

BYLAWS OF

Coalition for Oral Health for the Aging

ARTICLE I – ARTICLES OF INCORPORATION

1.0 NAME: The name of the corporation shall be the Coalition for Oral Health for the Aging, herein after referred to as “the Coalition.”

1.01 Places of Business: The Coalition shall have its place of business in Michigan as the Executive Board may determine.

1.02 MISSION: The mission of the Coalition is to improve the oral health of the aging through advocacy, professional education, public education, and research by focusing on prevention, health promotion, and evidence-based practices.

1.03 PURPOSES: The purposes of this Coalition are:

- To be a state resource for informational programs and provide educational resources relative to the oral health of the aging and populations with special health care needs.
- To promote the implementation of policies that support evidence-based strategies that provide optimal oral health for the aging and populations with special health care needs.
- Collaborate with external partners to (1) identify resources, (2) develop projects focusing on policy, professional education, public education, and (3) identify the unmet oral health needs of the aging and populations with special health care needs.

1.04 NON-PROFIT OPERATION: The Coalition shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(C) (3) of the Internal Revenue Code as a nonprofit corporation or any future federal tax code.

- The Coalition will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- The Coalition will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- The Coalition will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- The Coalition will not make taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- No part of the net earnings or the Coalition shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered.
- No substantial part of the activities of the Coalition shall be the carryon of propaganda or otherwise attempting to influence legislation, and the Coalition shall

not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- Notwithstanding any other provisions of these Articles, the Coalition shall not carry on any other activities not permitted to be carried on (a) by a coalition exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law), or (b) by a coalition, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE II- MEMBERSHIP

- 2.0** Membership in the Coalition shall be based on a tiered system instituted by the Executive Board.
- 2.01** All members are entitled to participate in all activities of the Coalition. They may vote on all matters which may come before the membership. Members may be nominated for election to any appropriate office.
- 2.02** The coalition shall keep a record giving names and addresses of the members entitled to vote.
- 2.03** Membership dues may be established by a majority vote of the Executive Board. Dues, if applicable, are payable on or before July 1 of each year.
- 2.04** Member in good standing: A member in good standing shall uphold the mission and vision of the Coalition.

ARTICLE III – OFFICERS

- 3.0** The officers of the Coalition shall consist of a Chair, Chair-Elect, Immediate Past Chair, and Secretary/Treasurer. Members of the Coalition for Oral Health for the Aging shall elect the officers from the membership-at-large.
- 3.01** These officers, with the exception of the Immediate Past Chair, shall be elected by the coalition annually and serve from July 1st through June 30th. They shall comprise the Coalition’s Executive Committee.
- 3.02** The Coalition shall retain staff, volunteer or compensated, to coordinate the business of the Coalition. The Executive Committee of the Coalition may employ and terminate staff as deemed necessary to conduct the business of the Coalition. The duties and responsibilities of the officers of the Coalition may be reasonably expanded or supplemented from time to time by action of the Executive Board.
- 3.03** Any vacancy occurring on the Executive Board between elections shall be filled by the Chair with concurrence of a majority of the Executive Board. An officer so appointed to fill a vacancy shall serve until the next election of the Coalition.

- 3.04** The Chair shall preside at all meetings of the Coalition, of the Executive Committee, and of the Executive Board. He/she shall be responsible for implementing all actions taken and all policies established by the Board.
- 3.05** The Secretary Treasurer shall be responsible for taking and distributing minutes, managing correspondence of the Coalition, reporting the financial conditions of the Coalition and shall furnish a report to the Board at each regular meeting.
- 3.06** The Chair-elect shall perform the duties of Chair in the absence of the Chair, and shall succeed to the office of Chair should that office become vacant due to the incapacity, resignation, or removal of the Chair. The Board shall in turn elect a new Chair-elect.
- 3.07** The Immediate Past Chair shall serve as chairperson of the Governance Committee.

ARTICLE IV – EXECUTIVE BOARD

- 4.0** The members of the Coalition for Oral Health for the Aging Executive Board shall consist of the officers and workgroup chairs. All members shall be in good standing with membership status and have equal voting authority.
- 4.01** Workgroup chairs shall be appointed by the Chair of the Board and approved by the Executive Board. Workgroup chairs shall serve two-year terms.
- 4.02** The Executive Board shall have supervision and control of the affairs of the Coalition, its committees and publications; shall determine its policies or changes therein; shall actively implement its objectives and supervise the disbursement of its funds.
- 4.03** The Executive Board may adopt such rules and regulations for the conduct of its business.
- 4.04** A majority of the Executive Board shall constitute a quorum for the transaction of business. This will be defined as more than 50%.
- 4.05** Regular meetings of the Executive Board will be called by the Chair, and adequate notice of such meetings shall be given to each Board member before the time appointed for such meeting. The Chair shall, at the request in writing of three members of the Executive Board, issue a call for a special meeting of the Executive Board and adequate notice shall be required for a special meeting.
- 4.06** A Board member who accumulates three (3) unexcused absences from regularly scheduled Board meetings within a twelve (12) month period shall be removed from the Board. “Unexcused absence” is defined as failure to notify an officer or member of the Board of inability to attend a regularly scheduled meeting.

ARTICLE V - MEETINGS

5.0 There shall be an annual meeting of the Coalition on a date and at a location selected by the Board. The purpose of such a meeting will be to elect officers, and to conduct all such business as may be necessary to support the mission and goals of the Coalition.

