

**AMENDED
BY LAWS
OF
MISSOURI COALITION FOR ORAL HEALTH, INC.
(A Missouri Not-For Profit Corporation)
Amended June 17, 2011**

ARTICLE I- OFFICES

The registered office of the Corporation shall be as set forth in its Articles of Incorporation until changed by the directors as provided by the law. The Corporation may also have such offices, within or without the State of Missouri, as the Board of Directors (“Board”) may determine from time to time.

ARTICLE II- SEAL

The Corporation shall not have a seal.

ARTICLE III-MISSION

The Corporation’s mission is to improve oral health for all Missourians through public awareness and sound public policy.

ARTICLE IV- DIRECTORS

Section 4.1. Election and Terms; Board Vacancies.

A. Directors shall be elected by a consensus of the directors present in person at their annual meeting at which a quorum is present. The terms of the directors shall be for three years, commencing at the annual meeting of the Board each year. The terms of the directors shall, as best possible, be staggered with one-third of the Board members elected each year. The first Board of Directors shall be appointed to one, two and three year terms to begin the annual one-third replacement/reelection process.

B. Vacancies on the Board, however occurring including, but not limited to, vacancies arising from newly-created directorships, shall be filled by consensus of the directors, or by the sole remaining director (even if less than a quorum). Unless and until all Board member vacancies are filled, any corporate action taken or authorized by a majority of the remaining directors who would constitute a quorum if acting at a

meeting, shall be valid and binding upon the Corporation, regardless of such unfilled vacancies.

Section 4.2. Number and Diversity of Directors. The number of Directors shall be as determined by the Board and shall be no fewer than ten, but shall not exceed fifteen. The composition of the Board shall, as determined by the Board, reflect the diversity of interests that surround the important mission of improving oral health, including one Director who represents the interests of each the MO Dental Association (MDA), MO Dental Hygienists' Association (MDHA), MO Primary Care Association (MPCA), a dental school, a consumer advocacy organization, dentists who work in private practice who treat the high-risk vulnerable population, dentists who work in a public health setting who treat the high-risk vulnerable population, dental hygienists who work in a public health setting who treat the high-risk vulnerable population, and the State of Missouri. The Director that represents the interest of the State of Missouri shall not have voting rights.

Section 4.3. Meetings of the Board of Directors. The directors shall meet at such times and places within or without the State of Missouri, as the Board may from time to time determine. Any regular or special meeting of the Board may be called by the Chairperson upon two days' notice, oral or written, which notice, however, may be waived in writing by the directors. The annual meeting of the Board shall be held at the time and place designated by the Chairperson, provided, however, that said meeting may be held on such day, hour or place, as may be determined by the written consent of all directors, or, in the absence of such consent, as may be designated in written notice sent by the Chairperson or by the Secretary to each director at least two days prior to the date specified in the notice.

Section 4.4. Quorum and Consensus. One-half plus one, of the total number of the Directors then on the Board shall constitute a quorum for the transaction of business. A consensus, defined as a unanimous decision of the Directors that comprise the quorum, shall control for the transaction of business.

Section 4.5. Waiver of Notice. Whenever written notice is required to be given to the members of the Board, written waiver thereof signed by a director (whether, in the case of notice of a meeting, the written waiver is signed before or after the meeting) shall be treated as notice. Attendance in person at any directors' meeting shall for all purposes be treated as the waiver of notice thereof unless the director attends the meeting for the sole purpose of objecting to the transaction of any business threat because the meeting is not lawfully called or convened and unless he or she voices his or her objections at the beginning of the meeting and does not otherwise participate therein.

Section 4.6. Meetings by Telephone. Members of the Board or any committee designated by the Board, may participate in a meeting of the Board by means of telephone or other means of communications, where all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 4.7. Fees and Compensation. Directors shall not receive any compensation for their services as directors or officers but may be reimbursed reasonable expenses under policies approved by the Board.

Section 4.8. General Authority. Subject to the limitations imposed by law, the Articles and these Bylaws, the business and affairs of the Corporation shall be managed by the Board. This includes the authority to make all decisions necessary for the accomplishment of the Corporation's mission, including, but not limited to, the removal of Directors who are unwilling or unable, as determined by the Board, to fulfill the obligations of Board membership. The Directors are expected to attend all meetings of the Board and if any Director's Board meeting attendance falls below forty per cent in any twelve month period, absent serious extenuating circumstances, the Board may remove that Director. The Board shall make appropriate delegations of its authority to the officers and employees of the Corporation.

