**BYLAWS**

**OF**

**PENNSYLVANIA COALITION FOR ORAL HEALTH**

**Adopted August 2016**

**Revised September 2020**

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**PENNSYLVANIA COALITION FOR ORAL HEALTH**

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**BYLAWS OF PENNSYLVANIA COALITION FOR ORAL HEALTH**

# 

General

## Name

. The name of the corporation shall be **Pennsylvania Coalition for Oral Health** (the "Corporation").

## Offices

. The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The Corporation may have such other offices in such places as the Board of Directors may from time to time designate.

## Purposes

. The purposes of the Corporation are exclusively charitable and educational as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## Fiscal Year

. The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on the last day of **December** of each year.

# 

Members

## Members

. The Corporation shall have no members as defined in Section 5103 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “NPCL”). Any provision of law requiring notice to, or the vote, consent, or other action by members of the Corporation in connection with any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Directors.

## Honorary Titles

. The Corporation may create one or more classes of "memberships," such as contributing members or honorary members, as the Board of Directors sees fit, but such persons shall not have the rights of members under the NPCL.

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Directors

## Exercise of Powers

. All powers vested in the Corporation by the NPCL shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors.

## Number and Qualifications

. The Board of Directors shall consist of not less than seven (7) nor more than eleven (11) Directors as may be determined from time to time by the then serving Board of Directors. Each Director shall be a person at least twenty-one (21) years of age. Neither residence in the state of Pennsylvania nor citizenship in the United States shall be required for membership on the Board of Directors.

## Elections and Terms.

### Directors will be elected by a simple majority of the entire Board of Directors. At each annual meeting, the number of Directors whose term expires at the close of such meeting shall be elected to hold office until the second succeeding annual meeting.

### Directors shall serve until the expiration of their stated term and until their successors shall have been duly elected and qualified, or until their earlier death, resignation or removal from office; provided however, in the event that the term of any Director shall expire without being appointed for another term, no successor to such Director need be appointed so long as the total number of Directors does not fall below the minimum required number.

### Directors may be elected for a maximum of three (3) consecutive two-year terms. Directors may be nominated to serve again after one year of non-Board participation.

## Removal of Directors

. Any Director may be removed from office with or without cause, by a vote of at least a majority of the Directors then in office who are not the subject of the removal action at a duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in a notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

## Compensation of Directors.

Directors shall not receive any stated salary for their services as such; but each Director may be paid a fixed sum, together with reimbursement for expenses incurred, for attendance at each regular or special meeting of the Board of Directors, in such amounts, if any, as may be approved, from time to time, by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

## Annual Meeting.

The Board of Directors shall meet at least annually for the purposes of general organization, the election of Directors and officers, the designation of committees and consideration of any other business that may properly be brought before the meeting. The Annual Meeting will be held at the place and time determined by the Board of Directors.

## Regular Meetings.

The Board of Directors may hold regularly scheduled meetings to conduct the business of the Corporation. Regular meetings may be held without notice unless any action to occur at such meeting requires written notice by these Bylaws or the NPCL. If written notice is required, notice of the meeting shall be provided no less than five (5) days prior to such meeting.

## Special Meetings.

Special meetings of the Board shall be called upon written request to the Chairperson of the Board of Directors by at least two (2) Directors. It shall be the duty of the Secretary to fix the date, time and place of the meeting which shall be held not more than ten (10) days after the receipt of such request. Written notice of special meetings shall be given at least five (5) days prior to such meeting.

## Failure to Object.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director requests, before adjournment, that his or her dissent be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

## Quorum.

A majority of the whole number of currently serving Directors shall be necessary to constitute a quorum for the transaction of business.

## Voting.

## Every Director shall be entitled to one (1) vote. Unless otherwise specifically provided by the NPCL, the Articles of Incorporation or these Bylaws, the acts of at least a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Voting by proxy is not permitted. Contracts.

