

Reference Committee Report  
ADSA Annual Meeting  
Las Vegas, Nevada  
April 14, 2024

The Reference Committee met on 4/14/2024 at 6:00 p.m. in the Senna Boardroom at the Aria Resort in Las Vegas Nevada. The committee consisted of Dr. Anne Morgan from Suffolk, Virginia is the Chair of the committee and also serving are Dr. Ernie Luce from San Antonio, Texas and Dr. Michael Isaac from Madison, Wisconsin

After hearing all testimony from delegates, the committee retired to a closed session and offers the following recommendations:

2024 House of Delegates		<u>Constitutional Amendment</u>		March 13-16, 2024
Resolution No.	R4-24B	New	Substitute	Amendment ■
Submitted By:	Board of Directors			
Date Submitted:	April 5, 2023	Reference Committee ■	Direct to House	
Total Financial Implication:	\$ none			
Amount One-time	\$ none	Amount On-going	\$ none	

### R4-24B Amending Notice Requirement

## **Amendment to the Constitution to Amend the Amendment Notice Requirement**

### **Background Statement:**

The Constitution should rarely need to be amended, and even then, it should be rather difficult to amend. The Constitution currently requires a one-year notice to amend with a two-thirds (2/3) vote. It requires a unanimous vote with less than a one-year notice.

Given the current notice requirement, the Committee on Ethics and Bylaws considers this notice excessive and should be shortened while still preserving the need for thought-out amendments when needed.

Additionally, names of members selected to serve as component delegates to the House of Delegates are not submitted until ninety (90) days before

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the first House meeting. Therefore, the one-year notice serves no functional purpose.

The Committee on Ethics and Bylaws recommends that the notice requirement to amend the Constitution be changed from one (1) year to one hundred twenty (120) days. This allows time for component delegates to review and study Constitutional amendments well in advance of House of Delegates meetings.

**Resolution:**

*Resolved:* That Article VIII: Amendments of the Constitution be amended as follows.

**Current Reading:**

Article VIII: AMENDMENTS

This **Constitution** may be amended by a two-thirds (2/3) affirmative vote of the members of the House of Delegates, provided that the proposed amendments have been presented at any previous session of the House of Delegates.

This **Constitution** may also be amended at any session of the House of Delegates by a unanimous vote, provided the proposed amendments have been presented at a previous meeting of such session.

**Proposed Amendments:**

~~Article VIII: AMENDMENTS~~

~~This **Constitution** may be amended by a two-thirds (2/3) affirmative vote of the members of the House of Delegates, provided that the proposed amendments have been presented at any previous session of the House of Delegates.~~

~~This **Constitution** may also be amended at any session of the House of Delegates by a unanimous vote, provided the proposed amendments have been presented at a previous meeting of such session.~~

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**Article VIII: Amendments**

1. Amendments to the Constitution must be submitted in writing to the executive director at least one hundred twenty (120) days before the first meeting of the House of Delegates.

2. The executive director shall publish the proposed amendment(s) at least ninety (90) days before the first meeting of the House of Delegates.

3. Amendments to the Constitution will be referred to a Reference Committee for their review and recommendations and reported at the second meeting of the House of Delegates.

4. Adopting a properly noticed amendment to the Constitution requires a two-thirds vote of the legal votes cast.

5. This Constitution may also be amended by a unanimous vote without notice. To be considered, the proposed amendment would have to be presented under New Business on the first day of the House of Delegates, referred to the Reference Committee for its review and recommendations, and then reported back to the House of Delegates for a vote.

6. Constitutional amendments are not allowed to be introduced on the final day of the House of Delegates.

**As Amended:**

Article VIII: Amendments

1. Amendments to the Constitution must be submitted in writing to the executive director at least one hundred twenty (120) days before the first meeting of the House of Delegates.

2. The executive director shall publish the proposed amendment(s) at least ninety (90) days before the first meeting of the House of Delegates.

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3. Amendments to the Constitution will be referred to a Reference Committee for its review and recommendations and make its report at the second meeting of the House of Delegates.

4. Adopting a properly noticed amendment to the Constitution requires a two-thirds vote of the legal votes cast.

5. This Constitution may also be amended by a unanimous vote without notice. To be considered, the proposed amendment must be presented under New Business on the first day of the House of Delegates, referred to the Reference Committee for its review and recommendations, and then reported back to the House of Delegates for a vote.

