



November 14, 2014

Preamble

The Delaware Oral Health Coalition is a network of partners and members who have a common goal to improve oral health for all Delawareans. The Coalition functions as an Ad Hoc Committee for the Bureau of Oral Health and Dental Services within the Division of Public Health. The Bureau provides technical and administrative support for the Coalition. This public-private partnership provides an opportunity to coordinate and align strategies for achieving the goals in the Delaware Oral Health Plan as well as other innovative plans to improve oral health in Delaware.

Mission Statement

The mission of the Delaware Oral Health Coalition is to provide leadership and advocacy so that the people of Delaware can access affordable, quality oral health care with emphasis on early prevention and maintenance contributing to total health and well-being across the lifespan. The mission will be achieved through:

- A committed group of individuals and organizations seeking to improve the oral health of Delaware;
- Innovative action and results that can be operationally and financially sustained;
- Partnerships which influence and legislate change; and
- Collaborative opportunities for service delivery, health promotion, and research.

Vision Statement

The Delaware Oral Health Coalition envisions:

Delaware, the *First State* to ensure optimal oral health for everyone.

Operating Principles

- The Coalition, in partnership with the Division of Public Health, will oversee the implementation of the State Oral Health Plan.
- The Coalition will create strategies to implement the State Oral Health Plan.
- The Coalition will create a climate for intervention by bringing stakeholders together in a neutral environment to address oral health issues.
- The Coalition will drive initiatives by creating partnerships through existing service providers.
- The Coalition will support the implementation of strategies through advocacy of policy makers and community leaders.
- The Coalition will seek resources for supporting initiatives.
- The Coalition will be an oral health policy recommending entity.

Bylaws

Membership

The Delaware Oral Health Coalition is open to all interested individuals and organizations who wish to participate in planning, developing, and implementing strategies to further the mission of the Coalition.

Board of Directors

- (1) There shall be a Board of Directors of not more than 15 voting members who will serve a term of two years. Board Members will be appointed by the Delaware State Dental Director for the first year. The Delaware State Dental Director shall serve as a non-voting, ex-officio member. Board Members shall be nominated by their respective organization and Community Members will be nominated by any member and approved by a majority vote of the Board. The following organizations shall be represented on the initial Board and shall be subject to change by a $\frac{3}{4}$ vote by the existing Board.

American Academy of Pediatrics - DE Chapter
Delaware Institute of Dental Education and Research
Delaware State Dental Society
Delaware Dental Hygienists' Association
Governor's Council for Exceptional Citizens
Delaware Technical and Community College, Dental Hygiene Program
Delaware Head Start
Federally Qualified Health Centers (Rotating Terms)
Kent Sussex Dental Society



Delaware Division of Services for Aging and Adults with Physical Disabilities
University of Delaware Center for Disabilities Studies
Community At-Large Members (3)
Delaware State Dental Director (Ex-Officio)

- (2) The Board of Directors shall have supervision and control of the affairs of the Coalition, its Committee and Action Groups, and publications; shall determine its policies or changes therein; shall actively implement its objectives and supervise the disbursement of Delaware Community Foundation funds.
- (3) The Board of Directors may adopt rules and regulations for the conduct of its business.
- (4) Each member of the Board may serve on Committees and Action Groups and may also serve as chair of these groups.
- (5) Any vacancy occurring on the Board of Directors between annual elections shall be filled by the Chair with concurrence of a majority of the Board of Directors. A Director so appointed to fill a vacancy shall serve until the next annual election of the Coalition.

Officers

- (1) At its first meeting of the DOHC Board of Directors, three officers shall be elected: Chair, Vice Chair and Secretary. Each officer shall serve a term of two years in this official position and shall serve an additional year on the Board Directors unless otherwise determined by the affirmative vote of a majority of the members of the Board then serving.
- (2) There shall be an Executive Committee consisting of the three officers and two at-large Directors, elected by the Board. The Board Executive Committee shall meet monthly or as needed to manage, monitor and oversee the work of the Coalition.
- (3) One member of the Board shall be elected to perform the role of Chair of the Board by a majority of Directors. The Chair shall: preside over meetings of the Board; maintain good order; determine the agenda for meetings; appoint the membership of committee and work groups; execute documents in the name of the Board; and perform such other matters as determined by the Board.
- (4) The Immediate Past Chair will remain on the board to serve in that capacity for the good of the organization. The Immediate Past Chair will serve an additional one year term as Past Chair of the Board of Directors unless otherwise determined by the affirmative vote of a majority of the members of the Board then serving.
- (5) One member of the Board shall be elected to serve as Vice-Chair by a majority of the Directors then in service. The Vice Chair shall perform the duties and exercise the powers of the Chair when the Chair is absent or unable to act, subject to the control of and to the extent authorized by the Board of Directors. The Vice Chair will serve until the next ensuing annual meeting (or at such time the Chair vacates his/her position), upon which time the Vice Chair shall assume the role of Chair of the Board unless otherwise determined by the affirmative vote of a majority of the members of the Board then serving.



