

# **Bylaws of the Arkansas Oral Health Coalition – Smiles: AR, U.S.**

## **“Optimum Oral Health for All Arkansans”**

### ***Article I – Name and Purpose***

#### **Section 1.1 – Name**

The name of the coalition shall be the Arkansas Oral Health Coalition.

#### **Section 1.2 – Purpose**

The Arkansas Oral Health Coalition is a voluntary not-for-profit organization representing oral health interests throughout Arkansas. The Coalition provides leadership to (1) formulate and promote sound oral health policy, (2) increase awareness of oral health issues and (3) assist in promotion of initiatives for the prevention and control of oral diseases.

#### **Section 1.3 – Mission**

The mission of the Arkansas Oral Health Coalition is to promote life-long optimum oral health through primary prevention at the community, healthcare professional and family levels; through accessible, comprehensive and culturally-competent community-based oral health care provided through a variety of financing mechanisms; through educational opportunities throughout life that will allow individuals to make better decisions for their health; and through informed and compassionate policy decisions at all levels of government.

### ***Article II – Membership***

#### **Section 2.1 – Categories**

There shall be three categories of membership: Affiliate, Individual, and Sustaining:

- (a) Affiliate: A public or private organization or agency that pays annual dues set by the Coalition.
- (b) Individual: A person, who is not employed or otherwise represented by an Affiliate or Sustaining Member organization or agency, who is committed to the purposes of this Coalition, and who pays annual dues at a level set by the Coalition.

- (c) Sustaining Member: A public or private organization or agency committed to the purposes of this Coalition and who pays “one-time” dues at a level set by the Coalition.

**Section 2.2 – Governing Body**

The membership shall be the governing and legislative body of the Coalition. All members are entitled to participate in all activities of the Coalition. They may vote on all matters that may come before the membership. Members may be nominated for election to any appropriate office.

**Section 2.3 – Dues**

Membership dues shall be established by a two-thirds (2/3) vote of the Coalition. Dues are due and payable on or before January 1 of each year.

**Section 2.4 – Member in Good Standing Defined**

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

***Article III – Officers***

**Section 3.1 – Elected Officers**

The officers of the Arkansas Oral Health Coalition shall be: Chair, Vice-chair and Secretary-Treasurer.

**Section 3.2 – Term of Office**

Officers shall be elected biannually and serve a two-year term of office from July 1 to June 30. Officers must be members in good standing to qualify for office and to remain in office.

**Section 3.3 – Duties**

The duties of the officers of the Arkansas Oral Health Coalition shall be those that are customary for such officers (See Robert's Rules of Orders), and any other duties set forth in this instrument.

**Section 3.4 – Election**

Officers shall be elected for the ensuing year at the Arkansas Oral Health Coalition Annual Meeting held prior to July 1 of each year.

### **Section 3.5 – Vacancies**

- (a) Should the office of Chair become vacant, the Vice-chair shall succeed to the office of Chair until the next annual meeting, when the office will be filled by election.
- (b) Should the office of Vice-chair or Secretary-Treasurer become vacant, the Coalition shall, at the next meeting of the Coalition, elect a member of the Coalition to serve the remaining term of office.

## ***Article IV – Executive Committee***

### **Section 4.1 – Duties and Powers**

The business affairs of the Coalition shall be managed by its Executive Committee, which may exercise all such powers of the Coalition and do all such lawful acts as are not, by statute or these bylaws, proscribed.

### **Section 4.2 – Composition**

The Executive Committee shall consist of the elected officers and two Directors elected by the members.

### **Section 4.3 – Directors: Number, Election and Term**

Members of the Arkansas Oral Health Coalition shall elect two Directors from the membership at large to serve on the Executive Committee. The terms of the first Directors elected under these bylaws shall be one Director each to a term of one and two years. The terms of all Directors subsequently elected shall be two years.

### **Section 4.4 – Qualifications of Directors**

Only regular members of the Coalition in good standing are eligible for election as Directors.

