

BYLAWS OF
Michigan Oral Health Coalition

ARTICLE I - ARTICLES OF INCORPORATION

- 1.0** NAME: The Michigan Oral Health Coalition is a not-for-profit Michigan corporation and charitable organization as defined by Section 501 (c)(3) of the United States Department Of Treasury -Internal Revenue Code. The Michigan Oral Health Coalition shall hereinafter be referred to in these Bylaws as "the Coalition."
- 1.01** Places of Business: The Coalition shall have its principal place of business in Greater Lansing, Michigan and such other locations as the Board Of Directors (as hereinafter defined) may from time-to-time authorize.
- 1.02** PURPOSE: The purpose of the Coalition is to improve oral health and provide access to dental care in Michigan and all such other purpose(s) that are consistent with the Michigan Nonprofit Corporation Act of 1982 (as amended).

ARTICLE II - MEMBERSHIP

- 2.0** Membership in the Coalition (individually, a "Member" and collectively, the "Members") shall be based on a tiered system, which includes Organizational and Individual categories created by the Coalition's Board Of Directors (individually, a "Director" and collectively, the "Directors" or the "Board Of Directors").
- 2.01** Multi-employee organizational Members will select a person or persons to represent the Member in the Coalition. All Members are entitled to participate in all Coalition activities. All Members 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 roster of all Members in good standing and entitled to vote.
- 2.03** Membership dues shall be established by a majority vote of the Board of Directors.
- 2.04** Applications for membership shall be made in writing to the Executive Director (as hereinafter defined). The applicant shall become a Member following a majority vote of those present at a meeting of the Board of Directors.
- 2.05** Member In Good Standing: A Member in good standing is a Member whose dues are current with the Coalition. The Board of Directors 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 of Directors.

ARTICLE III - OFFICERS AND STAFF

- 3.0** The Officers of the Coalition ("Officers") shall be a President (the "President"), a President-Elect, a Treasurer, a Secretary and an Immediate Past President. In order to hold office, all Officers must be Directors.
- 3.01** The Officers, with the exception of the Immediate Past President, shall be elected by the Coalition's membership every even calendar year and serve a two-year term of office commencing on July 1 and ending on June 30. The Coalition's Executive Committee ("Executive Committee") shall be comprised of the Officers.
- 3.02** The Coalition shall retain paid staff in order to conduct the day-to-day business of the Coalition. The Executive Committee of the Coalition may employ an executive director ("Executive Director"), in order to conduct the Coalition's day-to-day business. The duties and responsibilities of the Executive Director may be reasonably expanded or supplemented from time-to-time by action of the Board Of Directors.
- 3.03** The Coalition's general membership in good standing shall elect the President by majority vote. The President shall preside at all meetings of the Coalition, the Board Of Directors and the Executive Committee and s/he shall be responsible for implementing all actions and policies established by the Board Of Directors and Executive Committee.
- 3.04** The Treasurer shall be responsible for reporting the financial conditions of the Coalition and shall furnish a report to the Board Of Directors at each regular meeting.
- 3.05** The President-Elect shall perform the duties of President in the President's absence and shall succeed to the office of President should that office become vacant due to the incapacity, resignation or removal of the President. The Membership shall, if required, elect a new President-Elect.

ARTICLE IV - BOARD OF DIRECTORS

- 4.0** Members of the Coalition shall elect nine (9) Directors from the membership-at-large to serve as the governing body of the Coalition.
- 4.01** Committee Chairs shall be appointed by the President and approved by a majority of the Board of Directors.
- 4.02** The Coalition's membership in good standing may appoint (1) individual to serve as a non-voting ex-officio Director.
- 4.03** The Board Of Directors shall supervise and control the affairs of the Coalition, its committees and publications; shall determine its policies or changes therein; shall actively implement its objectives and shall supervise the disbursement of its funds.

- 4.04** The Board Of Directors shall conduct its meetings via Robert's Rules Of Order, as amended from time-to-time.
- 4.05** The Coalition's nine (9) Directors shall serve a maximum of three (3) two-year terms; provided, however the term limitation established in this Section 4.05 shall apply only to those terms when a Director is not an Officer of the Coalition.
- 4.06** A quorum shall require not less than 5 of the Board Of Directors (in person, by proxy, digitally or electronically) for both business transactions and motions to pass.
- 4.07** Regular meetings of the Board Of Directors will be called by the President and adequate notice of such meetings shall be given to each Director before the time of such meeting. The President shall, at the request in writing of three Directors of the Board Of Directors, issue a call for a special meeting of the Board Of Directors and adequate notice shall be required for any such special meeting.
- 4.08** Any vacancy occurring on the Board Of Directors between annual elections shall be filled by a Member appointed by the President with concurrence of a majority of the Board Of Directors. A Director so appointed to fill such vacancy shall serve the remainder of the term.
- 4.9** Any Board Member who is absent without an approved excuse from more than 50 percent of the regularly scheduled Board Of Directors meetings shall be considered for removal from the Board Of Directors.

