

NEW YORK STATE ORAL HEALTH COALITION

Rules of Operation

ARTICLE I - NAME

Section 1. NAME:

This organization will be known as the New York State Oral Health Coalition.

ARTICLE II - PURPOSES

Section 1. MISSION:

To vigorously implement the New York State Oral Health Plan in order to maximize oral health for all New Yorkers.

Section 2. VISION

Achieving optimal oral health for all New Yorkers thus improving overall health.

ARTICLE III – COALITION MEMBERSHIP

Section 1. CLASSIFICATIONS

The New York State Oral Health Coalition is comprised of individuals representing themselves and individuals representing institutions, agencies, or organizations. All of these individuals share a common interest in oral health and access to care.

New York State Oral Health Coalition has three categories of membership:

a.) Active Members

Any interested individual or organization that does not qualify as a Sponsor is eligible to be an Active Member. Active Members participate in New York State Oral Health Coalition meetings and activities, including, but not limited to, receiving mailings and notices, voting, and holding elected office within the New York State Oral Health Coalition. To remain an Active Member, the individual or organization must participate in at least one Standing Committee.

b.) Associate Members

Any interested individual or individual representing an organization who does not desire to be an Active Member is eligible to be an Associate Member. Associate Members receive mailings and notices and are encouraged to attend the general membership meetings. The Associate members are not eligible to vote or hold an elected position. However they

are welcome to speak on an issue at the membership meeting. Associate Members are welcome to change their status to Active member by submitting a new request as described on page two.

c.) Sponsors

Any individual or organization whose involvement with the New York State Oral Health Coalition solely entails direct financial support or in-kind support of the New York State Oral Health Coalition is eligible to be a Sponsor. Individuals and organizations in this status are encouraged to attend meetings, receive mailings, notices, and special recognition, but do not vote or hold an elected position.

Section 2. APPLICATION FOR MEMBERSHIP

a.) Individuals who are interested in becoming members can directly request membership. A request for membership must be submitted to the staff of the New York State Oral Health Coalition Steering Committee. In requesting membership, the individual must provide information indicating:

- i. The name of the institution, agency, or organization the requestor represents, if any
- ii. The email address, street address, phone number, and/or fax number through which the requestor can be contacted
- iii. The requestor states in one written paragraph why he or she as an individual wants to become an Active Member, Associate or Sponsoring member of the NYSOHC.
- iv. That the requestor has read, understands and will support the vision, mission, and Rules of Operation of the New York State Oral Health Coalition
- v. That the requestor has read and agrees to abide by the New York State Oral Health Coalition Conflict of Interest Policy (Policy IV)

The staff, on behalf of the New York State Oral Health Coalition (NYSOHC), will process and review all requests for membership and will respond to interested individuals.

Section 3. New York State Oral Health Coalition Membership Dues

- a.)** The New York State Oral Health Coalition may charge membership dues in the event they are needed.

ARTICLE IV – STEERING COMMITTEE

The Steering Committee will manage overall planning and organizational policy setting for the New York State Oral Health Coalition.

Section 1. STEERING COMMITTEE MEMBERSHIP

- A.) The Steering Committee's membership will consist of, at a minimum, one representative from each of the following skill categories: government, community, education, providers, provider organizations, public, third-party payers, policy, and higher education stakeholders. All of the Steering Committee members as mentioned above must be members of the NYSOHC. The size of the Steering Committee shall not be less than ten (10), or more than twenty (20); the Executive Director to be an additional member, ex officio without vote.
- B.) At its discretion, the Steering Committee may invite guests to attend the Steering Committee meetings as Ad Hoc Advisors. These advisors will be considered ex officio and shall be without vote or any other rights or responsibilities except as may be designated by the Steering Committee.
- C.) The Steering Committee may alter committee composition and/or its membership as necessary, with advice from the general membership.

Section 2. ELECTIONS

The Active Members of the general membership will elect the Steering Committee Members at the Annual Meeting from a slate of nominees selected by the Nominating Committee of the Steering Committee and presented to the general membership at least 21 days prior to the Annual Meeting or as the result of a call for nominees from the members present at the Annual meeting of the general membership.