5.01 The Rules contained in the latest edition of Robert's Rules of Order Revised Shall govern the Coalition in all cases except when they are inconsistent with the Articles of Incorporation, these Bylaws or the special Rules of the Coalition.

5.02 For purposes of conducting coalition business at full membership meetings, quorum is defined as 1/3 of membership.

5.03 The Coalition shall keep minutes of the proceeding of its meetings.

ARTICLE VI - COMMITTEES

6.0 The following committees shall be standing committees of the Board of Directors:

Membership Committee. The Membership Committee shall consist of at least one (1) members of the Executive Board, and shall be responsible for recruitment of new members and retention of existing members.

Governance and Nominating Committee. The Governance and Nominating Committee shall consist of at least one (1) member of the Executive Board, and shall be responsible for identifying individuals qualified to serve as board members and officers for the Coalition, reviewing Coalition By-Laws as directed by the Board, and conducting an annual review of the structure and effectiveness of the Board. The Immediate Past Board Chair will preside over the committee.

6.01 Workgroups may be formed by the Executive Board to address issues as determined by the Coalition. Workgroups will meet as needed to complete the task(s) assigned by the Board.

6.02 In addition to members of the Executive Board, Coalition members in good standing may serve on standing and ad-hoc committees if so appointed by the Chair.

6.03 The Chair, upon authorization or direction of the Board, may establish such ad-hoc committees as are needed to conduct the business of the Coalition.

6.04 The Chair of the Board shall be responsible for appointing chairpersons and members of all standing and ad-hoc committees, subject to approval by the Executive Board.

6.05 Members of committees shall serve terms of one (1) year's duration, commencing immediately at the conclusion of the annual meeting, with the exception of ad-hoc committee members, the length of whose terms shall be determined the Board.

6.06 Vacancies in membership of any committee shall be appointed by the Chair and subject to the approval of the Executive Board.

ARTICLE VII-VOTING

7.00 All questions before the Coalition for Oral Health for the Aging shall be decided by a majority vote of all members in good standing present.

- 7.01** Severability: The provisions of these by-laws are severable. If any provision of these by-laws or its application to any person or circumstances is held invalid in federal or state court having jurisdiction, the invalidity will not affect other provision or application of these by-laws that can be given effect without the invalid provision or application.

ARTICLE VIII - FISCAL YEAR

- 8.0** The fiscal year of the Coalition shall be July 1st through June 30th.
- 8.01** The Coalition for Oral Health for the Aging Executive Board shall provide for or request adequate financing for the Coalition program and shall adopt fiscal policies which shall be kept in writing.
- 8.02** The Coalition for Oral Health for the Aging Executive Board shall, at the appropriate time prior to the end of the fiscal year, meet and agree upon a budget.
- 8.03** The Coalition for the Oral Health for Aging shall keep a record in the Coalition headquarters of all receipts and disbursements. Records shall be reviewed by the Secretary/Treasurer monthly and reported to the Executive Board and Coalition as requested.
- 8.04** The Coalition for Oral Health for the Aging Executive Board shall within 90 days after the close of each fiscal year, cause an annual audit or financial review to be made of the Coalition accounts.
- 8.05** The Coalition Executive Board shall serve without compensation.
- 8.06** The Coalition Executive Board and members may be reimbursed for actual necessary expense incurred in the performance of their duties when those expenses are approved by the Executive Committee.

ARTICLE IX- RULES OF ORDER

- 9.0** Robert's Rules of Orders-Revised shall be the parliamentary authority of the Coalition on all matters or instances of procedures that are not specifically covered by these bylaws. The Secretary/Treasurer shall have the role of Board Parliamentarian.

ARTICLE X- AMENDMENTS

- 10.0** Members in good standing of the Coalition for Oral Health for the Aging may amend these By-Laws by a majority vote of the members present at a legally constituted meeting of the Coalition, provided a written notice of the proposed changes be sent to each member at least 30 days prior to the meeting at which the amendments of the By-Laws are to be voted upon. Changes to the by-laws will be proposed by Executive Board and presented to the

full coalition. Proposed amendments to the by-laws may also be distributed electronically and ballots may be cast via electronic mail, facsimile or land mail.

ARTICLE XI – INDEMNIFICATION

11.0 The Coalition shall indemnify each person (including the heirs, executors, administrators, or estate of such person) who serves as a Board member, officer, employee, non-Board member volunteer, or agent of the Coalition and who is made party to an action, suit, or proceeding (whether civil, criminal, administrative, or investigative and whether formal or informal) by reason of the fact that such person is or was a Board member, officer, employee, or agent of the Coalition, or serves or served any other enterprise at the request of the Coalition, against all expenses (including attorneys' fees), liabilities, judgments, penalties, fines, and amounts to the extent permitted by Section 450.2561 and Section 450.2562 of the Michigan Nonprofit Corporation Act of 1982. Any such indemnification shall be made by the Coalition only as authorized in the specific case upon a determination that indemnification of the Board member, officer, employee, non-Board member volunteer, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 450.2561 and Section 450.2562 of the Michigan Nonprofit Corporation Act of 1982.

ARTICLE XII - DISSOLUTION

12.0 The voluntary dissolution of the Coalition shall be permitted only upon an affirmative two-thirds ($\frac{2}{3}$) vote of the Board members then in office. Upon dissolution of the Coalition, whether voluntary or involuntary, no Coalition member, Board 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, then remaining in the hands of the Board, assets shall be distributed to another non-profit organization with a similar mission within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.