

BYLAWS OF THE NORTH DAKOTA ORAL HEALTH COALITION

ARTICLE I – NAME

The name of this organization shall be the North Dakota Oral Health Coalition, hereinafter referred to as “the NDOHC.”

ARTICLE II – MISSION

The mission of the NDOHC is to develop and promote innovative strategies to achieve optimal oral health for all North Dakotans.

To achieve its mission, the NDOHC works to:

- 1) Provide leadership to formulate and promote sound oral health policy.
- 2) Increase awareness of oral health issues.
- 3) Assist in the development and promotion of oral health initiatives for the prevention and control of oral diseases.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility and Classes of Members

Classes of Members. The membership of the NDOHC shall be comprised of organizational and individual members.

1. *Organizational Members.* Organizational membership shall be open to any organization that supports the mission and goals of the coalition and pays the annual dues set by the coalition. Organizational members have voting privileges on all matters before the NDOHC at annual or special membership meetings, may serve as officers and directors of the NDOHC, and may serve on committees.

2. *Individual Members.* Individual membership shall be open to any person who is committed to the mission and goals of the coalition and pays the annual dues set by the coalition. Individual members have voting privileges on all matters before the NDOHC at annual or special membership meetings, may serve as officers and directors of the NDOHC, and may serve on committees.

Section 2 – Voting Rights

At any annual or special meeting of the membership, each organizational or individual member has the right to vote by mail, telephone call, e-mail, or any other means of electronic or telephonic transmittal. Each organization shall designate one voting representative as determined by the organization.

Section 3 – Member in Good Standing Defined

A member in good standing is a member whose dues are current according to the NDOHC records.

ARTICLE IV – DUES AND FISCAL YEAR

Section 1 – Dues It shall be the responsibility of the Executive Board of Directors to establish and review annual dues structures and policies for all classes of members. Membership dues shall be established by a two-thirds (2/3) vote of the coalition.

Section 2 – Fiscal Year The fiscal year shall be July 1 to June 30.

ARTICLE V – OFFICERS

Section 1 – Officers The four officers of the NDOHC shall be the President, Vice-President, Secretary and Treasurer.

Section 2 – President The President of the NDOHC shall preside over the meetings of the NDOHC and the Board of Directors. The President serves as the volunteer leader and spokesperson for the NDOHC. S/he assures that the Board of Directors fulfills its responsibilities for governance and works to achieve the mission of the organization. The President assumes office at the close of the annual business meeting at which s/he is elected and serves for a one-year term.

Section 3 – Vice-President The Vice-President serves to provide continuity of programs, goals, objectives and strategic direction of the NDOHC. The Vice-President will preside in the absence of the President or as requested. The Vice-President assumes office at the close of the annual business meeting at which s/he is elected and serves for a one-year term.

Section 4 – Secretary The Secretary shall ensure that appropriate minutes are recorded and distributed for all meetings of the Membership, the Board of Directors and the Board of Directors. The Secretary shall give or cause to be given, notice of all regular or special meetings of the Coalition. The Secretary assumes office at the close of the annual business meeting at which s/he is elected and serves for a one-year term.

Section 5 – Treasurer The Treasurer serves to maintain funds received from dues, grants and donations; review all appropriate financial records and monitor disbursement of funds in accordance with approved NDOHC policy. The Treasurer shall ensure that lists of members by category are updated and maintained. The Treasurer assumes office at the close of the annual business meeting at which s/he is elected and serves for a one-year term.

Section 6 – Tenure of Officers The Officers serve for one term and may serve for not more than two consecutive terms, but may serve again after an intervening term by another.

Section 7 – Eligibility of Officers To be eligible for office, a candidate must have been a participating member of the NDOHC for at least one year and must be in good standing.

Section 8 – Election of Officers The Board of Directors shall solicit candidates from the regular membership and prepare a slate of candidates for each office to be filled. The slate of candidates for officers will be sent to the members via e-mail or surface mail at least thirty days prior to the annual meeting. Each voting member with dues paid in full as of the date of the mailing shall be eligible to vote.

Section 9 – Vacancies In the event of a vacancy in the office of the President, the Vice-President shall succeed to that office to complete the unexpired term. In

the event of a vacancy occurring in the office of Vice-President, Secretary or Treasurer, the Board of Directors shall elect replacements by a majority vote of the Board, to serve for the unexpired term.

