/due rate limits.

Dr. Tremblay asked to clarify designation of dentists standing for dues based on career path/going back to school/ect. Dr. Hobart and Dr. Buttaro asked how component societies want to deal with financials and deficits by raising their dues. Some societies could be hit more by this resolution than others?

WSDA will provide funding help to fill that financial gap to societies where they arise.

Dr. McKinley moved to present to the House of Delegates. Dr. Buttaro seconded. All were in favor, and it passed unanimously to the House of Delegates.

HD-17-2024 Reimagining Membership: Membership Payment Policies

Background Statement. The 2023 House of Delegates adopted HD-10-2023 Reimagining Association Membership, which charged the WSDA Board of Directors and the Association with the following directives related to reimagining membership:

- Developing Bylaws Amendments to create a tiered membership structure for WSDA and its Component Societies.

- Developing a road map for increasing sustainable sources of non-dues revenue that can be utilized by the Association and its Component Societies to decrease dependence on dues revenue.
- Supporting the American Dental Association in the development of a national tiered membership structure and shall consider aligning the implementation of a state-based model with one adopted by the ADA.

BD-22-2023/2024 outlines the provisions of the entire membership model pilot for the 2025 membership year as approved by the Board.

The Board is requesting that the House of Delegates affirm payment policies for the membership model pilot.

Therefore be it,

RESOLVED, that the House of Delegates affirms the following payment policies for the 2025-2027 membership model pilot:

- Membership rates will no longer be referred to as “dues”. Membership rates will be marketed primarily in monthly amounts.
- Starting with the 2025 membership year, WSDA will no longer charge a fee to members that pay for membership in monthly installments.
- Members will be required to pay for membership electronically, as defined by the WSDA Board of Directors, in order to purchase optional packages or to be eligible for select membership rate discounts, as defined by the WSDA Board of Directors.
- Starting with the 2025 membership year, membership will be presented electronically as auto-renewing in 2026 and future membership years. Members will be given appropriate electronic communication, as defined by the WSDA Board of Directors, prior to charging members for membership in future years.
- WSDA will continue to mail paper membership invoices but will encourage members to go online to determine if they are eligible for membership rate discounts or to purchase optional packages.

end

Dr. Dean asked if we can remove paper dues statements.

Dr. McKinley moved to present to the House of Delegates. Dr. Hsu seconded. All were in favor, and it passed unanimously to the House of Delegates.

ComplyBetter Update

Mr. Trotter presented on ComplyBetter. The beta version of ComplyBetter will be presented at the House of Delegates.

WDIA Update

Mr. Killpack reported that at PNDC, MedPro had to twice print more paper application for folks to sign up for PL. This was great news. It is estimated to be up to 200 soon.

Mr. Killpack wants to aim to be at 700 by March 2025 and 1400 by 2026.

Fonteva Migration Update

BD-26-2023/24 Task Force on Recognition Appointment

Dr. Dean moved to approve. Seconded by Dr. McKinley, and it was passed unanimously.

2024 House of Delegates

Dr. Killpack told the Board that WSDA is moving forward with using Election Buddy for the House of Delegates voting system this year.

BD-23-2023/24 Speaker of the House and Parliamentarian

Background Statement. WSDA Bylaws Section IV House of Delegates charge the WSDA Board of Directors with appointing a Speaker of the House of Delegates and Parliamentarian to preside over the annual meeting and any special meetings of the House of Delegates.

Therefore, be it

RESOLVED, that the Board of Directors appoints Dr. Andrew Sholudko to act as the Speaker of the House for the 2024 WSDA House of Delegates.

And, be it further

RESOLVED, that the Board of Directors appoints Dr. Larry Lawton to act as Parliamentarian for the 2024 WSDA House of Delegates.

end

Dr. Tremblay moved to pass. Dr. de Jesus seconded. All in favor. Passed unanimously.

HD-01-2024 Re-establishing the “Organization and Operation of the House of Delegates” if referred by the Governance and Leadership Board Work Group

Therefore, be it RESOLVED, that the House of Delegates approves the updated version of the “Organization and Operation of the House of Delegates” document.

A Tracked Changes version of the “Organization and Operation of the House of Delegates” document which highlights all proposed changes to the 2024 document is available for reference.

End

This was referred and seconded by the Governance and Leadership Board Work Group. “Parliamentarian appointed or hired” was amended by Dr. de Jesus.

All in favor. Passed to the House of Delegates.