6. Amendments to the Constitution are not allowed to be introduced on the final day of the House of Delegates.

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**BOARD RECOMMENDATIONS: VOTE YES**

**BOARD VOTE: UNANIMOUS**

**REFERENCE COMMITTEE RECOMENDATION: VOTE YES**

**REFERENCE COMMITTEE VOTE:UNANIMOUS**

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R6-24B Bylaw Amendment Proration

2024 House of Delegates	<u>Bylaws Amendment, Proration and Generally Accepted Accounting Principles</u>			March 13-16, 2024
Resolution No.	R6-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:	December 6, 2023	Reference Committee <input checked="" type="checkbox"/>	Direct to House	
Total Financial Implication:	\$ none			
Amount One-time	\$ none	Amount On-going	\$ none	

Bylaws Amendment:  
Proration and Generally Accepted Accounting Principles

**Background statement:**

Over the years, the ADSA has awarded its components a proration of twenty dollars per member, supporting vital activities like organizing meetings, engaging speakers, and assisting newly established components. ADSA feels strongly that this support should continue.

However, recent accounting concerns have surfaced, raising doubts about adherence to Generally Accepted Accounting Principles (GAAP). Upon review by ADSA's accounting firm, it has become evident that certain provisions in our current Bylaws may not fully align with GAAP, the bedrock for financial reporting that ensures consistency, transparency, and accuracy in financial statements. Adhering to GAAP is not just a best practice; it's essential for maintaining the integrity and reliability of our financial information.

The existing method of dividing ADSA dues is unclear, uneven, and poorly conceived. The proposed changes seek to enhance our financial reporting

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processes, promote accountability, and establish a clear framework for compliance with industry standards.

The ADSA's accounting firm strongly recommends making the following amendments to the bylaws to bring the ADSA into alignment with General Accepted Accounting Principles. The Board of Directors fully supports the recommendations of our accounting firm and the adoption of resolution R<sup>^</sup>-24B.

**Resolution R6-24B:**

*Resolved:* That the Bylaws of the ADSA be amended by striking out of Chapter II: Section 40. Financial Support, which reads;

*“In addition, all component societies with the exception of the component society representing the Federal Dental Services, shall receive a proration of the annual dues for every active member and dues paying active life member in good standing of both this Society and the component society, in an amount prescribed by the Board of Directors. The proration of annual dues for dues paying active life members shall be fifty percent (50%) of the proration of annual dues for active members. “*

*“For the purpose of this section, the number of active members and dues paying active life members in good standing shall be determined as of the first day of July in the calendar year in which dues are prorated.”*

\*Conforming amendments to Chapter II: Sections 70, 90, 100, 110, and 130 will be changed accordingly if Resolution R6-24B is adopted.

**Current Reading:**

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Section 40. Financial Support: An active, chartered component society as defined in Chapter II, Section 30 of these Bylaws, that has established component membership dues of its members in accordance with Chapter II, Section 20 of these Bylaws, may at its discretion, relegate the billing and collection of the component membership dues to the Administrative Office of this Society, provided it informs the Administrative Office of the amount due no less than sixty (60) days in advance of the date annual dues statements are sent to the general membership. In addition, all component societies with the exception of the component society representing the Federal Dental Services shall receive a proration of the annual dues for every active member and dues paying active life member in good standing of both this Society and the component society, in an amount prescribed by the Board of Directors. The proration of annual dues for dues paying active life members shall be fifty percent (50%) of the proration of annual dues for active members.

**Purposed Amendments:**

Section 40. Financial Support: An active, chartered component society as defined in Chapter II, Section 30 of these Bylaws, that has established component membership dues of its members in accordance with Chapter II, Section 20 of these Bylaws, may at its discretion, relegate the billing and collection of the component membership dues to the Administrative Office of this Society, provided it informs the Administrative Office of the amount due no less than sixty (60) days in advance of the date annual dues statements are sent to the general membership. ~~In addition, all component societies with the exception of the component society representing the Federal Dental Services shall receive a proration of the annual dues for every active member and dues paying active life member in good standing of both this Society and the component society, in an amount prescribed by the Board of Directors. The proration of annual dues for dues paying active life members shall be fifty percent (50%) of the proration of annual dues for active members.~~

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~~For the purpose of this section, the number of active members and dues paying active life members in good standing shall be determined as of the first day of July in the calendar year in which dues are prorated.~~

**As Amended:**

Section 40. Financial Support: An active, chartered component society as defined in Chapter II, Section 30 of these Bylaws, that has established component membership dues of its members in accordance with Chapter II, Section 20 of these Bylaws, may at its discretion, relegate the billing and collection of the component membership dues to the Administrative Office of this Society, provided it informs the Administrative Office of the amount due no less than sixty (60) days in advance of the date annual dues statements are sent to the general membership.

