

# BYLAWS TEXAS ORAL HEALTH COALITION

## ARTICLE 1 COALITION

The name of the organization shall be the Texas Oral Health Coalition, hereinafter referred to as the “Coalition.”

## ARTICLE 2 PURPOSE

The purpose of the Coalition is to promote optimal oral health for all Texans through a statewide partnership.

## ARTICLE 3 ORGANIZATION

### **3.1 Powers**

The affairs of the Coalition shall be managed, controlled and administered by the Board of the Coalition (Board). The Board shall carry out the purposes of the Coalition as set forth in these Bylaws and, subject only to the limitations imposed by law and these Bylaws, may exercise all the powers set forth by the Coalition.

### **3.2 Coalition General Membership**

The general membership of the Coalition shall be composed of individuals, members of regional coalitions and organizations in good standing that support the purpose of the Coalition and are willing to assist the Coalition in the fulfillment of its stated purpose. To be a credentialed entity, each prospective member, coalition, or organization shall register with the Coalition and sign a Statement of Principles. At the Annual Meeting, when elections or other business takes place, a simple majority of members present shall constitute an acceptable quorum.

### **3.3 Coalition Board Members**

#### **a. Composition**

The Board shall be composed of the elected Officers: Chairperson, Vice-Chairperson, Secretary, Treasurer, and six (6) Directors. The Immediate Past Chairperson of the Coalition shall be an ex-officio member of the Board. A minimum of three Board members shall be dentists or dental hygienists. The State Dental Director, or named designee, shall be a liaison to the Board without voting privileges.

#### **b. Nomination, Selection, Election**

Board Officers and Directors shall be vetted and nominated by the Board Governance Committee. Board Officer nominees must be members of the Texas Oral Health Coalition in good standing for one year prior to nomination. Nominees for Directors must be members of the Texas Oral Health Coalition in good standing for a minimum of

ninety (90) days prior to elections. Thirty (30) days prior to the Annual Meeting, the

Board Governance Committee shall send out a proposed Board slate to all members. At the Annual Meeting, the Board Governance Committee will present the slate of candidates for Chairperson, Vice-Chairperson, Treasurer, Secretary biannually, and six (6) Directors annually. The Chairperson shall then open the floor for any additional nominations. The final slate shall be voted on by the membership.

**c. Term**

All Officers shall be elected to the Board for a two (2) year term and may serve two (2) consecutive terms per office. Directors at large shall be elected to the Board for a one-year term and may serve up to four (4) consecutive terms. The Immediate Past Chair shall serve one (1) two (2) year term. Any member of the Board may be removed, with or without cause, at any meeting of the Board by a two-thirds vote of the Board.

**d. Vacancies**

The Chairperson of the Board may appoint, with Board ratification, an individual to replace a Board member who ceases to serve on the Board for any reason, and the replacement Board member shall serve until the next Annual Board Meeting.

**e. Mandatory Meeting Requirements**

Each Board member must attend at least 50% of the aggregate regular and special meetings of the Board or Standing Committee to which he or she has been appointed. Meetings may consist of face-to-face meetings or by scheduled electronic communication, via telephone or web teleconference as called by the chair. Any Board member who fails to attend at least 50% of the aggregate number of meetings held in any calendar year shall automatically, and without any further action by the Board, cease to be a Board member at the end of the Coalition Year, subject, however, to re-nomination by the Board in the event of unusual circumstances. Such re-nomination and subsequent reappointment shall be for the remaining unfulfilled term.

**f. Budget Requests**

All Board members must submit budget requests to the Budget & Finance committee for approval prior to ratification by the Board. Policy on travel reimbursement for Board members is outlined in the Standing Rules.

**3.4 Board Liaisons without Voting Rights**

Any member organization which shares the Coalition's mission may appoint a liaison to the Board of the Texas Oral Health Coalition at the invitation of the Board of Directors. Board Liaisons do not have voting rights.

**3.5 Quorum**

A quorum of the Board shall be 50% of the elected and ex-officio members of the board, and must include at least one of the officers.

**3.6 Voting**

All Board members may vote on any issue that may come before the Board except in those situations in which the member has a conflict of interest (see Article 8.1). Each Board member has one vote. Voting by proxy shall not be permitted. Voting by email shall comply with Article 6.4.

**3.7 Resignation**

Notice of resignation shall be made in writing to the Chairperson of the Board. Such

resignation shall take effect upon receipt of the notice, unless the notice specifies a future date.

**3.8 Approval of Policies**

A unanimous decision of the Board at any meeting where a quorum is present shall be necessary for policy statements that are approved by the Board.

ARTICLE 4  
OFFICERS

**4.1 Officers**

The Officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. All Officers shall be elected by the membership during the Annual Meeting and shall hold office for a period of two (2) years thereafter or until successors shall have been duly elected and qualified. Officers may serve in that office for a maximum of two (2) consecutive terms. A period of vacancy in any office may be filled through appointment by the Chairperson, with Board ratification, for the unexpired portion of the term.