Section 3. TERM AND LIMITATIONS OF OFFICE

- A. Steering Committee members may serve (3) consecutive (2) year terms, or until a successor is elected, as long as the individual remains a member of the organization h/she represents. If the individual leaves the organization h/she represents, the organization will nominate a candidate to fill the remaining portion of the vacated term. This action must be approved by the Steering Committee.
 - a. In the initial year of the New York State Oral Health Coalition, one-half of the Steering Committee members will be elected for a two-year term and one-half will be elected for a three-year term.

Section 4. VACANCIES

The Steering Committee will appoint an individual member of the NYSOHC to replace people who vacate their positions on the Steering Committee.

Vacated positions of the Steering Committee shall be elected at the next General Membership Meeting, even if the next General Membership Meeting is not the Annual Meeting (see Section 7, General Membership Meetings).

Section 5. DUTIES AND RESPONSIBILITY

The Steering Committee sets administrative policies and oversees the general planning for the New York State Oral Health Coalition. Its responsibilities include, but are not limited to:

- Approving the formation of Ad Hoc Committees and special task groups
- Establishing regulations for the administration and operation of New York State Oral Health Coalition
- Approving the use of the New York State Oral Health Coalition name and logo for sponsorship purposes
- Approving fund-generating activities, if necessary
- Approving the annual budget, if applicable
- Approving staff-related activities
- Electing a Chairperson
- Planning the agenda and activities for the annual general membership meetings
- Policy development and approval
- Strategic planning
- Giving overall direction to New York State Oral Health Coalition efforts and activities
- Guiding New York State Oral Health Coalition priorities
- Reporting all Coalition and Steering Committee activities to the membership at annual meeting

Section 6. LEADERSHIP

- 6.1 The Chairperson of the Steering Committee will serve as the Chair of the New York State Oral Health Coalition. The Chairperson will be elected every two years by consensus or a majority vote of the Steering Committee. Like all Steering Committee positions, the Chairperson term will be for two years.

- 6.2 The Vice-Chair of the Steering Committee will serve as Chair at the request or in the absence of the Chair. The Vice Chair will also serve as the Chair of the Operations Committee.
- 6.3 The Secretary of the Steering Committee will conduct the official correspondence for the NYSOHC. The Secretary will work in concert with the staff to ensure the Steering Committee has the appropriate minutes prepared and retained for the coalition records. The Secretary shall serve as the Chair of the Communications Committee.
- 6.4 The Treasurer of the Steering Committee will be responsible for preparing the annual budget for the NYSOHC and for its presentation at the Annual Meeting of the Coalition. The Treasurer will act as the Chair of the Finance Committee and will be responsible for preparing a report of the income and expenditures of the Coalition.
- 6.5 The Chair, after completion of his or her term as Chair of the NYSOHC will immediately succeed to the position of Immediate Past Chair and will act as the Chair of the Development Committee.

Special Consideration: Until the NYSOHC has an Immediate Past Chair, the Chair of the Coalition will appoint a member of the Steering Committee to serve in this capacity.

- 6.6 The Chair of the following Standing Committees shall be elected by the members of the specific committee subject to the approval of the Steering Committee.
- Access
 - Population-Based Programs
 - Public Policy
 - Surveillance and Research
 - Workforce
- 6.7 At the Steering Committee's discretion, it may assign other members to coordinate other key functions of the New York State Oral Health Coalition management.

Section 7. MEETINGS

The Steering Committee will meet a minimum of four times each year.

Special meetings of the Steering Committee may be called at any time by the Chairperson or at the request of a majority of members of the Steering Committee.

The Chairperson will preside at all meetings of the Steering Committee. The Vice Chairperson will act as Chair of the Steering Committee at the request of or in the absence of the Chairperson.

Section 8. QUORUM

For the purposes of voting, the presence in person or via conference call of 51% of the voting-eligible Steering Committee membership will constitute a quorum at any given Steering Committee meeting.