ARTICLE V - MEETINGS

- 5.0** There shall be an annual membership meeting of the Coalition. The purpose of such meeting will be to elect Directors and Officers and to conduct such other business as may be necessary to support the mission and goals of the Coalition.
- 5.01** The Coalition shall keep minutes of its meetings.

ARTICLE VI - COMMITTEES

- 6.0** Committee formation: The Board Of Directors may create committees, as needed. The President shall appoint all required Committee Chairs.
- 6.01** Executive Committee: The Coalition's five Officers shall serve as the Members of the Executive Committee. Except for the power to propose amendments to the Corporation's Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board Of Directors in the intervals between meetings of the Board Of Directors and is subject to the direction and control of the full Board Of Directors. The following committees shall be standing committees of the Board Of Directors:

•Governance and Nominating Committee. The Governance Committee, appointed by the President, shall be responsible for identifying individuals qualified to serve as Board Of Directors Members and Officers of the Coalition, reviewing Coalition Bylaws as directed by the Board Of Directors and conducting an annual review of the structure and effectiveness of the Board Of Directors. In addition, the following shall serve on the Committee: President, President-Elect and Immediate Past President.

•Finance Committee: The Board of Directors shall create a Finance Committee, which will consist of one or more members of the Board of Directors. The Finance Committee will have responsibility for preparation of budgets and for investment of Corporation assets, shall accept or reject contributions proposed to the Corporation pursuant to guidelines established and adopted by the Board of Directors and shall have such other duties and responsibilities as may from time to time be prescribed by the Board of Directors. The Finance Committee will meet at least two times per calendar year.

•Policy Committee: Monitors legislative and policy issues that impact oral health and make policy recommendations to the Board Of Directors. Informs and educates Members about state legislation and policy issues of interest to the Members.

•Continuing Education Committee: The Continuing Education Committee shall be responsible for both the creation and presentation of topical educational subjects for the Membership and the Board Of Directors.

- 6.02** Committees may be formed by the Board Of Directors in order to address issues determined by the Coalition. Committees will meet as needed to complete the task(s) assigned by the Board Of Directors.
- 6.03** In addition to serving as Directors, Coalition Members in good standing may serve on both standing and ad-hoc committees if so appointed by the President.
- 6.04** The President of the Board Of Directors shall be responsible for appointing chairpersons and Members of all standing and ad-hoc committees, subject to approval by the Board Of Directors.
- 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 Of Directors.
- 6.06** Vacancies in membership of any committee shall be filled by the President.

ARTICLE VII - VOTING

- 7.00** All questions before the Coalition shall be decided by a majority vote of all present Members in good standing.
- 7.01** Severability: The provisions of these Bylaws are severable. If any provision of these Bylaws 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 Bylaws 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 October 1 through September 30.
- 8.01** The Board Of Directors shall provide for or request adequate financing for each Coalition program and shall adopt fiscal policies which shall be kept in writing.
- 8.02** The Board Of Directors shall adopt a budget at the first meeting of the fiscal year, or earlier if appropriate.
- 8.03** The Coalition shall keep a record in the Coalition headquarters of all receipts and disbursements. Records shall be reviewed monthly by the Treasurer and reported to the Board Of Directors and Membership as requested.
- 8.04** The Board Of Directors shall cause an audit or financial review to be made of the Coalition's finances on an annual basis.
- 8.05** The Board Of Directors shall serve without compensation. However, every Director may be reimbursed for actual expenses they incurred in fulfilling their duties to the Coalition, including, without limitation, reimbursement for mileage at a rate consistent with the guidelines published annually by the United States Department Of Treasury-Internal Revenue Service.

ARTICLE IX - CONFLICT OF INTEREST

- 9.0** Conflict-of-Interest Policy. The Board Of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Members, Officers and Directors of the Coalition.

ARTICLE X - AMENDMENTS

- 10.0** Members in good standing of the Coalition may amend these Bylaws 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 Bylaws are to be voted upon. Changes to the Bylaws will be proposed by Board Of Directors and presented to the full Coalition. Proposed amendments to the Bylaws 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 Director, Officer, employee, volunteer, attorney or agent of the Coalition and who is made or thereafter to be made a 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 Of Director 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 full extent permitted by Section 450.2561 and Section 450.2562 of the Michigan Nonprofit Corporation Act of 1982 (as amended). Any such indemnification shall be made by the Coalition only as authorized in the specific case upon a determination that indemnification of the Board Of Directors Member, Officer, employee, non-Board Member volunteer, attorney or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in the Michigan Nonprofit Corporation Act of 1982 (as amended).

ARTICLE XII -DISSOLUTION

12.0 The voluntary dissolution of the Coalition shall be permitted only upon an affirmative two-thirds (%) vote of the Board Of Directors Members 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, then remaining in the hands of the Board Of Directors, shall be distributed to another non-profit organization with a similar mission.

Approved: May 19, 2016