- (6) One member of the Board shall be elected to serve as the Secretary by the majority of Directors then in service. The Secretary shall: maintain records of the Board and its members; attest to the official matters of the Board except as otherwise provided by the Board of Directors.

Board of Directors Meetings

- (1) Regular meetings of the Board of Directors will be called by the Board Chair and adequate notice of such meetings shall be given to each Director before the time appointed for such meeting. There shall be six regular meetings each year with at least two being In-Person meetings and four being conference calls. Board decisions and voting can be conducted during any of the meetings when there is a majority quorum or by electronic voting. The Chair may, from time to time as business requires, call for a special meeting of the Board of Directors and adequate notice shall be required for a special meeting.
- (2) A majority of the board of Directors shall constitute a quorum for the transaction of business. Those members present at the meeting's call to order shall constitute a quorum for the duration of the meeting for the purpose of conducting Coalition business.
- (3) Directors shall attend a minimum of two-thirds of the Board meetings. Directors failing to regularly attend meetings shall be contacted by the Board Chair or his/her designee to determine continued commitment to the Board. Said Director's continued participation on the Board shall be determined by the Board Chair and the Director in question.
- (4) The Rules contained in the latest edition of Robert's Rules of Order Revised shall govern the Coalition.
- (5) The Board shall keep minutes of the proceedings of its meetings and those minutes shall be made available to the public within 14 days of approval by the Board.
- (6) The Board shall meet annually to elect new officers. A meeting schedule shall be determined at the annual meeting.
- (7) All meetings of the DOHC Board shall be open to the public unless otherwise determined that an executive session is required in accordance with Delaware Law.

Committees and Action Groups

- (1) Committees and Action Groups shall be formed to address access, awareness, and education, infrastructure and workforce issues as determined by the Board.
- (2) Committees and Action Groups will meet as needed to complete the task(s) assigned by the Coalition Board.
- (3) Committee and Action Group leadership shall solicit Committee and Action Group membership with guidance and suggestions from the Board of Directors. Committee and Action Group members should provide the necessary skills and representation to further the Committee and Action Group agenda and tasks. All Committees and

Action Groups shall have representation from the general public.

- (4) Minutes from each Committee and Action Group meeting shall be filed and provided to the Coalition as requested.

Voting

- (1) All questions before the DOHC Board of Directors shall be decided by a majority vote of all members in good standing present unless otherwise stated in the By-Laws
- (2) Each Director shall have one vote.
- (3) Only those appointed/elected to the Board may vote on questions before the Board. While a proxy may attend a meeting on behalf of a Director, the proxy may not cast a vote in the absence of the Director.
- (4) Adoption of and/or amendments to policies, procedures and/or by-laws will require a vote of three-fourths of all Directors entitled to vote. A written notice of the proposed adoption/changes to policies, procedures or by-laws shall be sent to each Board member at least 30 days prior to the meeting at which they are to be voted upon.

Annual Meeting

- (1) An Annual Meeting will be called by the Chair who will determine the date, time and place for the Meeting.
- (2) The Annual Meeting will be open to all members of the Coalition and members of the public.
- (3) The Annual Meeting can have the following agenda items:
 - a) Review of past year's accomplishments
 - b) Review future strategies and programs
 - c) Report from the Dental Director
 - d) Recognition of individuals or groups
 - e) Keynote presentation
 - f) Educational Presentations

Amendments

The Board may alter or amend these bylaws or adopt new bylaws by a two-thirds vote. At least ten days in advance of the meeting the proposed changes and written notice are given of the intention to take such actions at such meeting.



Delaware Oral Health Coalition

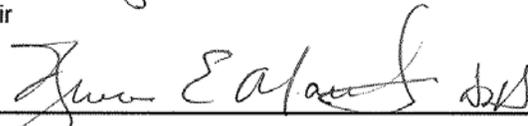
Adoption of Bylaws

These Bylaws are adopted by the Board of Directors of the Delaware Oral Health Coalition on November 17, 2014.

Signatures



Chair



Vice Chair

Nancy J. Brokaw RDH BSDH

Secretary

