|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Resolution No. | | [Resolution Number] | | | | | [Type] | | | |  | | |
| Report: | [Report] | | | | | | | | Date Submitted: | | | [Date Submitted] | |
| Submitted By: | | Dr. Steven Saxe, delegate, Nevada | | | | | | | | | | | |
| Reference Committee: | | | | [Reference Committee for Worksheet] | | | | | | | | | |
| Total Net Financial Implication: | | | | | [Total Net Financial Impl.] | | | | | Net Dues Impact: | | |  |
| Amount One-time: | | |  | | | Amount On-going: | |  | | | | |  |
| ADA Strategic Forecast Outcome: Tripartite: Promote Tripartite stability, success, and future growth. | | | | | | | | | | | | | |

**Delaying Trustee Eligibility to Run for ADA President-Elect to Protect Governance Integrity**

ADA policy currently allows sitting trustees to begin formal or informal campaigns for national office during their final year on the Board. According to the *2024 Manual of the House of Delegates and Supplemental Information* (page 62), candidacy announcements for ADA President-Elect may begin as early as the close of the House session two years before the election. This means a trustee can actively campaign while still serving, which can compromise fiduciary focus and neutral governance.

The decisions made by the ADA Board of Trustees shape the future of the Association and the profession. When trustees are allowed to campaign for ADA President-Elect while still serving on the Board, it creates an unavoidable conflict of interest. Every vote, every public statement, and every strategic decision risks being influenced by how it will play in an upcoming election rather than by what is best for the ADA and the members it serves.

Trustees should be free to make the most difficult and necessary decisions for the profession without the shadow of political calculation hanging over them. Waiting until a full year has passed after leaving the Board before running for President-Elect would remove that pressure. It would free trustees from the temptation to filter decisions through the lens of electability and instead allow them to act with complete loyalty to the mission, vision, and long-term health of the Association.

Many major membership organizations restrict current board members from campaigning for other national offices during their term to avoid conflicts of interest and maintain fiduciary focus. For example, the American Medical Association (AMA), a 501(c)(6), states in its Bylaws that “The Chair of the Board of Trustees is not eligible for election as President-Elect until the Annual Meeting following completion of the term as Chair of the Board of Trustees” [(AMA Bylaws, July 2025, § 3.2.1.3. P26](https://www.ama-assn.org/system/files/ama-constitution-and-bylaws.pdf)). The American Psychiatric Nurses Association (APNA), a 501(c)(3), prohibits the President, President-Elect, and other officers and directors from being candidates for any other elected office until the expiration of their current term ([APNA Bylaws, § 3](https://www.apna.org/about-apna/bylaws-processes/#:~:text=Section%203.%20Term,one%20(1)%20year.)).

While the IRS does not regulate internal election procedures, its tax-exempt guidance emphasizes that organizations must avoid both private benefit and inurement, meaning no part of the entity’s activities or earnings should unjustly benefit its insiders, including officers or trustees. Allowing sitting trustees to campaign for the office of President-Elect risks creating the appearance of inurement—raising concerns that strategic decisions may be influenced by personal ambition rather than the ADA’s mission. A one-year cooling-off period before a former trustee may run for President-Elect would align ADA practice with nonprofit best practices by ensuring that Board decisions are made solely in the best interest of the profession and the public, free from the influence of campaign considerations.[(IRS Publication 557, January 2025, P50 “Private Benefit Prohibited”).](https://www.irs.gov/pub/irs-pdf/p557.pdf) Adopting this eligibility restriction for the ADA Board of Trustees would align the Association with proven best practices and reduce both the reality and the appearance of conflicts of interest.

By adopting this restriction, the ADA puts the integrity of governance above political ambition, restoring confidence among members that Board decisions are made solely in the best interest of the profession and the public.

**Resolved**, that the American Dental Association amend its Election Commission and Campaign Rules, **Candidate Eligibility**, as follows (additions underlined, deletions in strikethrough):

**No sitting member of the Board of Trustees shall announce candidacy for the office of ADA President-Elect until the Annual Meeting of the House of Delegates immediately preceding the completion of their term on the Board of Trustees. Such individuals shall not conduct campaign activities until after their service on the Board of Trustees has ended, and they shall first be eligible for election to the office of ADA President-Elect at the Annual Meeting of the House of Delegates immediately following the completion of their term. This eligibility restriction shall take effect immediately upon adoption of this resolution and shall be enforced by the Election Commission in the 2025 and subsequent election cycles, regardless of whether broader campaign rule revisions are adopted** **and shall be inserted under the Candidate Eligibility section of the Election Commission and Campaign Rules, or its successor section if the rules are revised.**

and be it further,

**Resolved**, that the American Dental Association amend its Governance and Organizational Manual, Chapter VI. Elective Officers of the Association, Section A. Eligibility, as follows (additions Underlined, deletions in strikethrough):

A. Eligibility. Only an active, life or retired member, in good standing, of this Association shall be eligible to serve as an elective officer. No trustee or other elected officer is eligible to serve simultaneously as Treasurer or Speaker of the House of Delegates. **No sitting member of the Board of Trustees shall announce candidacy for the office of ADA President-Elect until the Annual Meeting of the House of Delegates immediately preceding the completion of their term on the Board of Trustees. Such individuals shall not conduct campaign activities until after their service on the Board of Trustees has ended, and they shall first be eligible for election to the office of ADA President-Elect at the Annual Meeting of the House of Delegates immediately following the completion of their term.**