Section 9. VOTING

- A. **CONSENSUS**. Decisions will be made by consensus when possible. In the event of inability to reach consensus, the majority vote of the voting-eligible members attending a meeting will be the action of the committee.
- B. **PERSONAL ATTENDANCE BY CONFERENCE COMMUNICATION EQUIPMENT**. Any one or more members of the Steering Committee or any other committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.
- C. **CONDUCTING BUSINESS BY MAIL, FAX OR EMAIL (interim to regularly scheduled meetings)**. The Steering Committee members may vote by mail, fax or email on a framed resolution when necessary. In order to be counted, votes must be received from at least a majority of the entire Steering Committee within the time limitations specified in the announcement of the mail, fax or email referendum. Action taken by mail, fax or email shall be verified and made part of the minutes of the next meeting of the Steering Committee. If 1/3 of the members challenge the mail, fax or email referendum on the grounds that insufficient information is available for proper consideration of the question, the question will be postponed to the next meeting of the Steering Committee.

Section 10. STAFF

The Executive Director of the New York State Oral Health Coalition will serve as an ex officio member of the Steering Committee, without vote.

Attendance of other staff members at Steering Committee, other Committee or Annual Meetings will be determined as needed by the Executive Director or by direction of the Chair.

ARTICLE V COMMITTEES

Section 1. STANDING AND AD HOC COMMITTEES

The Committees of the coalition, with guidance from the Steering Committee, will plan and carry out the activities of the New York State Oral Health Coalition.

Standing Committees of the Coalition may be initiated by the Steering Committee or by any group of at least five (5) Active members of the Coalition, but must be approved by the Steering Committee. The Standing Committees shall continue to exist until the Steering Committee acts to terminate them.

Ad Hoc Committees of the coalition shall be initiated by the Steering Committee or by any group of at least five (5) members, but must be approved by the Steering Committee. Ad Hoc Committees shall automatically terminate upon completion of the task for which they were established

Section 2. MEMBERSHIP

Any New York State Oral Health Coalition member may serve on any Standing Committee. It is the responsibility of the Chair to inform the Steering Committee of which members are active participants in the Committee.

Section 3. COMMITTEE RESPONSIBILITIES

Each Committee is responsible for:

- Electing a chair (except for the chairperson of the Finance, Development Operations and Communications Committees
- Developing an annual plan of activities
- Implementing the activities of its annual plan
- Reporting its progress at General Membership Meetings
- Submitting notices, minutes, and updates to the Steering Committee
- Communicating regularly with the central office of the New York State Oral Health Coalition

Section 4. COMMITTEE LEADERSHIP

Prior to the Annual Meeting, the Steering Committee will ratify or not ratify each Committee Chair, elected by the committee, for each of the Standing Committee meetings

Section 5. COMMITTEE TERMS

Standing Committee Chairs will serve a two-year term and will be eligible for reelection for up to two terms.

Ad Hoc Committee Chairs will serve until the charge of the ad hoc committee is met or until such time that the Ad Hoc becomes a Standing Committee of the

Coalition at which time the election of a Chair and Terms of Service will be those outlined within this document.

Section 6. COMMITTEE ACCOUNTABILITY

The Standing Committees are accountable to the Steering Committee and ultimately, to the general membership.

Section 7. COMMITTEE VACANCIES

When a vacancy occurs in positions of Committee Chair, the Standing Committee must replace the individual in the vacant position within 60 days, and the Steering Committee must ratify or not ratify the selection.

Section 8. COMMITTEE MEETINGS

Standing Committees will hold meetings, with the frequency and location determined by each Committee. Notices for these meetings will be sent to all members of each Committee. Minutes of the Committee meetings must be kept and sent to the Steering Committee's staff or Record-Keeping Coordinator for the official records of the New York State Oral Health Coalition.

Section 9. COMMITTEE DECISION MAKING

Each Standing Committee will use the same methods for decision-making as noted in the Steering Committee Voting section and 51% of the Committee membership will be considered a quorum. Decisions will be made by consensus when possible. In the event of inability to reach consensus, the majority vote of the voting-eligible members attending a meeting will be the action of the committee.

ARTICLE VI – MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. SESSIONS

The New York State Oral Health Coalition will hold general membership meetings at least once, but preferably twice a year. The meeting(s) will include updates and information sharing among the general membership and election of Steering Committee members.

Section 2. OFFICIAL CALL

The Chair of the Coalition shall cause notice to be given of the date of the general membership meetings and such notice will be sent to all members no less than 21 days prior to the meeting

Section 3. AGENDA

Creating the agenda for the meeting(s) will be the responsibility of the Steering Committee. All General Membership Meetings will include progress reports from Standing Committees. At the Annual Meeting, elections will be held for positions of the Steering Committee. Nominations will be made by email, fax or postal mail to the Coalition staff member or the Chairperson of the Nominating Committee of the Steering Committee. Nominees will be presented to the general membership at least 21 days prior to the meeting.

