

# 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.

#### 3.3 **Coalition Board Members**

##### **a. Composition**

The Board of the Coalition shall be composed of: one representative from each regional dental coalition; the chairperson from each work group; seven at-large members; and the officers of the Board. The Immediate Past Chairperson of the Board, the State Dental Director, and one representative each from the Texas Dental Association, the Texas Dental Hygienist's Association, and the Texas Academy of General Dentistry shall be ex-officio members with vote. A minimum of thirty percent (30%) of the Board shall be composed of dentists and dental hygienists.

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

Board members representing the various Regional Dental Coalitions shall be selected by the respective regional coalitions. Work Group Chairpersons shall be selected by the respective Work Group. Representatives from the dental associations shall be appointed by the respective association. The Nominating Committee shall annually recommend, and the Board shall elect each year during the Annual Board Meeting, the officers of the Board and at-large members to the Board.

**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 at-large members of the Board shall be elected or appointed to the Board for a one-year term and may serve five consecutive terms. A member 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 at-large members, but may be re-elected to the Board following a one-year absence from the Board. 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 entire Board. The State Dental Director, by virtue of his/her position, shall not have a term limit.

**d. Vacancies**

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

**e. Mandatory Meeting Requirements**

Each 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. Any 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 member 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 Ex Officio Members of the Board with Voting Rights**

The following individuals shall be ex officio members of the Board with the power to vote on all matters that come before the Board: the Immediate Past Chairperson of the Board, the State Dental Director, the representative from the Texas Dental Association, the representative from the Texas Dental Hygienist's Association, and the representative from the Texas Academy of General Dentistry.

**3.5 Ex Officio Members of the Board without Voting Rights**

The following individuals shall be ex officio members of the Board but shall not vote on any matter that comes before the Board: None

**3.6 Quorum**

A quorum of the Board shall be 50% of the members of the Board, and must include one of either the Chairperson or Vice-Chairperson.

**3.7 Voting**

Voting members of the Board and each ex officio member with voting rights 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). No person may have more than one vote, regardless of the number of positions held. Voting by proxy shall not be permitted. Voting by email shall comply with Article 6.4.

**3.8 Board Self-Evaluation**

All members of the Board shall participate at least annually in a formal, written self-assessment. This assessment shall be a quantitative and qualitative evaluation of all aspects of performance in fulfilling their responsibilities.

**3.9 Resignation**

Notice of resignation shall be made in writing to the Chairperson of the Board. Such resignation shall take effect when the notice is received, 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 Board during the Annual Board 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 Board during the Annual Board 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 of the Board for the unexpired portion of the term.

**4.2 Selection of Officers**

Board members, Regional Dental Coalitions 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 Board Meeting, the Nominating Committee shall offer a slate of officers and at-large members for vote by the Board. The Board shall, at the Annual Board Meeting, elect new officers and at-large members 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 member 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 entire Board.

ARTICLE 5  
COMMITTEES

**5.1 Standing Committees**

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

Unless section 5 provides otherwise, the Chairperson of the Board shall appoint members and the chairperson for each Standing Committee annually and shall fill any vacancies. The Chairperson of each Standing Committee shall be selected from current Board members. 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 of the Board 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 Summit.

**b. Members**

The Planning Committee shall be composed of two regular members of the Board, the State Dental Director and a representative from his/her staff, and at least two non-Board members from the Coalition's general membership. 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 at-large members of the Board from Board members, regional coalitions 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 at-large 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 officers of the Board.

**b. Members**

The Nominating Committee shall be comprised of three (3) members who may or may not be members of the Board. Members of the Committee are not eligible to be nominated for any position which is an officer, or at-large member, 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 comprised of a minimum of three (3) members.

**c. Meetings**

The Bylaws Committee shall meet upon call by its Chairperson.

**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. Conduct of Meetings**

Each committee meeting shall have an agenda and shall follow the most recent revision of Robert's Rules of Order as noted in Section 8.3 of these Bylaws. Each committee shall prepare written minutes of its meetings and shall submit its minutes to the Board.

