

# **Standing Rules**

## **Texas Oral Health Coalition**

### **Policy on Governance**

#### **IRS Form 990**

After completion by the TxOHC accountant, IRS Form 990 is reviewed and approved by the TxOHC Board of Directors. The form is sent electronically to Board members to review and ask questions prior to voting during a regular Board meeting or a Board meeting by conference call or web video conference. It is the responsibility of the Treasurer to confirm that the Board reviewed the completed IRS Form 990 before filing with the IRS.

#### **Conflict of Interest Policy**

Each Board member must read, answer all questions and sign a Conflict of Interest Policy form at the beginning of each term. Signed forms must be completed and turned in to the Secretary within 30 days of elections and are retained in the TxOHC office. Any Board member that fails to complete a Conflict of Interest form will automatically, and without any further action by the Board, cease to be a Board member at the end of that 30-day period. Board members are given copies of the form for their own records. Board members are expected to inform the Board if they are contemplating entering into a transaction or arrangement that might benefit their own private interest.

The Coalition Chair will ask Board members for Conflict of Interest updates at each scheduled Board meeting.

#### **Whistleblower Policy**

An individual who tells the public or legal authorities about dishonest or illegal activities on the part of TxOHC or any member of its Board will face no reprisals from the TxOHC if the allegations are believed by the individual to be legitimate and he/she is behaving in a morally responsible manner.

#### **Document Retention and Destruction Policy**

Written documents relating to the business and finances of TxOHC will be maintained in the TxOHC office. Electronic documents will be retained in One Drive as if they were paper documents for the same appropriate amount of time. Corporate business records and IRS records will be kept permanently and all other documents for seven (7) years, after which they will be destroyed by shredding.

#### **Policy on Publicizing Documents**

It shall be the policy of TxOHC to post its Bylaws on the TxOHC website. IRS Form 990 is also posted on the TxOHC website. Conflict of Interest forms and financial statements are available to the public by written request to the Board, as indicated on the TxOHC website. All minutes of the current year are posted on the TxOHC website.

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#### **Compensation for Executive Director**

All salaries for employees are reviewed and approved by the Board annually, in the context of performance evaluations and the budget for the upcoming year. The Board Governance Committee is responsible for looking up salaries of comparable organizations and making their recommendations to the Budget and Finance Committee. Various websites such as, but not limited to, Guidestar and Payscale may be used to help provide a framework reference for the Board.

#### **Membership Dues**

TxOHC is a dues paying membership organization. Dues are paid annually on January 1<sup>st</sup> of each year and must be current for a member to be considered in good standing. Anyone joining after November 1<sup>st</sup> will get November and December included in their annual fee. A grace period will extend until February 15<sup>th</sup> before a member is dropped from the membership roster due to nonpayment.

***All members are required to complete the online membership application and sign the Statement of Principles. Associate and Student Membership categories are non-dues paying and ongoing until terminated by the individual.***

#### **Student Member: No annual fee**

- Students are required to be enrolled in Accredited Programs, Colleges or Universities.
- Student members agree to support the mission of the organization and may attend coalition meetings, volunteer time, and receive communications, but have no vote in elections or other voting issues.
- Upon graduation, student members automatically move into the associate member category if they do not transition to active membership or terminate their membership.
- Student members are invited to apply for internship.

#### **Associate Member: No annual fee**

- Individuals who support the mission of the organization may attend coalition meetings, volunteer time, and receive communication, but have no vote in elections or other voting issues.
- These individuals would like to be included in coalition communication and may decide later to engage when opportunities and time present.
- Active members that do not renew annually before February 15<sup>th</sup> will automatically be moved to the associate member category unless notified otherwise.

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- Associate members may transition to active member status at any time by completing a new member application.
- Associate members do not have voting privileges and cannot run for office or a seat on the Board.

#### **Active Member: \$50 / year**

*(All active members are issued a membership number to use when indicated. Please retain this number in your records and you will also note it at the top of your member ebriefts. Membership numbers will be retired if membership is not renewed by February 15<sup>th</sup> each year and the member will automatically be moved to the associate member category unless membership is terminated.)*

- An individual person at-large may join the coalition unaffiliated with any specific organization. This person speaks and votes on his/her own behalf and volunteers independently.
- Active members can vote on coalition decisions including policy priorities, election of officers, and other coalition related decisions.
- Active members are invited to attend all coalition meetings and activities and take part in coalition committees and workgroups.
- Active members have the opportunity to receive free or discounted dental continuing education credits through attendance of coalition events.
- Dues provide resources to support the coalition's infrastructure, state and local oral health coalitions' activities, quarterly and annual coalition meetings, the annual oral health conference, and policies and programs to increase access to high quality oral health care for all populations in Texas.