ARTICLE VI- MEETINGS OF THE COALITION

Section 1 – Annual Meeting The NDOHC shall hold an annual business meeting in May at a time and place selected by the Board of Directors with input from the membership, at which time the members shall elect the Officers and Directors and transact other business as may properly come before the membership. The Secretary or designee shall notify the membership by mail or e-mail of the time and place of the Annual Meeting at least thirty (30) days prior to such meeting.

Section 2 – Regular Meetings The NDOHC shall hold regular meetings on a quarterly basis with the May meeting serving as the Annual Meeting. Notice of regular meetings shall be given by the Secretary or designee to all NDOHC members at least three (3) days prior to such meeting.

Section 3 – Special Meetings Special meetings of the NDOHC membership via conference call may be called by the President or Vice-President. Notice of a special meeting shall be given by the Secretary to all NDOHC members at least three (3) days prior to such meeting. The notice shall state the time and purpose(s) for which the special meeting has been called, and no purposes other than as set forth in the notice shall be transacted at the special meeting.

Section 4 – Quorum A majority of the regular membership present shall constitute a quorum for the transaction of business.

Section 5 – Voting Except as otherwise provided by these Bylaws or as may be required by applicable law, all matters before the NDOHC shall be decided by a majority of members present and voting at a meeting. Each member in good standing shall be entitled to one (1) vote.

Section 6 – Action Without Meeting Any action required or permitted at any meeting of the NDOHC may be taken without a meeting if the text of the action or resolution agreed upon is sent, as applicable, to all regular members, provided that all Board regular members, as applicable, consent in writing to such action or resolution.

ARTICLE VII – BOARD OF DIRECTORS

Section 1 – Composition of the Board of Directors The Board of Directors of the NDOHC shall be comprised of seven (7) members, including the four (4) officers and three (3) At-Large Directors.

Section 2 – At-Large Directors There will be three (3) At-Large Directors. The At-Large Directors assume office at the close of the annual business meeting at which they are elected and serve for a two-year term.

Section 3 – Tenure and Eligibility of At-Large Directors The term of office for the directors shall be two years. Directors shall serve not more than two consecutive terms but may serve again after an intervening term by another director. To be eligible for a director, the candidate must be a member in good standing. Directors shall, in so far as feasible, be representative of the diversity of the NDOHC. The terms of the first Directors elected under these Bylaws shall be one director elected to a term of one year and two directors elected to terms of two years. Terms of all subsequently elected directors shall be two years.

Section 4 – Election of Directors The Board of Directors shall solicit candidates from the regular membership and prepare a slate of candidates for each office to be filled. The slate of candidates for directors will be sent to the members via e-mail or surface mail at least thirty days prior to the annual meeting. Each voting member with dues paid in full as of the date of the mailing shall be eligible to vote.

Section 5– Vacancies In the event of a vacancy of a Director, the Board of Directors shall elect a replacement by a majority vote of the Board, to serve for the unexpired term.

Section 6 – Duties The business affairs of the NDOHC shall be managed by the Board of Directors.

Section 7 – Rules and Policies The Board of Directors may, by majority vote, adopt rules and policies for the conduct of its business.

Section 8 – Non-compensation No salary shall be paid to the Board of Directors of the NDOHC for their services. Actually necessary expenses incurred in the performance of their duties may be reimbursed when those expenses are approved by the Board.

Section 9 – Removal of Officers or Directors An officer or director may be removed at any time with or without cause by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting called for such purpose. The individual in question shall be entitled to appear and be heard at such meeting. Removal of a Board member shall create a vacancy, which shall be filled in accordance with Section 9 of Article V and Section 5 of this Article.

Section 10– Resignation An officer or director may resign at any time by giving written notice to the President. Such resignation shall take effect as specified in such notice. Resignation of a Board member shall create a vacancy, and a new officer/director shall be elected in accordance with Section 8 and 9 of Article V or Section 5 of this Article, as appropriate.

ARTICLE VIII – MEETINGS OF THE BOARD OF DIRECTORS

Section 1 – Annual Meeting of the Board of Directors The Board of Directors shall hold an annual meeting in May in conjunction with the Annual Meeting of the NDOHC.

Section 2 – Regular Meetings of the Board of Directors The Board of Directors shall hold a minimum of two meetings per year. Meetings may be held in person or via conference call. Meetings will take place at a time and place as is established by the Board.