**BOARD RECOMMENDATIONS: VOTE YES**

**BOARD VOTE: UNANIMOUS**

**REFERENCE COMMITTEE RECOMENDATION: VOTE YES. If adopted, the financial impact change will be reflected in an amendment to the budget.**

**REFERENCE COMMITTEE VOTE:UNANIMOUS**



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R7-24B Annual Budget

2024 House of Delegates		Annual Budget 2024-2025		March 13-16, 2024
Resolution No.	R7-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:		Reference Committee <input checked="" type="checkbox"/>	Direct to House	
Total Financial Implication:	\$ none			
Amount One-time	\$ none	Amount On-going	\$ none	

**Annual Budget 2024-2025**

Background Statement:

The annual budget has been prepared by the Board of Directors as directed by the Society's Bylaw. The House of Delegates has the power and duty to adopt an annual budget.

Resolution:

***Resolved***, That the annual budget of revenues and expenses of the American Dental Society of Anesthesiology for fiscal year 2024-2025 be approved.

**BOARD RECOMMENDATIONS: VOTE YES**

**BOARD VOTE: UNANIMOUS**

**REFERENCE COMMITTEE RECOMENDATION: VOTE YES. If R6-24B is adopted, the reference committee moves to adopt the revised budget in lieu of the budget presented.**

**REFERENCE COMMITTEE VOTE:UNANIMOUS**

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R8-24B Condolence Policy

2024 House of Delegates		<u>Condolence Policy</u>		March 13-16, 2024
Resolution No.	R8-24B	New <input checked="" type="checkbox"/>	Substitute <input type="checkbox"/>	Amendment <input type="checkbox"/>
Submitted By:	Board of Directors			
Date Submitted:	March 3, 2024	Reference Committee	Direct to House <input checked="" type="checkbox"/>	
Total Financial Implication:	\$1000.00			
Amount One-time	\$1000.00 max per occurrence	Amount On-going	\$1000 max per occurrence	

## ADSA Condolence Policy

**Background statement:**

The ADSA extends expressions of condolence when appropriate throughout the year. There has never been a policy to guide the Board of Directors or Executive Director in these times. A policy is needed to allow for these expressions to be consistent for all our deceased members.

**Resolution:**

*Resolved:* That the ADSA Condolence Policy be approved.

To Read:

ADSA CONDOLENCE POLICY

The ~~Executive Director~~President, with utmost respect and honor, will send a formal letter of condolence on behalf of ADSA when notified of the death of a past or current ADSA president or an individual member who has been influential in the field or organization.

In consultation with the family, the Executive Director with the concurrence of the President, has the discretion to send what is most appropriate for each specific occurrence.

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The Executive Director will notify the Board of Directors and the general membership of the death. If available, announcements and details related to funeral arrangements will be included.

Donations to a charity of the family's wishes shall not exceed one thousand dollars. Donations for other expressions of condolence shall not exceed five hundred dollars.

The Board of Directors or the House of Delegates may recommend, on rare occasions, that an expression of condolences be extended to an individual who made significant contributions to the field or to the organization.

**BOARD RECOMMENDATIONS: VOTE YES**

**BOARD VOTE: UNANIMOUS**

**REFERENCE COMMITTEE RECOMENDATION ~~VOTE YES~~The Reference Committee moves to adopt the following in lieu of the motion as presented.**

**The Reference Committee offers the following resolution in lieu of the original version.**

**ADSA CONDOLENCE POLICY**

The President, with utmost respect and honor, will send a formal letter of condolence on behalf of ADSA when notified of the death of a past or current ADSA president or an individual member who has been influential in the field or organization.

In consultation with the family, the Executive Director with the concurrence of the President, has the discretion to send what is most appropriate for each specific occurrence.

The Executive Director will notify the Board of Directors and the general membership of the death. If available, announcements and details related to funeral arrangements will be included.

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Donations to a charity of the family's wishes shall not exceed one thousand dollars. Donations for other expressions of condolence shall not exceed five hundred dollars.

The Board of Directors or the House of Delegates may recommend, on rare occasions, that an expression of condolences be extended to an individual who made significant contributions to the field or to the organization.

**REFERENCE COMMITTEE VOTE:UNANIMOUS**

Respectfully submitted,

Dr. Anne Morgan, Chair

Signed /s/

Dr. Ernie Luce

Signed /s/

Dr. Michael Isaac

Signed /s/