In the absence of fraud, no contract or other transaction between the Corporation and any other organization shall be affected by the fact that a Director or committee member is a director, officer, employee, or agent of such other organization, unless such Director or committee member has a Financial Interest in such other organization (as such term is defined in the Conflict of Interest Policy of the Corporation). If the Director or committee member has a Financial Interest, all relevant provisions of the Conflict of Interest Policy of the Corporation shall be applicable. Any Director or committee member individually, or any organization of which any Director or committee member is a partner, shareholder or other owner may be a party to or may be interested in any contract or transaction of the Corporation; provided, that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the disinterested Directors then in office or a majority of all committee members then serving, who are not so interested. No Director or committee member shall be liable to account to the Corporation for any profit realized by such person from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such person’s interest in such transaction or contract. Directors so interested may be counted when present at meetings for the purpose of determining the existence of the quorum.

# 

Committees

## Executive Committee.

The Executive Committee shall consist of the Chairperson (if any), Chair-Elect (if any), Secretary and Treasurer. The Chairperson of the Board of Directors shall serve as chair of the Executive Committee, if there is no Chairperson, then the chair of the Executive Committee shall be the Chair-Elect. The Executive Committee shall have the power to transact all regular business of the Corporation during the period between the meetings of the Board of Directors, provided such action shall not conflict with the policies and resolutions of the Board. Executive Committee actions shall be reported fully to the Board at the Board's next meeting along with any matter requiring ratification of the Board. The Committee shall cause to be prepared and shall submit to the Board before the end of each fiscal year, a budget for the ensuing year and shall be responsible for developing long-term capital plans for the Corporation.

## Appointment of Additional Committees

. The Board of Directors may by resolution create one or more committees of officers, Directors, and/or other persons to act in an advisory capacity to the whole Board. The Board of Directors shall determine by resolution from time to time the name of, and the specific matters, power and authority delegated to each committee. The members and Chair of each committee shall be appointed by the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required. Any committee shall have and may exercise all of the powers and authority delegated to it by the Board of Directors, except that a committee shall not have any power or authority: to fill vacancies in the Board of Directors or any committee; to adopt, amend or repeal the Articles of Incorporation or the Bylaws; to amend or repeal any resolution of the Board; or to take action on any matter which was not committed by resolution of the Board to such committee.

## Non-Director Committee Members

. Except with respect to the Executive Committee, if any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

## Committee Meetings

. The Chair of the committee shall schedule committee meetings and shall provide reasonable notice thereof to all voting and non-voting committee members. Each committee established under these Bylaws shall adopt, with the consent of the Board, internal operating policies and procedures, not inconsistent with the Bylaws.

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Officers

## Positions and Election

. The officers of the Corporation shall consist of a Chairperson, a Chair-Elect, a Treasurer, and a Secretary, each of whom shall be elected by a vote of at least a majority of the Board of Directors. The compensation of all officers, if any, shall be fixed by the Board. Any number of offices may be held by the same person. The Officers shall be selected from among the members of the Board of Directors.

## Terms

. The officers of the Corporation shall hold their offices for a term of one year, or until their successors have been elected and qualified. Officers may be reelected to one successive term. Terms shall expire at the close of the calendar year. Officers may be nominated to serve again after a one-year absence from an officer position.

## Removal of Officers

. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

## Chairperson of the Board

. The Chairperson of the Board shall work in concert with the Executive Director to be the primary representatives and spokespersons for the Corporation. The Chairperson shall attend and preside at all meetings of the Directors, shall serve as chair of the Executive Committee and as an ex-officio member of all other committees, shall work in partnership with the Executive Director to make sure Board resolutions are carried out, shall assist the Executive Director in preparing the agenda for Board meetings and shall perform such other duties as the Board or these Bylaws may prescribe.

## Section 5.5 Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall have general charge of its business and supervision of its affairs. The Executive Director shall keep the Board of Directors fully informed and freely consult with them in regard to the business of the Corporation and make appropriate reports to them. In addition to the powers and duties elsewhere provided in these Bylaws, the Executive Director shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board of Directors, the Executive Director shall have such other powers and duties as are incident to said office and not inconsistent with these Bylaws or as may at any time be assigned by the Board of Directors.