#### **Organizational Member: \$150 / year**

- An organization, institution, or agency may support the coalition as an entity, and designate one contact to represent the organization's commitment to the coalition. This person speaks and votes on behalf of his/her organization as an active member.
- Organizational members receive one vote per entity and can vote on coalition decisions, including policy priorities, election of officers, and other coalition related decisions.
- To prevent a conflict of interest, organizational representatives may not hold office or serve on the Board of Directors.
- Organizational members are invited to attend all coalition meetings and activities and take part in coalition workgroups.

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- Dues provide resources to support annual coalition meetings, oral health coalition activities as approved by board members, and policies and programs to increase access to high quality oral health care for all populations in Texas.
- Organizational logos will appear on the website, various publications, promotional materials, and related documents online and print as an organizational member of the coalition.
- Discounted booth at Annual Texas Oral Health Conference or other TxOHC events.

Coalition Partners: - See Partner Prospectus

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**Director Responsibilities**

- Attend all face-to-face and virtual meetings
- Participate on committees as assigned by Coalition Chair
- Review documents sent prior to meetings in order to participate in meetings
- Support and attend the Texas Oral Health Conference
- Promote membership for the Coalition and recruit new members
- Submit names of possible Board members to Board Governance Committee for nomination
- Support the Coalition financially in addition to paying dues
- Solicit Coalition Partners
- Promote the Coalition and its vision and mission
- Provide financial oversight, fiscal responsibility and stewardship
- Participate in effective organizational strategic planning
- Sign an annual conflict of interest statement
- Sign an annual board commitment agreement
- Conduct an annual Board self-assessment evaluation

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## **Officer Responsibilities**

### **Chairperson:**

- Chair all meetings and serve as ex-officio member on all committees and work groups.
- Oversee the performance of the Executive Director and other staff members.
- Work with Board Governance Committee and Budget and Finance Committee to determine compensation for the Executive Director and staff annually.
- Sign or approve all contracts for the Coalition.
- Develop or oversee the Annual Report, per Sec. 22.354 of the State Code for Non-Profit Business Corporations. (Annual Reports must be available for 3 years.)
- Monitor all income and expenses.
- If there is no Executive Director, Chairperson will reconcile the monthly bank statements and serve as secondary signature with Treasurer on checks of \$500 or more.
- Ask for conflict of interest updates from board members during scheduled board meetings throughout the year.
- Once budget is approved each year, prepare contracts/agreements for signatures of Executive Director and staff.
- Oversee Board members sign the Board Commitment Agreement and ensure all Board members donate at least the minimum annual contribution each year.

### **Chairperson Elect:**

- Assume responsibilities as assigned by Chairperson.
- Meet with Chairperson regularly before or after Board meetings for mentoring.
- Chair meeting(s) in absence or incapacity of Chairperson.
- Move into the Chairperson position, without election, when Chairperson's term ends.
- Serve as Chairperson of the Board Governance Committee.
- Serve as ex-officio member of the Budget and Finance Committee.

### **Secretary:**

- Record minutes during all Board meetings and the Annual Membership Meeting.
- Submit draft to Executive Director and Coalition Chair within two weeks of each meeting. Make corrections as suggested and send draft to whole board for review and edits within two weeks.
- Take and record roll at each Board meeting. Records of each Board member's attendance shall be available to the general membership of the Coalition.
- Initiate correspondence as directed by Chairperson.
- Maintain records of all minutes.
- Confirm that all final Board approved minutes are posted on TxOHC website in a timely manner.

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## Officer Responsibilities

### Treasurer:

- File, or have CPA file, IRS forms each year.
- Prepare or confirm that IRS Form 1099 was sent to designated recipients earning \$600 or more and the IRS Form 1096 was completed and filed with appropriate copies of the IRS Form 1099 with the IRS by the end of January each year.
- Confirm Board reviewed the completed IRS Form 990 before filing with IRS. Refer to Policy on Governance in Standing Rules.
- Arrange for annual audit, if required for grant funding.
- Keep financial records per the State Code for Non-Profit Business Corporations financial records per Sec. 22.352. Records should be filed in TxOHC office.
- Executive Director reconciles bank statements each month. If there is no Executive Director, Treasurer and Chairperson assure that two different officers write checks and reconcile monthly bank statements. (Refer to “Financial Segregation of Duties”)
- Monitor monthly income and expenses from bank statements, using Dropbox and/or QuickBooks.
- Work with staff on registration for all events.
- Monitor income and expenses for all events.
- Chair Budget and Finance Committee.
- Assure there are two signatures (Executive Director, Chairperson and/or Treasurer) on all checks \$500 and above.
- Oversee the preparation of a proposed budget by the Budget and Finance Committee for approval by the Board prior to the new fiscal year.
- Develop or oversee the preparation of financial reports to the Board each month.
- Develop or oversee the preparation of the financial report for the Annual Meeting.
- Confirm that the final IRS Form 990’s for the previous three years are posted on the TxOHC website.
- Perform in house financial review of monthly bank and financial statements.