HD-02-2024 Rules for the House of Delegates

RESOLVED, that the following shall be adopted as the Rules for the House of Delegates at its annual meeting held in Spokane, Washington, September 12-13, 2024:

1. The House of Delegates shall be organized and operated as outlined in the memorandum entitled “Organization and Operation of the House of Delegates” adopted in December 1960 and as amended by HD-01-2024 Re-establishing the “Organization and Operation of the House of Delegates” Document by the House of Delegates.
2. All resolutions and reports mailed to the members of the House of Delegates prior to the annual meeting may be read in part at the time of their introduction in the House, and such reading shall stand for reading the material in full.
3. If desired, at the request of the majority of the members of this House, any material shall be read in part or in full and amended or discussed at the time of the first reading.
4. Resolutions and reports not pertaining to amendments of the Bylaws may be acted upon by the House at the time of the first reading unless the House by majority vote, or the presiding officer, requests that the resolution or report be referred to a reference committee for further study and recommendations back to this House. Candidates for any position to be elected by the House at this meeting shall be ineligible to serve on a reference committee of this House meeting.
5. Except by majority consent of the members of the House of Delegates, debate on either side of a subject by one individual shall be limited to not more than two speeches, neither of which shall exceed five minutes.
6. The agenda for this House shall be the agenda as established by the Rules and Order Committee and submitted to the House of Delegates. New business not previously submitted and placed on the agenda by the Rules and Order Committee shall be considered only by two-thirds majority consent of the House of Delegates. Any business not receiving such two-thirds majority approval shall be referred to the next session of the House of Delegates by the presiding officer. The Bylaws amendment resolution pertaining to dues, HD-05-2024, and

any increases, decreases or other amendments thereof, shall be in order for consideration by this House near the end of its final business session.

7. Voting for elective office will be conducted by electronic ballot. If the number of nominees equals the number of positions to be filled, and there is a difference as to the length of term, delegates shall vote for up to one less than the number of positions to be filled.
8. In the case of an elected office (such as board of directors) where more than one person is to be elected, the candidates receiving the most votes are each elected until the positions are filled, with the prevailing candidate receiving the fewer votes receiving the short term, if one is applicable.

In the event of a tie, necessary to be resolved to complete the election, the run-off election is only among the two or more candidates in the tie. The elected candidate must receive a majority of the votes cast as per WSDA Bylaws Chapter XIV.

9. To expedite the actions of the House, a list of referrals of known business shall be prepared by the Rules and Order Committee prior to the opening of the House of Delegates and presented to the members of the House at their opening session.

end

Dr. McKinley moved to present to the House of Delegates. Dr. Dean seconded and it passed unanimously to the House.

HD-08-2024 Location of the 2026 House of Delegates

Background Statement: The House is encouraged to hold the meeting west and east every other year but allowing flexibility should the need arise. Future meetings are contracted as follows:

2025	Tacoma, Marriot Downtown	September 25-27
2026	Spokane, Davenport Hotel	September 17-19

Therefore, be it

RESOLVED, that the 2026 WSDA House of Delegates be held in Spokane, Washington, at the Historic Davenport Hotel from September 17-19.

End

There was a small mention that WSDA scoped out Yakima as another option but decided against it due to space size concerns.

Dr. McKinley moved to present to the House of Delegates. Dr. Dean seconded. All in favor and it passed to the House of Delegates.

HD-09-2024 Staff Recognition

RESOLVED, that the House of Delegates, through resolution, commend and acknowledge the support of the staff of the Association and its component societies on the fifth anniversary of employment and every five years thereafter so long as the staff member is employed by the Association or its component societies;

And be it further

RESOLVED, that the anniversary of employment of staff be recognized at the House of Delegates in the same calendar year as the recognized anniversary;

Therefore, be it

RESOLVED, that the following individuals be recognized for their service at the 2025 House of Delegates:

- 20 Years: Peggy Stanley, Kitsap County Dental Society
- 5 Years: Nancy Tupper, Mount Baker District Dental Society
Emily Wilkinson, Washington Dentists' Insurance Agency

end

Dr. McKinley moved to present to the House of Delegates. Dr. Egbert seconded. Passed unanimously.

