

# 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 supporting the purpose of the Coalition and 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. At the Annual Meeting, when elections or other business takes place, a simple majority of members present shall constitute an acceptable vote.

### **3.3 Coalition Board Members**

#### **a. Composition**

The Board shall be composed of the elected following: Chairperson, Vice-Chairperson, Secretary, Treasurer, and five (5) Directors. Unelected ex-officio members of the board will include the immediate past Chairperson of the Coalition, and one representative each from the Texas Dental Association, the Texas Dental Hygienists' Association, and the Texas Academy of General Dentistry. The member organizations shall submit names of their respective representatives annually. A minimum of three directors shall be dentists or dental hygienists. The State Dental Director, or named designee, will be a liaison of the Board without voting privileges.

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

Board Officers and Directors shall be nominated by the Nominating Committee and may be selected from Coalition members, Board Liaisons, as well as, educational institutions, safety net dental organizations, private practices, or organizations concerned with general health and well-being of the citizens of Texas. Thirty (30) days prior to the Annual

Meeting, the Nominating Committee shall send out a proposed Board slate to all members. At the Annual Meeting, the Nomination Committee will present the slate of candidates for Chairperson, Vice-Chairperson, Treasurer, Secretary, and five (5) Directors. The Chairperson shall then open the floor for any additional nominations. The final slate shall be voted on by the membership.

**c. Term**

The Chairperson and the Treasurer shall be elected or appointed to the Board for a two-year term and may serve three consecutive terms. The Vice-Chairperson, Secretary, and the Directors of the Board shall be elected or appointed to the Board for a one-year term and may serve five consecutive terms. A Director shall be ineligible to be elected to the Board after he or she has served three consecutive terms for the officers and five consecutive terms for the Directors, but may be re-elected to the Board following a one-year absence from the Board. Any Director 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 Director who ceases to serve on the Board for any reason, and the replacement Director shall serve until the next Annual Board Meeting.

**e. Mandatory Meeting Requirements**

Each director 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 teleconference meetings as called by the chair. Any director 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 director of the Board 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.

**3.4 Board Liaisons without Voting Rights**

Any organization which shares the Coalition's mission may appoint liaisons 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 either the Chairperson or Vice-Chairperson.

**3.6 Voting**

All Directors of the Board 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.

ARTICLE 4  
OFFICERS

**4.1 Officers**

The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Chairperson and Treasurer shall be elected by the membership during the Annual Meeting and shall hold office for a period of two years thereafter or until successors shall have been duly elected and qualified. The Vice-Chairperson and Secretary shall be elected by the membership during the Annual Meeting and shall hold office for a period of one year thereafter or until successors shall have been duly elected and qualified. The Chairperson and Treasurer may serve in that office for a maximum of three consecutive terms, and the Vice-Chairperson and Secretary may serve in that office for a maximum of five 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 Directors, Board Liaisons, and members of the general membership of the Coalition may provide the Nominating Committee with recommendations for Officers for the coming Board year. During the Annual Meeting, the Nominating Committee shall offer a slate of Officers and Directors for vote by the membership. The Coalition shall, at the Annual Meeting, elect new Officers and Directors to the Board for the coming year.

**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. 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.

**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.

#### **4.6 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 Nominating Committee, Bylaws 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 annually 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 Directors. The Chairperson of the Board may accept requests from individuals to serve on a given Standing Committee.

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. Subject to any limitation imposed by the Board or these bylaws, each Standing Committee shall have authority to: formulate and adopt its own rules of procedure; define its own program and duties within the limits of the responsibility assigned to it in this Article 5; determine its relationship to staff and the responsibility it may delegate to staff. No Standing Committee may make any contract on behalf of the Board without prior approval or delegation of authority by the Board of the Coalition.

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

#### **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) Director, one (1) licensed practicing dentist who is independent from other board responsibilities, and at least two (2) non-Board members from the Coalition. The membership of the Planning Committee shall be appointed by the Chairperson of the Board.

##### **c. Meetings**

The Planning Committee shall meet upon call of its Chairperson.

#### **5.3 Nominating Committee**

##### **a. Duties**

The Nominating Committee shall accept formal recommendations for Officers and Directors of the Board from Board directors, Board Liaisons, and from the Coalition general membership. The Nominating Committee shall present one nominee for each office (Chair, Vice-Chair, Secretary and Treasurer) of the Board and for each of the five

(5) Director positions of the Board at the Annual Meeting of the Board. The Nominating Committee shall establish, with approval by the Board, criteria to be used in considering individuals to serve as directors of the Board.

**b. Members**

The Nominating Committee shall be composed of one (1) Board Director and (2) members who may or may not be Directors of the Board. Members of the Committee are not eligible to be nominated for any position which is an Officer or Director of the Board. The Nominating Committee will be appointed by the Chairperson of the Board.

**c. Meetings**

The Nominating Committee shall meet upon call of its Chairperson.

**5.4 Bylaws Committee**

**a. Duties**

The Bylaws Committee is responsible for the periodic review and revision of the Coalition's Bylaws. It shall submit appropriate recommendations to the Board regarding the Bylaws. The Bylaws Committee should draft, upon direction of the Chairperson of the Board, indicated amendments to be submitted to the Board for consideration and action thereon.

**b. Members**

The Bylaws Committee shall be composed of one (1) Board Director, and (2) members who may or may not be Directors of the Board.

**c. Meetings**

The Bylaws Committee shall meet upon call by its Chairperson.

**5.5 Budget and Finance Committee**

**a. Duties**

The Budget and Finance Committee is responsible for the periodic review of the budget of this Coalition, approval of paying debts incurred by the Coalition and making appropriate recommendations to the Board of Directors.

**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 annually at the post summit meeting.

**c. Meetings**

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

**5.6 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 Directors 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.

**5.7 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 face-to-face meetings may occur if deemed necessary and desirable by a majority vote of the Board.

**6.2 Notice**

Notice of the time and place of meetings shall be given not less than 30 days before the meeting by mail (regular mail or email). Notice of special meetings shall be given not less than 10 days 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 Conference Telephone**

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 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.

A “conference call of the Board as a whole” may occur only in those instances in which the Chairperson considers an issue to be urgent and must be addressed before the next regularly scheduled meeting of the Board. Voting by members in a “conference call of

the Board as a whole” shall be completed by email, within 10 calendar days, in which all members present are recipients of each individual member’s vote, and a formal record of said vote (by member) is maintained as part of the meeting minutes. Only Board members present on the conference call 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 directors of the Board, 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. Directors of the Board may be compensated for expenses incurred in the performance of their duties.

**7.3 Parliamentary Procedure**

All meetings of the Board and any committees, in person or via conference call, 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 directors, 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 10 days or more than 30 days, prior to the scheduled meeting. The Bylaws may be amended by the Board by a two-thirds vote of the entire Board. Voting by the Board in a

“conference call of the Board as a whole” shall be completed by email, within 10 calendar days of the call, in which all members present are recipients of each individual member’s vote, and a formal record of said vote (by member) is maintained as part of the meeting minutes.

**AMENDED AND ADOPTED BY THE BOARD ON December 20th, 2010**  
**EFFECTIVE Immediately**

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Rex Law  
Chairperson of the Board  
Texas Oral Health Coalition  
Updated 6.15.12