Section 4.9. Compensation and Immunity of Members of the Board. Members of the Board or any committee with Board delegated powers serve in a voluntary capacity and, as such, shall not receive any compensation for their services as members of the Board or of such committee, but may be reimbursed for reasonable expenses of attendance at meetings of the Board or the applicable committee and for reasonable expenses incurred by the Director for attendance at conferences or other events or programs pre-approved by the Chairperson or Vice-Chairperson. Any expenses incurred by someone traveling with a Director to a meeting or other Board-sanctioned event or program shall not be reimbursed. It is the intent of the Corporation that the members of the Board be immune from personal liability for any civil damages arising from acts performed in his or her official capacity, except for damages caused by such person's intentional, wanton or willful conduct, or gross negligence, as provided in Revised Missouri Statutes Section 537.117, as it may be amended from time to time. The Board may, in its discretion, authorize the purchase of Directors and Officers insurance to further protect the members of the Board, as well as the Corporation's officers, employees and agents from civil claims.

ARTICLE V-OFFICERS AND COMMITTEES

Section 5.1. Officers and Election Thereof. The officers of the Corporation shall be a Chairperson, a Vice Chairperson, an Executive Director, a Secretary, and a Treasurer, and such other officers and assistant officers as the Board may from time to time deem necessary or advisable. All officers shall be elected by the Board at its

annual meeting, and the Board shall also be empowered to remove any officer and fill all vacancies in office. All officers except the Executive Director shall be members of the Board of Directors.

Section 5.2. Term and Removal. Each officer of the Corporation shall hold office until the next annual meeting of the Board or until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, or removal provided, however, that any officer elected by the Board may at any time, with or without cause, be removed by the consensus of the Directors present at any duly noticed meeting of the Board at which a quorum is present. No person may serve more than two consecutive one-year terms in the office of Chairperson or Vice-Chairperson.

Section 5.3. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors, shall execute the decisions of the Board and shall execute all contracts on behalf of the Corporation, except as otherwise determined by the Board.

Section 5.4 Vice-Chairperson. The Vice-Chairperson shall assist the Chairperson with his or her duties and shall carry out the duties of the Chairperson in his or her absence and shall have such other powers and perform such other duties as the Board may prescribe.

Section 5.5 Executive Director. The Executive Director shall, subject to the direction and supervision of the Board: (1) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its agents and employees; (2) be responsible for directing and administering the activities and programs of the Corporation; (3) see that all orders and resolutions of the Board are carried into effect; (4) perform all other duties incident to the office of Executive Director and as from time to time may be assigned to the Executive Director by the Board. The Executive Director may, as authorized by the Board, execute all bonds, notes, debentures, mortgages and other contracts and all other instruments for and in the name of the Corporation. Unless the Board otherwise provides, the Executive Director, or any person designated in writing by the Executive Director may: (i) attend meetings of other corporations to represent the Corporation thereat and to vote or take action with respect to the shares of any such corporation owned by this Corporation in such manner as the Executive Director or the Executive Director's designee may determine; and (ii) as authorized by the Board, execute and deliver waivers of notice and proxies for and in the name of the corporation with respect to any such shares owned by this Corporation. The Executive Director shall, unless the Board otherwise provides, be an Ex Officio member of all standing committees. The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these by-laws or from time to time by the Board.

Section 5.6. Secretary. The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and committees of the Board. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and the Bylaws, as amended to date. The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall have such other powers and perform such other duties as the Board may prescribe.

Section 5.7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other values in the name and to the credit of the Corporation's funds as the Board may order, shall render to the Chairperson and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have such powers and perform such other duties as the Board may prescribe. The Treasurer shall prepare, or cause to be prepared, for required signature and filing all returns, reports and forms required by law, including, but not limited to IRS Form 990. The treasurer shall have such other powers and perform such other duties as the Board may prescribe.

Section 5.8. Committees. The Board, by consensus of the Directors present at a duly noticed meeting at which a quorum is present, may establish one or more committees and set the duration and authority of that committee, subject only to express limitations contained in these bylaws. The Board may delegate to an Executive Committee that includes the Corporation's Officers (Executive Director is Ex Officio and non-voting) and at least one at-large Board member, such powers of the Board of Directors in the management of the business affairs of the Corporation during the intervals between meetings of the Board of Directors as the Board of Directors determines will be expedient and proper; provided that the Executive Committee or any other committee may not be delegated any power to amend or repeal the Articles of Incorporation or Bylaws or elect or remove Directors. Each committee will report its findings and recommendations to the Board for its action; provided that the Executive Committee may take binding action within its delegated authority on behalf of the Corporation between meetings of the Board. At all meetings of committees, a majority shall constitute a quorum and a consensus of the quorum shall control for the transaction of business. Committee members shall not receive any compensation for their services as committee members but may be reimbursed reasonable expenses

under policies approved by the Board. Committee members may include both Directors and persons who are not Directors, provided, with the exception of the Nominating Committee, the Chairperson of each Committee shall be a Director.

Section 5.9. Nominating Committee. There shall be a Nominating Committee which shall consist of the Executive Director/CEO of the MDA, MDHA, MPCA, and the Missouri Health Advocacy Alliance, as long as those organizations remain in existence. The members of the Nominating Committee shall be elected by the Board for terms of one year. The Board shall elect one of the members of the Nominating Committee to serve as the Chair of the Nominating Committee; provided, however, that no member of the Nominating Committee shall serve more than two consecutive one-year terms as Chair of the Nominating Committee. The Nominating Committee shall propose to the Board nominations for officers of the Corporation. The Nominating Committee shall also propose to the Board nominations for the Board of Directors. It shall be a goal of the Nominating Committee and the Board that the Directors represent the diversity of interests identified in bylaw 4.2 above.