### **Section 4.5 – Executive Committee Rules and Policies**

The Executive Committee may, by majority vote, adopt rules and policies for the conduct of its business.

### **Section 4.6 - Meetings**

The Chair will call regular meetings of the Executive Committee, and adequate notice of such meetings shall be given to each Officer and Director before the time appointed for such meeting. The Chair shall, at the request in writing of three members of the Executive Committee, issue a call for a special meeting of the Executive Committee and adequate notice shall be required for a special meeting.

#### **Section 4.7 – Vacancies**

Should a vacancy occur from among the elected Directors, the Chair shall name a new Director with concurrence of a majority of the Executive Committee. A Director so appointed to fill a vacancy shall serve until the next annual election of the Coalition.

### ***Article V – Meetings***

#### **Section 5.1 – Meetings**

Meetings of the members of the Arkansas Oral Health Coalition shall be held at a time and place selected by the Executive Committee with input from the membership. 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 these bylaws or special rules of the Coalition.

#### **Section 5.2 – Quorum and Voting**

Those members present at Coalition meetings shall constitute a quorum for the purpose of conducting Coalition business. Only members in good standing are entitled to vote. Each member shall have one vote.

#### **Section 5.3 – Minutes**

The Coalition shall keep minutes of the proceedings of its meetings.

#### **Section 5.4 – Committees**

Committees may be formed by the Chair to address issues as determined by the Coalition. Committees will meet as needed to complete the task(s) assigned by the Coalition. Coalition members will volunteer to serve on a committee or committees. Minutes of committee meetings shall be kept and provided to the Coalition as requested.

### ***Article VI – Finances***

#### **Section 6.1 – Adequate Financing**

The Arkansas Oral Health Coalition Executive Committee shall provide for or request adequate financing for the Coalition programs and shall adopt fiscal policies which shall be kept in writing.

### **Section 6.2 – Contracting**

The Arkansas Oral Health Coalition Executive Committee may enter into contracts with official or non-official agencies or individuals, for the purchase, sale or exchange of services.

### **Section 6.3 – Staffing**

The Arkansas Oral Health Coalition Executive Committee may employ qualified staff to carry out the Coalition's programs and activities.

### **Section 6.4 – Fiscal Year**

The fiscal year of the Arkansas Oral Health Coalition shall be January 1 through December 31.

### **Section 6.5 – Records**

The Secretary-Treasurer of the Arkansas Oral Health Coalition shall keep appropriate records of receipts and disbursements. Records shall be reported to the Executive Committee and Coalition as requested.

### **Section 6.5 – Non-compensation**

The Officers and Directors of the Arkansas Oral Health Coalition shall serve without compensation.

### **Section 6.6 – Reimbursement**

The Arkansas Oral Health Coalition Officers, Directors and members may be reimbursed for actual necessary expense incurred in the performance of their duties when those expenses are approved by the Coalition.

## ***Article VII – Amendments***

### **Section 7.1 – Approval by Membership**

Members in good standing of the Arkansas Oral Health Coalition may amend these bylaws by a two-thirds 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 60 days prior to the meeting at which the amendments are to be voted upon. Proposed amendments to the bylaws

may also be distributed electronically and ballots may be cast via electronic mail, facsimile or land mail.

## ***Article VIII – Dissolution of the Coalition***

### **Section 8.1- Dissolution of the Coalition**

The Arkansas Oral Health Coalition may be dissolved by a majority vote of the members in good standing.

### **Section 8.2 – Distribution of Assets**

Upon dissolution of the coalition, whether voluntary or involuntary, after paying or making provisions for the payment of all of the liabilities of the Coalition, any remaining assets shall be distributed to one or more organizations which qualify as tax-exempt, and are similar to the Coalition in mission and purpose. The distribution of assets shall be approved by the membership and implemented by the Executive Committee. No member, director, or officer of the coalition or any private individual shall be entitled to share in the distribution of the coalition assets on dissolution of the coalition.