**4.2 Selection of Officers**

Board members, Board Liaisons, and members of the general membership of the Coalition may provide the Board Governance Committee with recommendations for Officers for the coming Board year. During the Annual Meeting, the Board Governance Committee shall offer a slate of Officers and Directors for a vote by the membership. The Coalition shall, at the Annual Meeting, elect new Officers biannually and Directors annually.

**4.3 Chairperson**

The Chairperson of the Board shall be the principal Officer of the Board and shall preside at all meetings of the Coalition and Board. The Chairperson shall be an ex officio member of all committees. The Chairperson shall also perform all duties incident to the office of Chairperson and such other duties as from time to time may be prescribed by the Board.

**4.4 Vice-Chairperson**

In the absence of the Chairperson, or in the event of his or her disability, inability, or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson with full power of, and subject to the restriction on, the Chairperson.

**4.5 Secretary**

The Secretary shall keep or cause Minutes to be kept of all meetings of the Board and Board committees. Minutes of all Board meetings shall be completed and submitted to the Minutes review committee within two (2) weeks of the Board meeting. A Minutes review committee shall be appointed by the Chair at each Board meeting. The Secretary shall give or cause to be given appropriate notices in accordance with the Bylaws or as required by law. The Secretary shall also keep or cause to be kept a register for the street and email address of each Officer and Director of the Board, and each member of the

general membership of the Coalition, as well as other such duties as from time to time may be assigned by the Chairperson of the Board or by the Board.

**4.6 Treasurer**

The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Coalition, make or cause to be made a financial report to the Board on a regular basis, and in general, perform all duties incident to the office, and such other duties as from time to time may be assigned by the Chairperson of the Board.

**4.7 Removal of Officers**

Any Officer elected or appointed by the Board may be removed, with or without cause, at any meeting of the Board by a two-thirds vote of the Board.

ARTICLE 5  
COMMITTEES

**5.1 Standing Committees**

The Standing Committees of the Board are the Planning Committee, the Board Governance Committee and the Budget and Finance Committee. The Board may authorize other standing committees from time to time.

Unless Section 5 provides otherwise, the Chairperson, with Board ratification, shall appoint the committee chairs for each Standing Committee at the Post Annual Meeting Board meeting and shall fill any Board vacancies. The committee chair of each Standing Committee, with the exception of the Special Committee, shall be selected from current Board members. Committee Chairs shall submit a list of committee members for Board approval at the Post Annual Meeting Board meeting. Each Standing Committee member shall hold office from the date of his/her appointment until the end of the next Annual Meeting and until his/her successor has been appointed.

No Standing Committee may make any contract on behalf of the Board members without prior approval or delegation of authority by the Board members of the Coalition.

Standing Committees may conduct meetings by means of conference call or other means of effective communication among the respective committee members if the budget allows.

All standing committee chairs must submit budget requests to the Budget & Finance committee for approval prior to ratification by the Board.

**5.2 Planning Committee a.**

**Duties**

The Planning Committee shall be responsible for planning and conducting the Coalition's Annual Meeting, and Summit, when scheduled.

**b. Members**

The Planning Committee shall be composed of one (1) Board member as committee chair, and at least two (2) members from the Coalition.

**c. Meetings**

The Planning Committee shall meet upon call of its Chairperson.

**5.3 Board Governance Committee**

**a. Duties**

For elections, the Board Governance Committee shall accept formal recommendations for Officers and Directors of the Board from Board members, Board Liaisons, and from the Coalition general membership. The Board Governance Committee shall present at least one (1) nominee for each office (Chair, Vice-Chair, Secretary and Treasurer) of the Board biannually and annually for each of the six (6) Directors positions of the Board at the Annual Meeting of the general membership. The Board Governance Committee shall adhere to the policies and procedures set forth in the Board approved Standing Rules and use the established criteria when considering individuals to serve as Board members.

The Coalition's Bylaws shall be in compliance with the laws set forth in the Business Organizations Code for Nonprofit Corporations Title 2. Chapter 22. The Board Governance Committee is responsible for the periodic review and revision of the Coalition's Bylaws and to advise the Coalition Chairperson and/or Board members upon request. It shall submit appropriate recommendations to the Board regarding the Bylaws and draft proposed amendments to the Board for consideration and action thereon.

**b. Members** The Board Governance Committee shall be composed of one (1) Board member as committee chair and two (2) members who may or may not be members of the Board.

**c. Meetings**

The Board Governance Committee shall meet upon call of its Chairperson.

**5.4 Budget and Finance Committee**

**a. Duties**

The Budget and Finance Committee is responsible for the periodic review of the budget of this Coalition, to make appropriate recommendations to the Board upon request and to propose an annual budget for Board approval to support the goals of the Coalition. This committee shall adhere to the policies and procedures set forth in the Board approved Standing Rules.

