

BYLAWS 09/27/2018

Minnesota Oral Health Coalition

ARTICLE I

Name and Purposes

Section 1.01. Name. Minnesota Oral Health Coalition, Inc.

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes of advancing oral health in the state of Minnesota. In addition, the organization will be guided by a "principles" document titled - Minnesota Oral Health Coalition Initial Guiding Principles.

ARTICLE II

Members

Section 2.01. Classifications. There may be two membership classifications: Corporate and Individual.

Section 2.02. Qualifications. Membership may be granted to any individual or corporation that supports the mission and purposes of the organization and pays the annual dues as set by the Board of Directors.

Section 2.03. Rights and Responsibilities of Members. Members shall have the right and responsibility to attend meetings, participate in activities and vote on the selection of the Board of Directors.

Section 2.04. Termination of Membership. The Board of Directors, by affirmative vote (in person or by proxy) of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 2.05. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.06. Dues. Dues for members shall be established by the Board of Directors.

Section 2.07. Meetings. Meetings may be called by the President or at the request of at least 10% of the members by notice mailed, telephone, or email to each member not less than thirty (30) days before such meeting.

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the governing body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of no fewer than five (5) directors and no more than fifteen (15) directors. Officers are elected to serve one-year terms with the option to accept serving up to two additional terms of one year each. No officer may serve more than three years, unless approved by the board of directors. One additional non-voting board position will be occupied by the Minnesota Department of Health, Dental Director or designee (aka ex officio). Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors or the position may be left vacant until the next member vote. In the event of a tie vote, the President shall

choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.03. Appointment and election of Directors; Terms of Office. The founding directors of the Board of Directors shall be appointed. All subsequent directors of the Corporation shall be elected by the general membership. Terms of board members may be established by the Board of Directors but shall not exceed six (6) years. Directors shall hold office until a successor is duly elected and qualified, or until their term expires. Directors shall be eligible for reappointment.

Section 3.04. Resignation. Resignations are effective upon receipt by the President of the Corporation of written notification. Any board member who fails to attend two (2) consecutive meetings without providing written notice to the President, shall be deemed to have resigned.

Section 3.05. Removal. A director may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.10, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.06. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.07. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.08. Notice. Meetings may be called by the President or at the request of any two (2) directors by notice emailed, mailed, telephoned, or emailed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.09. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors' present may adjourn the meeting on occasion without further notice.

Section 3.10. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing, including electronically, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.11. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.12. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 3.13. Nominating Committee. There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. The nominating committee will make recommendations to the entire board, for its approval.

Section 3.14. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval (not including payment for time). In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation, therefore.

**ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS**

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

Section 4.02. Appointment of Officers; Terms of Office. The founding officers of the Board of Directors shall be appointed. All subsequent officers of the Corporation shall be elected by the Board of Directors at the first meeting following elections, or, in the case of vacancies, as soon thereafter as feasible. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 4.03. Resignation. Resignations are effective upon receipt by the President of the Board of a written notification. Any officer who fails to attend two (2) consecutive meetings without providing written notice, shall be deemed to have resigned.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.09, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. President. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Vice-President. The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.07. Secretary/Treasurer. The Secretary/Treasurer shall be director(s) of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Council's finances. The Secretary/Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.08. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

Section 4.09. Executive Director. The Executive Director in agreement with the President, shall have the power to call special meetings of the Board of Directors for any purpose; may hire, appoint and discharge, subject to the approval of the Board of Directors, employees and agents of the corporation and fix their compensation; may make

and sign deeds, leases, contracts and agreements in the name and on behalf of the corporation; shall have power to carry into effect all directions of the Board of Directors; and shall have general supervision of the business of the corporation, except as may be limited by the Board of Directors, the Articles of Incorporation or these Bylaws.

The terms of contracted employment and compensation of the Executive Director shall be evidenced by a written agreement approved by the Executive Committee of the Board. The Executive Director may be contracted or hired as well, terminated at will, with or without cause, by the Board of Directors at any time, subject only to provisions of a written employment agreement, if any, with the Executive Director limiting said termination at will. The Executive Director shall not be a member of the Board of Directors and shall not preside at meetings of the Board or any committee thereof. The Executive Director shall have the right to notice of and attendance at any meeting of the Board of Directors or any committee of the Board, except when the Board or a committee shall have the Executive Director's performance, employment agreement, compensation or similar matter related to the Executive Director as a matter of discussion or action.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee

to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 7.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE VIII
BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

**ARTICLE IX
AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice. Bylaws changes are subject to a vote from the membership taken at a scheduled meeting and require a quorum of the membership with a majority vote (in person or by proxy).