Section 3 – Special Meetings Special meetings of the Board of Directors via conference call may be called by two (2) or more officers, and must be called by the President or Vice-President upon request by at least two (2) directors. Notice of a special meeting shall be given by the Secretary to each Board member at least three (3) days prior to such meeting. The notice shall state the time and purpose(s) for which the special meeting has been called, and no purposes other than as set forth in the notice shall be transacted at the special meeting.

Section 4 – Quorum A majority of the Board of Directors shall constitute a quorum for any meeting of the Board. If a quorum is not present at a meeting, or a quorum is not present at the time business is to be transacted, a majority of the members present may adjourn the meeting to another time and shall give absent members reasonable notice of the time of new meeting to be held in lieu of such adjourned meeting.

Section 5 – Voting Except as otherwise provided by these Bylaws or as may be required by applicable law, all matters before the Board of Directors shall be decided by a majority of Board members present and voting at a meeting. Each Board member shall be entitled to one (1) vote.

Section 6 – Action Without Meeting Any action required or permitted at any meeting of the Board of Directors, or a committee of the NDOHC, may be taken without a meeting if the text of the action or resolution agreed upon is sent, to all Board members, or to all committee members, provided that all Board members or all committee members, as applicable, consent in writing to such action or resolution

Section 7 – Telephonic or Electronic Meeting In the case of an in-person meeting, any or all Board of Directors or committee members, as applicable, may participate in a meeting of the Board or a committee of the NDOHC, by telephone or by any other means of communication so long as all participants can hear all other participants. Such participation shall constitute presence in person at the meeting.

Section 8 – Executive Session The Board of Directors may conduct all or any part of a meeting in executive session for such purpose as it deems necessary.

ARTICLE IX - COMMITTEES

Section 1 – Standing Committees The **Board of Directors** may establish such standing committees as it deems appropriate. The Board of Directors shall appoint committee chairpersons. Standing Committee chairpersons shall serve for terms of at least one year. The appointed chairperson must be a member of the NDOHC in good standing. Each chairperson shall appoint members to their committees. Standing committees members may serve more than one term.

Each standing committee shall provide a written annual report at the annual business meeting.

Section 2 – Special Committees The Board of Directors may appoint special committees as needed, for a term not to exceed 2 years. The Board of Directors shall appoint the chair of any special committee.

ARTICLE X– PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the annual business meeting of the NDOHC in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XI – CONFLICTS OF INTEREST

The Board of Directors shall establish, adopt, and periodically update a written NDOHC statement of fiduciary responsibility that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Officers, Directors, consultants, employees and/or agents who provide services or furnish goods to the NDOHC, and for maintaining confidentiality of information (whether written, oral, or contained on video tapes, audio tapes, or computer diskettes) obtained by an Officer, Director, consultant, employee, and/or agent by virtue of his or her position as such, directly or indirectly related to the NDOHC. All Officers, Directors, consultants, employees, and/or agents shall abide by the written, Board-approved statement of fiduciary responsibility.

ARTICLE XII – DISSOLUTION OF THE COALITION

Section 1 – Dissolution of the Coalition The NDOHC may be dissolved by a majority vote of the members in good standing.

Section 2 – Distribution of Assets Upon dissolution of the NDOHC, whether voluntary or involuntary, after paying or making provision for payment of all liabilities of the NDOHC, any remaining assets shall be distributed to one or more organizations which qualify as tax-exempt, and are similar to the NDOHC in mission and purpose. The distribution shall be approved by the membership and implemented by the Board of Directors. No member, director, or officer of the NDOHC or any private individuals shall be entitled to share in the distribution of the NDOHC assets on dissolution of the coalition

ARTICLE XIII - INDEMNIFICATION

The NDOHC shall indemnify present or former officers, directors, members, employees or agents of the NDOHC for acts, or failure to act on the part of any other officer, director, member, employee or agent of the NDOHC, nor shall any officer, director, member, employee or agent of the NDOHC be liable for any act or failure to act under these Bylaws, except when such act or failure to act involves intentional misconduct, fraud, knowing violation of the law.

ARTICLE XIV - AMENDMENTS

The Board of Directors shall have the authority to make, alter, amend and repeal the Bylaws of the NDOHC by a majority vote of the Board, provided that such action is approved by a two-thirds vote of the regular membership of the NDOHC at a subsequent business meeting. Until such approval, the actions of the Board taken under this Article will be in effect.

Adopted by the North Dakota Oral Health Coalition on March 14, 2008.