Section 5.6 Chair-Elect. The Chair-Elect, if any, shall have such powers and perform such duties as the Chairperson may from time to time delegate to the Chair-Elect. At the request of the Chairperson, the Chair-Elect may, in the case of the absence or inability of the Chairperson to act, temporarily act in the Chairperson’s place. In the case of the death or inability to act of the Chairperson, the Chair-Elect shall perform the duties of the Chairperson except as shall be otherwise designated by the Board of Directors.

## Section 5.7 Secretary

. The Secretary shall attend meetings of the Board of Directors, shall assure that minutes are kept thereof in a suitable format, shall maintain all records of the Corporation and ensure their accuracy and safety, shall assure all notices of meetings are sent out as required by law or these Bylaws and shall, in general, perform all duties incident to the office of Secretary.

Section 5.8 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and chair of the finance committee, if any. The Treasurer shall oversee the receipt of all money paid to the Corporation, shall keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose, shall assist the Executive Committee in preparing the annual budget and presenting the budget to the Board for approval, shall assure any reports or annual filings required by the Commonwealth of Pennsylvania and the Internal Revenue Service are accomplished in a timely manner, including arranging for any required independent audit of the financial records of the Corporation, shall disburse or authorize the disbursement of the money of the Corporation by checks or vouchers, and shall, in general, perform all duties incident to the office of Treasurer. All money received by the Corporation shall be deposited in the name and to the credit of the Corporation in banks or other places of deposit as may be approved by the Board of Directors from time to time.

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Resignations and Vacancies

## Resignations

. Any Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board of Directors shall not be required to make it effective.

## Filling Vacancies

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### If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of removal, death, resignation, disqualification or otherwise, the remaining Directors may elect a person or persons who shall serve as a Director for the remaining term.

### If the position of any officer becomes vacant by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors who are entitled to vote shall elect a person or persons who shall hold office for the remaining term.

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Meetings and Notice

## Place of Meetings

. Regular and special meetings of the Board of Directors may be held at such place within or outside the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine. Meetings can be held through phone and/or video conference. At least one regular meeting a year shall be held in-person, if possible, with at least 60 days’ notice.

## Presiding Officer.

All meetings of the Board of Directors shall be called to order and presided over by the Chairperson of the Board, in his or her absence by the Chair-Elect, if any. If neither of such persons is present, a chairman elected by the Directors present at such meeting shall preside over such meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, and in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

## Notice

. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by electronic transmission, to that person. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the courier service for delivery to such person or, in the case of electronic transmission when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the NPCL or these Bylaws, including, in the case of a special meeting, the general nature of the business to be transacted.

## Waiver of Notice

. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## Action without a Meeting

. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

## Remote Participation in Meetings

. One or more Directors or committee members may participate in a meeting by means of a conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

## Electronic Mail

. Any action which may be done, or is required to be done, in writing under these Bylaws or the NPCL, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

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Liability and Indemnification

## Personal Liability of Directors.

### Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director unless (i) the Director has breached or failed to perform the duties of the Director’s office in accordance with the standard of conduct contained in Section 5712 of the NPCL; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Provided, however, the foregoing provisions shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

### Reliance Upon Information. In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

## General Right to Indemnification

. The Corporation shall indemnify and hold harmless each person (and such person’s heirs, personal representatives, successors and assigns), against all Expenses reasonably incurred by such person in connection with or arising out of any Proceeding in which he or she may be involved by reason of being or having been a Director, officer, employee, representative or agent of the Corporation (whether or not such person continues to be a Director, officer, employee, representative or agent at the time of incurring such Expenses). The term "Expenses” means all reasonable costs and expenses actually incurred or paid by a person invoking this Article relating in any reasonable manner to a Proceeding, including, without limitation, liabilities, losses, damages, attorneys’ fees, court costs and other litigation expenses, judgments, fines or penalties and amounts paid or to be paid in settlement effected and approved in compliance with Section 8.3 hereafter. The term “Proceeding” means every threatened, pending or completed civil, criminal, administrative or investigative claim, whether or not suit is filed or judgment is entered, and every threatened, pending or completed civil, criminal, administrative or investigative action, cause of action, suit or proceeding, whether or not any such Proceeding is by, against or in the name of the Corporation or otherwise.