ARTICLE VI-MEMBERSHIP

Section 6.1. Members Defined. The members of the Corporation shall consist of the persons who are then serving as Directors on the Board. However, the Board may provide for additional categories of nonvoting “members” who shall not be treated as members for corporate law purposes (i.e., shall not be entitled to special notice of corporate meetings, shall not be entitled to vote, etc.). The Director members shall be the only class of members who are entitled to vote on issues requiring the election, approval, ratification, consent, or other action of the members under law, including by way of example and not of limitation, voting for the election of the Directors. Accordingly, the term “member” or “members” as used in these Bylaws shall generally refer to only the Director members, unless the context clearly requires otherwise. The Board of Directors may establish the terms and conditions of each class of nonvoting membership, including without limitation, the terms of membership and the fees and other costs of membership. No compensation or benefits may be provided to director members, officers or nonvoting members which would violate Article IV of the Articles of Incorporation.

Section 6.2. Memberships are Nontransferable. No class of membership shall be transferable or assignable except upon such terms, conditions, and limitations as the Board of Directors may from time to time prescribe.

Section 6.3. Amendment and Termination of Membership Terms. Any non-Director’s membership may be terminated in accordance with the rules and procedures

adopted from time to time by the Board of Directors. No member shall have or acquire any vested right, title, or interest in or to membership or in or to the assets of the Corporation. Likewise, no person shall have or acquire any vested right in the exercise or continuance of any of the services, privileges or benefits of the Corporation. All conditions of membership, services, privileges, benefits, fees, dues, and all other charges of the Corporation shall be subject to amendment, alteration or revocation by the Board of Directors at its sole discretion.

ARTICLE VII-AMENDMENTS

These Bylaws may be amended or repealed by a consensus of the Board, upon 30 days advance notice of the proposed amendment or repeal.

ARTICLE VIII-PUBLIC ACCESS TO BOOKS AND RECORDS

It is the policy of the Corporation to subject itself to the provisions of Mo. Rev. Stat. Chapter 610, as amended, the regulations promulgated pursuant thereto, or the corresponding provision of any applicable future law or regulations related to the same subject matter (collectively, "Chapter 610") as though the Corporation were a public governmental body (as that term is defined in Chapter 610) insofar as they can be made applicable and are not otherwise inconsistent with the Corporation's Articles or these bylaws; provided that no action of the Corporation can be invalidated for having failed to abide by the provisions of Chapter 610; provided further that neither the Corporation nor any of its Directors, officers, employees or agents shall be liable for any monetary damages or civil fines or other penalties for violation of Chapter 610; and provided further that, in addition to those matters listed in Chapter 610, the Corporation is authorized to close meetings, records and votes to the extent that they relate to (a) investment decisions or investments (including the purchase or sale of any properties or securities) made by the Corporation and (b) the processes of the Board and the Corporation in identifying qualified individuals to be nominated to fill Board vacancies and staff position. The Attorney General will have the exclusive authority to enforce this provision

ARTICLE IX- MISCELLANEOUS

Section 9.1. Action Without a Meeting. Any action required or permitted by law, by the Articles of Incorporation of the Corporation, or by these Bylaws to be taken at a meeting of the Directors or any Committee may be taken without a meeting if unanimous consent in writing setting forth the action so taken shall be signed by the board or committee member entitled to vote. Such written consent shall have the same force and effect as a vote of such directors or committee members, as the case may be.

Section 9.2. Resignations. Any Director, Officer or Committee member may resign by so stating at any meeting of the Board or by giving written notice to the Board, the Chairperson or the Secretary. Such resignation shall be effective at the time specified therein or, if no such time is stated therein, upon receipt. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Section 9.3. Conflict of Interest. In the event a conflict of interest or possible conflict of interest develops between any Director, Officer or Committee member and the Corporation, such Director, Officer or member must disclose the actual or potential conflict in writing to the Board promptly and the Board shall review the situation and make a determination as to appropriate action, if any. In connection with any such Board determination, which includes, but is not limited to removal as a Director or Officer, the Director, Officer or Committee member who possibly has a conflict of interest shall have no vote and shall not be counted in determining whether a quorum of the Board is present for that determination. The Board shall adopt a Conflict of Interest policy.

Section 9.4. Headings. All headings and other titles and captions used in these Bylaws are for convenience only and shall not be considered in construing or interpreting any provision of these bylaws.

Section 9.5. Rules of Procedure. Roberts Rule of Order (Latest Revision) shall govern the conduct of meetings of the Board and the Committees in all circumstances in which they are applicable and in which they are not inconsistent with these bylaws. Any meeting of the Corporation may suspend Robert's Rules of Order for conducting the business of that meeting.