

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 Texas Oral Health Coalition, Inc. (TxOHC) is a statewide nonprofit leading efforts to achieve optimal oral health across the lifespan. Our members create a nonpartisan network of diverse stakeholders focused on creating viable solutions, sharing innovative information and leveraging resources for the health of all Texans.

ARTICLE 3 ORGANIZATION

3.1 Powers

The affairs of the Coalition shall be managed, controlled and administered by the Board of Directors 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 Membership

For the purpose of these bylaws the general membership will be referred to as Members and the Board of Directors as Board. Membership categories are: Associate and Student Member (non-dues paying), Active Member and Organizational Member. To be a credentialed entity, each prospective member shall register with the Coalition and sign a Statement of Principles in support of the Coalition’s purpose and to assist the Coalition in the fulfillment of its stated purpose.

All active members may vote on all matters which may come before the membership. Active members may be nominated for election to any appropriate office.

The Coalition shall keep a roster of all active members in good standing and entitled to vote.

Membership dues shall be established by a majority vote of the Board.

Active member in good standing: An active member in good standing is a member whose dues are current with the Coalition. The Board may censure, suspend or expel any member

for cause. Any member suspended or expelled may be reinstated by the affirmative vote of a majority of the Directors of the Board.

At the Annual Meeting, when elections or other business takes place, a simple majority of active members present shall constitute an acceptable quorum.

3.3 Coalition Board Members

a. Composition

The Board shall be composed of the elected Officers: Chairperson, Chairperson Elect, Secretary, Treasurer, and a minimum of 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.

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 ninety (90) days prior to annual elections. Nominees for Directors must be members of the Texas Oral Health Coalition in good standing for a minimum of ninety (90) days prior to annual 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, Chairperson Elect, Treasurer, Secretary, and six (6) Directors biannually. The Director positions shall be staggered. Positions 1, 2 and 3 will be elected in odd number years and positions 4, 5 and 6 will be elected in even number years. 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 and Directors shall be elected to the Board for a two (2) year term and may serve up to two (2) consecutive terms per office. 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 Director who ceases to serve on the Board for any reason, and the replacement Board member shall serve until the next Annual Membership 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 Coalition year without an approved excuse 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

Any Coalition Partner 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. Invitations will be reviewed annually at the last Board meeting before the election. Board Liaisons may or may not have voting privileges at the discretion of the Board.

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 7.4.

3.7 Resignation

Notice of resignation shall be made in writing to the Chairperson of the Board and the Executive Director. 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 Chairperson Elect, a Secretary, and a Treasurer. All Board members 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. Board members may serve in that office for up to 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 and Directors 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 and Directors biannually.

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 Chairperson Elect

In the absence of the Chairperson, or in the event of his or her disability, inability, or refusal to act, the Chairperson Elect shall perform the duties of the Chairperson with full power of, and subject to the restriction on, the Chairperson. The Chairperson Elect moves into the Chairperson position, without election, when Chairperson term ends.

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

STAFF AND/OR EMPLOYEES

5.1 Staff and/or Employees

The Coalition may retain paid staff and/or employees in order to conduct the day-to-day business of the Coalition. The duties and responsibilities of the staff and/or employees may be reasonably expanded or supplemented from time-to-time by action of the Board of Directors.

The Board of Directors will have oversight and conduct a performance review with each staff and/or employee annually. Hard copies of all documents will be signed by each party upon acceptance and retained by the Office of the Coalition.

Staff and/or employees are encouraged to attend all Board meetings and events.

ARTICLE 6 COMMITTEES

6.1 **Standing Committees**

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

Unless Section 6 provides otherwise, the Chairperson, with Board ratification, shall appoint the Committee Chairs for each Standing Committee and shall fill any Committee Chair vacancies. The Committee Chair of the Budget and Finance Committee shall be the Treasurer. The Committee Chair of the Board Governance Committee shall be the Chair Elect. 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 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 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.

6.2 **Board Governance Committee**

a. Duties

For elections, the Board Governance Committee shall accept formal recommendations for Officers and Directors 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 (Chairperson, Chairperson Elect, Secretary and Treasurer) of the Board biannually and annually for three 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 advises 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 Coalition's Chair Elect will serve as the Chairperson of the Board Governance Committee. The Committee Chair will nominate at least two current Board of Directors in

consultation with the Coalition Chair and Executive Director that will be required to be ratified by the full Board.

The Chairperson and Executive Director shall serve as an ex-officio member of the Board Governance Committee.

c. Meetings

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

6.3 Budget and Finance Committee

a. Duties

The Budget and Finance Committee is responsible for the periodic review of the budget of this Coalition, makes appropriate recommendations to the Board upon request and proposes an annual budget for Board approval. 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 Chairperson Elect shall serve as an ex-officio member of the committee. 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.

c. Meetings

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

6.4 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 is accomplished or the period of its services has expired. Each Special Committee member shall continue to serve until his or her successor has been appointed by the Chairperson.

6.5 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 7
MEETINGS

7.1 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 Coalition 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 Chairperson. Special meetings may also be called by request of two-thirds of the Board members and does not require a vote.

7.2 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).

7.3 Coalition Year

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

7.4 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.

Voting by email requires a majority of the Board members voting in favor of the issue.

7.5 Open Meetings

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

ARTICLE 8
MISCELLANEOUS

8.1 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.

8.2 Compensation

Membership as a director or officer of the Board is entirely voluntary and no Board member 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.

8.3 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.

8.4 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.

8.5 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.

8.6 Indemnification

The Coalition shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Coalition against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Coalition; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Coalition and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which

adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

8.7 Dissolution

The voluntary dissolution of the Coalition shall be permitted only upon an affirmative two-thirds (%) vote of the Board then in office. Upon dissolution of the Coalition, whether voluntary or involuntary, no Coalition Member, Board of Directors Member, Officer or employee of or any other person connected with the Coalition, or any other private individual, shall be entitled to share in the distribution of any of the Coalition's assets upon its dissolution. All such persons shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of the Coalition, after all debts have been satisfied, the assets remaining in the hands of the Board of Directors shall be distributed to another non-profit organization with a similar mission.

ARTICLE 9
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. Voting via email requires 100% of the Board members voting in favor of the amended bylaws.

AMENDED AND ADOPTED BY THE BOARD ON October 20, 2022

EFFECTIVE Immediately