**b. Members**

The Budget and Finance Committee shall be composed of two (2) members of the Board of Directors and the Treasurer. The Board of Directors shall elect two members who currently serve on the Board of Directors to serve on the Budget and Finance Committee. The Treasurer shall serve as Chairperson. These members shall be elected at the post Annual Meeting board meeting.

**c. Meetings**

The Budget and Finance Committee shall meet upon call of its Chairman.

**5.5 Special Committees**

Special Committees of the Board may be appointed by the Chairperson of the Board from time to time at the Chairperson's discretion.

**a. Duties**

The duties of each Special Committee shall be defined by the Chairperson of the Board at the time the Committee is appointed.

**b. Members**

The number of members of each Special Committee shall be determined by the Chairperson of the Board. Members of Special Committees need not be members of the Board.

**c. Term**

The Chairperson of the Board may appoint a Special Committee to serve for a specific period of time or to accomplish a specific purpose. Each Special Committee shall be automatically discharged when the specific purpose of its appointment is accomplished or when the period of its services has expired. If the specific purpose for which the Special Committee has been appointed is not accomplished prior to the next annual meeting of the Board, each Committee member shall continue to serve on the Special Committee until his or her successor has been appointed by the Chairperson.

**5.6 Meeting Procedures of Standing and Special Committees**

**a. Quorum**

One-half of the number of members of each Standing and each Special Committee shall constitute a quorum.

**b. Ex Officio Member**

The Chairperson of the Board shall be an ex officio member of all committees. The Chairperson shall not have a vote, nor shall he/she be counted for the purpose of determining a quorum.

ARTICLE 6  
MEETINGS

**6.1 Regular and Special Meetings**

The Board shall hold at least one face-to-face Annual Meeting, and shall hold special meetings as needed. The Annual Meeting shall be called at such a location and time as may be designated by the Chairperson. It shall be during the Annual Meeting that the members elect Officers and Directors to the Board for the coming year. Additional regular or special meetings may be called by the Coalition Chairperson. Special meetings may also be called by request of two-thirds of the Board members and does not require a vote.

**6.2 Notice**

Notice of the time and place of regular Board meetings shall be given not less than thirty (30) days before the meeting by mail (regular mail or email). Notice of special meetings shall be given not less than seventy-two (72) hours before said special meeting by mail (regular mail or email).

**6.3 Coalition Year**

The Coalition Year shall run from January 1 through December 31.

**6.4 Participation by Electronic Communications**

The Board or members of any committee designated by the Board may participate in and hold a meeting of the Board or such committee by means of conference telephone, web video conferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

Each member's vote will be recorded as part of the meeting Minutes.

Only Board members present on a conference call or web videoconference can vote.

**6.5 Open Meetings**

All meetings of the Coalition, the Board, and standing or special committees shall be open.

ARTICLE 7  
MISCELLANEOUS

**7.1 Conflict of Interest**

The Board shall establish and maintain appropriate policies relative to potential conflicts of interest among Board members, members of special committees of the Board, and staff supporting the Coalition. None of the above shall receive any substantial gift or emolument, directly or indirectly, from any person or institution which has or had any commercial relationship with the Coalition, unless such gift or emolument is promptly disclosed in writing to and approved by the Board before acceptance thereof.

**7.2 Compensation**

Membership as a director or officer of the Board is entirely voluntary and no director shall be entitled to receive any salary or other compensation for fulfilling his or her duties as they pertain to the coalition. Members of the Board may be compensated for expenses incurred in the performance of their duties per the reimbursement policy set forth in the Board approved Standing Rules

**7.3 Parliamentary Procedure**

All meetings of the Board and any committees, in person or via electronic communication, shall be conducted pursuant to the parliamentary authority provided in the current edition of "Robert's Rules of Order, Newly Revised." All requirements (quorum, minutes, etc.) associated with such meetings shall be adhered to faithfully.

**7.4 Procedural Waivers**

At any time, notice or other formality required by these Bylaws or by law may be waived by delivering to the Chairperson a written waiver thereof signed by a majority of the Board members, in any case where such waiver is not expressly prohibited by law.

**7.5 Captions**

The captions of the various subdivisions of these Bylaws are for convenience only and shall not define, limit, or in any way affect the meaning or construction of any provision of these Bylaws.

ARTICLE 8  
AMENDMENTS



These Bylaws, and any amendments hereafter adopted, shall take effect immediately upon adoption unless a future effective date is so specified in the motion for adoption. A copy of proposed amendments shall be mailed (regular mail or email) to each member of the Board, not less than ten (10) days or more than thirty (30) days, prior to the scheduled meeting. The Bylaws may be amended by the Board by a two-thirds vote of the entire Board.

**AMENDED AND ADOPTED BY THE BOARD ON January 30, 2015**

**EFFECTIVE Immediately**