# **Standing Rules**

## **Texas Oral Health Coalition**

### **Board Governance Committee**

The Coalition's Chair Elect will serve as the Chairperson of the Board Governance Committee. The Committee Chair will appoint at least two current members of the Board of Directors in consultation with the Coalition Chair and Executive Director. The appointments must be ratified by the full Board. The Coalition Chairperson and Executive Director shall serve as ex-officio members of the Board Governance Committee.

#### **Responsibilities of the Committee**

1. The Board Governance Committee shall assure that the Coalition's Bylaws follow the laws set forth in the Business Organizations Code for Nonprofit corporations, Title 2, Chapter 22. The Committee will annually review and revise the Bylaws and Standing Rules and advise the Coalition Chairperson and/or Board members upon request. The Committee will draft appropriate amendments to the Bylaws and Standing Rules for Board consideration and action.

2. Each year, in consultation with the Executive Director and Coalition Chairperson, the Board Governance Committee will recruit new Board members and present a slate of officers and directors. The slate will include recommendations received from current Board members, Board liaisons and the Coalition general membership.

The Board Governance Committee in consultation with the Executive Director will vet all nominees and assure that they meet the requirements for office as outlined in the TxOHC Bylaws, Article 3.3 (b). That is, Board officer nominees must be members of the TxOHC in good standing for ninety (90) days prior to annual elections. Board director nominees must be members of the TxOHC in good standing for a minimum of ninety (90) days prior to annual elections.

It shall be the responsibility of this Committee to explain the duties and responsibilities of the office to a nominee. Nominees must support the purpose of the Coalition and be willing to assist the Coalition in the fulfillment of its stated purpose.

The proposed slate of officers will be sent to all TxOHC members thirty (30) days prior to the Annual Meeting. The final slate will be presented at the Annual Meeting and nominations will be taken from the floor. The slate will be voted on by the general membership present.

The Executive Director will prepare ballots for the election after the Board has voted on the Board Governance Committee's recommendations. The Coalition Chair will conduct the election and appoint three tellers. If there are no nominations from the floor, the Chairperson can entertain a motion to accept the slate of officers by acclamation if the election is in person.

If the election is held virtually, a Survey Monkey ballot will be sent to attending members to cast their vote electronically within 72 hours of the annual membership meeting.

3. The Board Governance Committee will review staff job descriptions annually.

4. The Board Governance Committee will assist the Board in conducting a performance review of all staff members annually. In addition, staff will conduct self-evaluations of their job performance.



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**Board Governance Committee**

5. All salaries for staff employees will be reviewed and approved by the Board annually, in the context of performance evaluations and the budget for the upcoming year. The Board Governance Committee is responsible for making recommendations to the Budget and Finance Committee regarding salaries during budget development.

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**Budget and Finance Committee**

The Budget and Finance Committee shall meet upon the call of its Chairman. The Committee shall be composed of two members of the Board of Directors and the Treasurer. The Treasurer shall be the chair of this Committee. The two members of the Committee are elected at the post Annual Meeting board meeting and shall be current members of the Board.

It is the responsibility of the Executive Director and the Committee to prepare a yearly budget for approval by the Board prior to the new fiscal year. The budget should support the goals and strategic plan of the Coalition. All officers, directors and committee chairs will submit yearly budget requests to the Budget and Finance Committee.

The Committee will meet periodically to review the current year's budget and make appropriate recommendations to the Board.

All Coalition Board resolutions that require expenditures not previously budgeted will be referred to the Budget and Finance Committee for its approval before being voted on by the Board.

The Treasurer shall review monthly financial reports and bank statements.

The Treasurer and the Executive Director shall have check signing authority. Dual signatures are required on checks of \$500 or more.

The Budget and Finance Committee will establish guidelines and monitor use of the Coalition credit/debit card.

The Executive Director shall maintain a computerized bookkeeping system, recording all deposits, checks, transfers, service charges, interest earned or other transactions for all Coalition accounts in the TxOHC office.

TxOHC Fiscal Year is January 1 through December 31.

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**Financial Guidelines Document**

The Executive Director must seek approval of the Budget and Finance Committee before authorizing approval of budgeted expenses in excess of \$100,000. The full Board needs to be updated about this transaction within 30 days or information be provided during the next scheduled Board meeting.

