



CDWS statement on the WDS special meeting

On Friday, November 11, hundreds of Washington state dentists attended a special meeting of Washington Dental Service to fight for their patients and the future of their profession. Here is a recap of what happened, why WDS's conduct at the meeting was illegal, and where we plan to go from here.

Dentist turnout. The support was overwhelming, but we need it to continue. 394 member dentists were needed for a quorum. WDS stopped counting at 466. Based upon the room capacity of 750, most people estimate the crowd was about 700. The member dentists were respectful, controlled, and made excellent contributions about how their practices and patients are affected by WDS's policies.

WDS's illegal meeting strategy. The WDS bylaws provide that all member meetings shall be governed by *Roberts Rules of Order*. The petition submitted by member dentists included a request "to discuss the following items" and included a proposed set of bylaw changes. When we got wind that WDS intended to illegally reject all of the changes after the meeting simply because some of them were subject to independent director approval, we called out their illegal strategy ahead of time. More details are in the letter from our lawyer here. http://concerneddentistsofWashingtonstate.org/files/WDS_letter.pdf. When they ignored this request, informed members made the appropriate motions at the meeting to force the independent directors to consider each amendment on an individual basis (which they should have done and should do anyway). Jim Dwyer ruled the motions out of order, purportedly on the grounds that he was protecting the procedural rights of dentists who signed the petition but weren't present at the meeting.

Yet Jim Dwyer was violating *Roberts Rules*, and he knew it. Section 9 says "the requirement that business transacted at a special meeting be specified in the call should not be confused with a requirement that previous notice of a motion be given. Although the call of a special meeting must state the purpose of the meeting, it need not give the exact content of the individual motions that will be considered. When a main motion related to business specified in the call of a special meeting is pending, it is as fully open to germane amendment as if it had been moved at a regular meeting."

A member appealed Dwyer's decision under Section 24 of *Robert's Rules*. The appeal was ruled out of order, which is a fundamental violation of *Robert's Rules*.

Despite the WDS's strategy to treat its members like puppets, the members unanimously passed the proposed bylaw changes and sent a strong message to WDS, and, in particular, its independent directors. It sure appeared from the facial expressions at the meeting that some of the independent directors were not apprised of this illegal strategy ahead of time. The question is whether they will follow their legal obligations, or further be a rubber stamp to a detached management that treats its member dentists with such contempt.

Where we go from here. The WDS independent directors will review the bylaw changes that were unanimously passed by the members. Legally, they only have the right to review certain changes to Article IV, governing the board of directors. They could choose to approve all of the bylaw changes, only certain bylaw changes, or take the (illegal) position that all must be rejected because they choose to reject some. We will determine our next step after the independent directors make their decision. If they attempt to reject any changes over which they do not have approval rights, we will likely file a lawsuit to compel WDS to follow the law, its own bylaws, and *Roberts Rules*. Such a lawsuit would also attack the special powers of independent directors as violating RCW 24.03.115 and seek other remedies.

What's at stake. Nothing less than the future of the dental profession in Washington state. WDS brags about how it covers 2.1 million state residents, has about 90% of state dentists in its network, and provides dental benefits coverage to most of the larger employers in the state. What this really means is that it is a monopsonist—a buyer with a monopoly. In that role, WDS is in a position to dictate all aspects of the delivery of care in Washington. It is difficult for member dentists to drop WDS because they face retributive non-member reimbursement rates that would drive them out of practice. We simply cannot let an unaccountable small group dictate the future of dental care. Providers and policy makers must be involved in the discussion.

What you can do.

1. Stay informed. Become a fan on Facebook (www.facebook.com/concerneddentists), which receives the most updates. Check out our website. Discuss your concerns with patients. Talk to your fellow dentists. Make sure they know what is going on.
2. Support CDWS! We are unpaid volunteer member dentists, but we have out of pocket costs related primarily to communications and legal fees. If we have to file a lawsuit against WDS, we will need much more financial support. Go to our website www.concerneddentistsofWashingtonstate.org and contribute via PayPal.

Or, you can send a check to:

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Sincerely,

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