### **c. 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 three regular meetings each year and shall hold special meetings as needed. The Annual Board Meeting shall be the last meeting of the calendar year at such location and at such time as may be designated by the Chairperson in the call. It shall be during the Annual Board Meeting that the Board shall elect officers and at-large members to the Board for the coming year and select volunteers to serve on various committees and Work Groups. All other meetings shall be held at the time and place and upon such notice as the Board may determine.

### **6.2 Notice**

Notice of the time and place of regular meetings shall be given not less than 30 days before the next meeting, either personally, by telephone or by mail (regular mail or email). Notice of special meetings shall be given not less than 10 days before said special meeting either personally, by telephone or by mail (regular mail or email).

### **6.3 Coalition Year**

The Coalition Year shall run from the end of one Annual Board Meeting to the end of the next Annual Board Meeting.

### **6.4 Participation by Conference Telephone**

The Board or members of any committee or work group 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, 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.

**6.5 Open Meetings**

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

ARTICLE 7  
WORK GROUPS

**7.1 Work Groups**

The Work Groups of the Board shall be developed to help accomplish the goal of the Coalition. The Board may from time to time discontinue existing Work Groups and / or establish other Work Groups.

**7.2 Members**

All Board members are encouraged to serve on at least one Work Group. Work Groups shall include members from the Coalition General Membership. There should be at least four (4) members serving on a Work Group. In those instances in which a single Work Group does not have a sufficient number of members serving, the Chairperson of the Board shall appoint members to serve on said Work Group. Non-Coalition members may be invited to participate as subject matter experts.

**7.3 Term**

The term of membership on a given Work Group shall be for a period of one year, corresponding to the Coalition's Annual Year. Self-selection/volunteering for a Work Group shall occur during the Coalition's Annual Summit for the following year.

**7.4 Chairpersons of the Work Groups**

The Chairperson of each Work Group shall be selected by the membership of the respective Work Group. The Chairperson from each Work Group shall serve as a member of the Board. In the event the Chairperson can no longer serve in his/her capacity as Chairperson, the Work Group shall select another Chairperson as soon as possible. If for any reason the Work Group is unable to select a Chairperson, the Chairperson of the Board shall appoint the Chairperson of the Work Group.

**7.5 Objectives**

The objectives of the various work groups established by the Board shall include but not be limited to the following:

Assess the oral health burden in Texas by monitoring trends in oral health needs, resources, and gaps. Support the development of a strong oral health infrastructure to ensure the provision of essential public health functions to meet the oral health needs of all Texans. Improve perceptions regarding oral health and oral disease so that oral health becomes an integral component of health policies and programs in Texas by informing, educating, and empowering community partners, public officials, policymakers, and the public. Build collaborative partnerships and apply evidence-based prevention strategies to address identified needs and disparities to improve oral health of Texans. Remove barriers between people and the oral health care system by supporting the enhancement of oral health system capacity, including directly supporting or providing oral health services when necessary.

**7.6 Meetings**

Work Groups shall meet as determined by the Chairperson of the Work Group or the needs of the Board. Work Group meetings may be held by means of conference call or other means of effective communication among members.

ARTICLE 8  
MISCELLANEOUS

**8.1 Conflict of Interest**

The Board shall establish and maintain appropriate policies relative to potential conflicts of interest among members 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.

**8.2 Compensation**

Membership on the Board is entirely voluntary and no 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.

**8.3 Parliamentary Procedure**

All meetings of the Board and any committees, be they in person or via conference call, shall be conducted pursuant to the parliamentary authority provided in the most recent revision of "Robert's Rules of Order." 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.

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. These Bylaws may be amended at any meeting of the Board by a two-thirds vote of the entire Board. A copy of any proposed amendments shall be mailed to each member of the Board not less than ten days or more than thirty days prior to the scheduled meeting.

**AMENDED AND ADOPTED BY THE BOARD ON June 6, 2008**  
**EFFECTIVE June 6, 2008**



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Rex Law  
Chairperson of the Board  
Texas Oral Health Coalition