## Conditions for Indemnification

. The obligation of the Corporation to indemnify as aforesaid shall not apply (a) to any Proceeding where the involvement of the person seeking indemnification arose or arises from an act or failure to act on his or her part and such act or failure to act is determined by a court of competent jurisdiction to have constituted self-dealing, willful misconduct or recklessness; or (b) in the event that a settlement or compromise of any Proceeding is effected, unless (i) the person seeking indemnification acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation; and (ii) there is no reasonable basis to conclude that the act or failure to act of such person constituted self-dealing, willful misconduct or recklessness. The matters described in the immediately preceding (i) and (ii) shall be determined by:

### The Board of Directors by majority vote of a quorum consisting of Directors who are not parties to the Proceeding;

### If such a quorum is not obtainable, by independent legal counsel in a written opinion;

### If the written opinion described in the immediately preceding paragraph (b) is not obtainable, by a final unappealed or unappealable order of a court of competent jurisdiction.

## Advancement of Expenses

. Expenses incurred in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding upon written agreement by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

## Right to Indemnification Not Exclusive

. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which a Director, officer, employee, representative or agent, or his or her respective heirs, personal representatives, successors and assigns may be entitled as a matter of law.

## Insurance.

The Corporation shall have the power to purchase and maintain insurance for the purpose of indemnification on behalf of any person who was or is a Director, officer, employee, representative or agent of the Corporation or is or was serving at the request or on behalf of the Corporation in a representative capacity in any Proceeding involving such person or arising out of such representative capacity.

## Modification.

Neither the modification, amendment, alteration or repeal of this Article, nor the adoption of any provision inconsistent herewith (collectively, a “Modification”) shall adversely affect the rights of any person to indemnification existing at the time of the Modification or in connection with alleged acts or omissions which occurred prior to the Modification.

# 

Transaction of Business

## Negotiable Instruments

. The Board of Directors shall from time to time designate the officers or agents of the Corporation who shall have power, in its name, to sign and endorse checks and other negotiable instruments and to borrow money for the Corporation, and in its name, to make notes or other evidences of indebtedness.

## Other Documents

. Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and all other documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the Executive Director, or other officer, and shall be attested by the Secretary.

## Acceptance of Gifts and Contributions

. The Board of Directors may accept or reject on behalf of the Corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the Corporation.

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Miscellaneous

## Conflicts of Interest

. The Board of Directors shall adopt a Conflict of Interest Policy which shall be reviewed and signed by all Directors at least annually.

## Headings

. In interpreting these Bylaws, the headings of articles shall not be controlling.

## Singular and Plural; Use of Gender

. Whenever used herein, the singular shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

## Bond

. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

# 

Amendments and Dissolution

## Amendments to Bylaws

. These Bylaws may be amended by a vote of at least a majority of all of the Directors in office at any duly convened meeting of Directors. Written notice of the meeting, including the proposed amendment, shall be given at least ten (10) days prior to the date of such meeting.

## Amendments to Articles of Incorporation

. The Corporation's Articles of Incorporation may be amended by a vote of at least a majority of all of the Directors in office at any duly convened meeting of Directors. Written notice of the meeting, including proposed amendment, shall be given at least ten (10) days prior to the date of such meeting.

## Dissolution of Corporation

. A vote to pass a resolution to dissolve the Corporation shall require a vote of at least two-thirds of all of the Directors in office. Such vote may be taken at any duly convened meeting of Directors, provided written notice of the meeting and such resolution shall be given at least ten (10) days prior to the date of such meeting.