HD-10-2024 Nomination for Honorary Membership

Background Statement. With the adoption of HD-10-2015, Recognition of Association and Component Society Staff, the House adopted the following resolution:

RESOLVED, that staff of the Association and its component societies be considered for honorary membership in the Association during the annual session of the House of Delegates which coincides with his or her twentieth year of employment;

Therefore, be it

RESOLVED, that Peggy Stanley, who was hired in 2004 at the Kitsap County Dental Society, after 20 years of service, be awarded honorary membership in the Washington State Dental Association.

end

Dr. McKinley moved to present to the House of Delegates. Dr. Egbert seconded. Passed unanimously.

HD-18-2024 Regarding Predoctoral Member Representation at House of Delegates (Articles of Incorporation Amendment)

Background Statement: Starting as soon as 2025, the State of Washington will have more than one dental school. In preparation for this event, the Board of Directors is recommending that the House of Delegates amend the Association's Articles of Incorporation to allow for predoctoral representation for all in-state dental schools. The Board of Directors recommends that the references to the third dental student be removed from the Articles as reimbursement policy is most appropriately outlined in the Association's Standing Rules. If HD-18-2024 is enacted, the Board of Directors will amend the Standing Rules to reflect the deleted language related to reimbursement policy.

In addition, the House Delegates is encouraged to eliminate references to the Vice President role (now assumed by the President-elect) that may create the impression that the WSDA Board has 17 directors instead of 16 directors.

Therefore be it,

RESOLVED that ARTICLE IV of the Articles of Incorporation be amended as follows:

MANAGEMENT

(As amended, 4-2-57, 12-3-60, 12-3-66, 12-2-72, 12-6-80, 12-4-82, 9-21-85, 9-18-93, 9-7-96, 9-16-00, 9-22-01, 9-17-05, 9-15-12, 7-27-20, 9-14-24)

Except as provided by law, the affairs of this corporation shall be managed and the corporate powers of the corporation shall be exercised by its House of Delegates and its Board of Directors, which may act through and by means of its officers.

The officers of the Association shall be a President, a President-elect, a Vice President, a Secretary-Treasurer, who shall be elected from the membership of this Association, and the Immediate Past President. The President, President-elect, the Vice President and the Immediate Past President shall serve a term of one administrative year or until their successors are elected and installed. Beginning October 1, 2014, the President-elect shall also be the Vice President. The separate office of Vice President is then eliminated. The term of office of the Secretary-Treasurer shall be for three years or until their successor is elected and installed. The Secretary-Treasurer may be reelected, but shall not serve more than two consecutive terms. Serving out an unexpired term does not count towards this limitation.

There shall be a governing and administrative body in this corporation to be known as the House of Delegates, which shall have a minimum of seventy-seven voting members and shall consist of the President, the President-elect, the Immediate Past President, ~~the Vice President~~, the Secretary-Treasurer, the delegates elected by the component

~~societies, and two undergraduate/~~predoctoral dental students from each dental school headquartered in the State of Washington as selected by the respective students of each dental school through a process determined by the aforementioned students.~~the first and second ASDA delegates elected annually by University of Washington dental student members of the Washington Chapter of ASDA. A third ASDA member from the sophomore class will attend the meeting of the House of Delegates and that member will be reimbursed for his or her lodging.~~

Each component society shall be entitled to one delegate in the House of Delegates; the remaining delegates shall be apportioned among the component societies in proportion to the number of their members holding active and life membership in the Washington State Dental Association. The number of delegates to which each society is entitled shall be computed annually as of January 1 for each year. Once all the remaining at-large delegates have been apportioned, any dental society left with only a single delegate will be allowed one additional delegate for that year only.

During the interim between meetings of the House of Delegates, necessary business of the corporation shall be transacted by a Board of Directors consisting of the President, President-elect, Immediate Past President, ~~Vice President~~, Secretary-Treasurer and twelve additional members elected by the House of Delegates. The twelve additional members shall serve a term of three years or until their successors are elected and installed. The twelve additional members shall be elected on a staggered basis. No member shall be eligible to serve more than two consecutive terms as an elected member of the Board of Directors except where the initial service is a shortened term to facilitate transition to orderly rotation or for the purpose of filling an unexpired term. After three years off the Board of Directors, the member may be eligible again.

end

Dr. Tremblay moved to present to the House of Delegates. Dr. de Jesus seconded. Passed unanimously.

Preliminary 2024 House of Delegates Agenda

There was an open discussion about placement of a certain session. “What will help the delegates prepare the most and be the most efficient?”

Some senior members of the ADA staff will be at the House of Delegates to observe our pilot program.

“Good of the Order”

Kudos were given to Dr. Dorow for leading the meeting.

Adjournment. There being no further business, the meeting was adjourned at 4:55 pm.