The Executive Director will keep the Board Chairperson informed on any grant-related activities that will have any significant financial impact on the organization's budget. Unless specifically requested by the Board Chairperson, these updates need to be provided to the full Board at the next scheduled Board meeting.

The Executive Director will conduct all financial transactions for the organization in compliance with established guidelines and procedures and exhibit fiduciary oversight at all times. For any matters necessitating Board's engagement, the Executive Director will contact the Board Chairperson and will operate as per their given directive.

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**Non-Discrimination Policy**

The Texas Oral Health Coalition, Inc. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

**Effective January 1, 2019**

The Texas Oral Health Coalition, Inc. is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

# **Standing Rules**

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### **Reimbursement Policy**

#### **For Board of Directors:**

As the budget allows, Board members will be reimbursed for travel expenses incurred while attending TxOHC Board meetings and other approved meetings. To claim reimbursement, a Reimbursement Request Form with original receipts and mileage documentation (from Bing or MapQuest) showing starting and ending destinations must be submitted to the Coalition's Executive Director (ED), or if no ED submit to the Treasurer within 10 days of the travel.

Automobile mileage will be reimbursed according to the U.S. General Services Administration (GSA) current reimbursement rate for privately owned vehicles. Airfare will be reimbursed up to the cost of an economy class ticket.

For Board meetings, members will be reimbursed for hotel expenses at the special TxOHC hotel room block rate and must stay in host hotel to receive reimbursement. Board members will be held financially responsible for any last-minute room changes that affect the master bill.

When travel to an out-of-state meeting is approved, members will be reimbursed for hotel expenses up to the rate at the meeting hotel.

All travel/hotel reimbursement for board members must be budgeted and have prior approval by the Board.

Members are required to attend the entire meeting for which reimbursement is requested. An exception can be made if the meeting runs beyond scheduled time and members must leave.

#### **For Staff:**

Automobile mileage will be reimbursed at the current GSA rate per mile. Airfare will be reimbursed up to the cost of an economy class ticket.

Hotel expenses will be reimbursed at the special TxOHC hotel room block rate, or if at a non-TxOHC event, at the event hotel room block rate.

For in-state travel and out-of-state travel, meals will be reimbursed according to GSA Rates per day. Alcoholic beverages will not be reimbursed.

All travel/hotel reimbursement for staff members must be budgeted and have prior approval by the Board.

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**Reimbursement Policy**

The completion of reimbursement forms and providing original receipts are also required by staff members. All financial records including reimbursement requests are available for Board member's review at any time. The Executive Director may also use the TxOHC debit/credit card to book airfare, hotels and pay for taxis and meals at in state or out-of-state meetings.



# REIMBURSEMENT REQUEST

Date Submitted: \_\_\_\_\_ Date Received: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Trip Destination: \_\_\_\_\_ Time Period: From: \_\_\_\_\_ To: \_\_\_\_\_

Purpose: \_\_\_\_\_

Workgroup: \_\_\_\_\_

Please refer to Standing Rules Reimbursement Policies and Procedures for additional information. A completed report must be submitted to the Director within 10 days after return from trip with original receipts attached. Alcohol will not be reimbursed and meals will be reimbursed according to GSA Rates for in-state and out-of-state travel.

**Transportation:**

Airfare or \$ \_\_\_\_\_

Automobile – Bing or MapQuest attached  
(Mileage per GSA current reimbursement rate) \_\_\_\_\_

**Other Expenses:**

Lodging \_\_\_\_\_

Meals \_\_\_\_\_

Taxi \_\_\_\_\_

Parking \_\_\_\_\_

Car Rental \_\_\_\_\_

Registration Fees \_\_\_\_\_

Photocopying \_\_\_\_\_

Phone \_\_\_\_\_

Miscellaneous (Explain and Attach Support) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Total Expenditures:** \$ \_\_\_\_\_

**Total Expenditures:** \$ \_\_\_\_\_

**Prepaid Items:**

Travel Advance \$ \_\_\_\_\_

Airline Tickets \_\_\_\_\_

Lodging \_\_\_\_\_

Car Rental \_\_\_\_\_

Registration \_\_\_\_\_

Other – Explain \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Less Total Prepaid \$ \_\_\_\_\_

Difference \$ \_\_\_\_\_

**Amount Due** \$ \_\_\_\_\_

For Treasurer's Use

Date Received: \_\_\_\_\_

Date Paid: \_\_\_\_\_

Check No: \_\_\_\_\_

**Please include a SASE with your reimbursement request. – Thank you!**

**Mail to:** Beth Stewart  
TxOHC  
4614 Bowie Dr.  
Midland, TX 79703