Respectfully submitted,

Dr. Chris Dorow, President-elect

Attest to: Dr. Blake McKinley, Jr.
Secretary-Treasurer

Harald Hyllseth
Acting as Secretary

1st Distribution: Board of Directors

2nd Distribution: (After approval by the Board of Directors) Chairs, Standing
and Special Committees and Task Forces; Presidents,
Executive Directors of Component Dental Societies
ADA President (if from the Eleventh Trustee District)
; WSDA Attorney; the WSDA House of Delegates

**Minutes
Board of Directors**

Date/Time/Place: Wednesday June 26, 2024/ Email Ballot

Board Present: Dr. Nathan G. Russell, President
Dr. Chris Dorow, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. John L. Gibbons, Immediate Past President
Dr. Lisa Buttaro (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Lisa Egbert (2024)
Dr. Emily Hobart (2025)
Dr. Kevin Hudson (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Absent/Excused:

Action.

Approved BD-29-2023/2024 Recommendations for Appointments to the Dental Quality Assurance Commission

**BD-29-2023/2024
Recommendations for Appointments
to the Dental Quality Assurance
Commission**

Background statement: The Washington State Dental Association's Board of Directors makes recommendations to the Governor's office concerning appointments to the Dental Quality Assurance Commission. For this year's application cycle, Regulatory Affairs Committee members Dr. Bryan Edgar, Dr. Blake McKinley, Dr. Dave Keller, Dr. Sue Qian, Dr. Rolf Christensen, and Dr. Keyvan Sohrabi reviewed the applicants' resumes, applications, and questionnaire responses to determine who should be recommended by the WSDA Board of Directors. After careful consideration of each applicant's education, qualifications, and demonstrated experience, they have recommended the following individuals for appointment.

Therefore, be it

RESOLVED, that the WSDA Board of Directors formally recommends the following dentists for appointment to the Dental Quality Assurance Commission:

Dr. Charles (Dan) Knechtel

Dr. Seung Yu

end

**Minutes
Board of Directors**

Date/Time/Place: Friday July 12, 2024/ Email Ballot

Board Present: Dr. Nathan G. Russell, President
Dr. Chris Dorow, President-elect
Dr. Blake McKinley, Jr., Secretary/Treasurer
Dr. John L. Gibbons, Immediate Past President
Dr. Lisa Buttaro (2026)
Dr. Brittany Dean (2025)
Dr. Joseph Y. de Jesus (2024)
Dr. Lisa Egbert (2024)
Dr. Emily Hobart (2025)
Dr. Kevin Hudson (2026)
Dr. Christine Kirchner (2024)
Dr. Melanie Lang (2026)
Dr. Daniel Tremblay (2025)
Dr. Daniel Wilson (2025)
Dr. Crystal Vo (2024)

Absent/Excused:

Action.

Approved BD-30-2023/2024 Appointment to Vacant Position on the WSDA Board of Directors

**BD-30-2023/2024
Appointment to Vacant Position on the WSDA Board of Directors**

Background Statement. The WSDA Bylaws (Section VI. Duties of the Officers, A. President) states the following about filling vacancies of elected positions:

The President...shall, with consent of the Board of Directors, fill all elective vacancies except those of President, President-elect, and Immediate Past President, such appointments to remain in force only until the next meeting of the House of Delegates.

After consideration and consultation with the President-elect and Executive Director, I have decided to fill the vacant At-Large position on the Board. As I look at the current Board, I believe we have less collective knowledge and experience about WDIA than is optimal. Currently, Dr. McKinley and I are the only Board members with recent experience serving on the WDIA Board. Given that my time on the Board of Directors is limited, I believe it is prudent to select someone to serve on the Board with extensive WDIA experience.

I, therefore, ask the WSDA Board to consent to my selection of Dr. Puneet Aulakh to serve on the WSDA Board of Directors until the 2024 House of Delegates. Puneet served on the WDIA Board of Directors for six years, including two of those years as President. He also served on the 2018 Professional Liability RFP Task Force and was extensively involved in all of the Association's Leap Day activities. In addition, he served on the Washington Academy of General Dentistry Board and also served as the WAGD President. Puneet is a candidate for the WSDA Board of Directors at the upcoming House of Delegates meeting.

Therefore, be it

RESOLVED, that the WSDA Board of Directors consents to the selection of Dr. Puneet Aulakh to serve on the Board of Directors until the 2024 House of Delegates.

end