Section 4. MINUTES and PROCEEDINGS

Until further notice, staff of the Coalition will be responsible for keeping records of the General Membership Meetings and for disseminating General Membership Meeting proceedings.

Article VII – REPRESENTATION

Section 1. Spokesperson

It is the responsibility of the New York State Oral Health Coalition Chairperson, or chairperson designee, to speak on behalf of and distribute written information about the New York State Oral Health Coalition to the press, government officials, and to any other person seeking information about the New York State Oral Health Coalition for official and/or public purposes. No member shall speak on behalf of the New York State Oral Health Coalition without prior approval from the Chairperson.

ARTICLE VIII- INDEMNIFICATION

The Coalition shall indemnify:

Any person made or threatened to be made a party to any action or proceeding by reason of the fact that such person or such person's testator or intestate, is or was a Director or Officer of the Coalition and any Director or Officer of the Coalition who served any other company in any capacity at the request of the Coalition. The Coalition, at the discretion of the Steering Committee, may indemnify all other Coalition personnel to the extent permitted by law.

ARTICLE IX - NON-INUREMENT

No part of the net earnings of the Coalition shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its non-profit purposes.

ARTICLE X - DISSOLUTION

In the event that the New York State Oral Health Coalition dissolves and ceases to exist, any assets that the organization has accumulated will be distributed to the (TBA) with the understanding that the (TBA) will attempt to use the assets in accordance with the vision and mission statements of the NYSOHC.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order Newly Revised, shall govern the proceedings of the Coalition in all cases to which they are applicable and in which they are not inconsistent with the Coalition's Rules of Operation, bylaws and any other rules of order the Coalition may adopt.

ARTICLE XII - AMENDMENTS

Recommendations for amendments to the Rules of Operation may arise from the Steering Committee or from a majority vote at the Annual Meeting. Such recommendations must be submitted to (TBA) and will be distributed, via postal mail or email, to the general membership 21 days prior to the Annual Meeting for review and comment. However, if an amendment originates from the floor it may be instituted immediately if three-quarters of the membership in attendance approve it. Any approved changes become effective immediately following the Annual Meeting at which they are approved.

The New York State Oral Health Coalition Rules of Operation were approved and adopted on May 3, 2006. The Rules of Operation may be reviewed and revised as recommended by the New York State Oral Health Coalition Steering Committee at the first Annual Meeting 2006 or at subsequent annual meetings in accordance with the most current adopted Rules of Operation.

ARTICLE XIII – POLICY STATEMENTS

SECTION 1. POLICY #1 - Procedure for Establishing Coalition Policy Statements

The Coalition exists to educate and advocate for improved oral health for all New York citizens and will recommend changes and program improvements to fulfill its mission:

“Achieving optimal oral health for all New Yorkers thus improving overall health.”

The following procedure will be used to establish policy statements that represent the New York State Oral Health Coalition.

1. The Coalition member interested in seeing an improvement in a particular policy or issue will provide a written description of the issue to the Chairperson of the Standing Committee concerned with the issue to be considered. The Chairperson will place the issue on the agenda of the next Standing Committee or if more urgent, for discussion on a conference call. If the Standing Committee agrees that it is appropriate, the Chairperson will forward the written issue to the Steering Committee Chairperson.
2. The Steering Committee Chairperson will place the written issue on the agenda for the next meeting of the Steering Committee or if more urgent, for discussion on a conference call. If the Steering Committee feels that it is appropriate, the issue, as presented or in an altered form, will approve the issue for the membership.
3. The Steering Committee, acting in good faith, will report new policy statements to the general membership at the next NYSOHC Meeting.

Coalition members are encouraged to use the information provided by the Coalition to advance their efforts to improve the delivery of oral health services throughout New York State.

SECTION 2. POLICY #2 - Committee Meeting Attendance

Active members of the Coalition are expected to be members of one of the Standing Committees of the NYS Oral Health Coalition. As an active member of the Coalition, and as a member of a committee, the member is expected to attend a minimum of 50% of the committee meetings, either in person or via conference call. Commenting to the committee chair regarding the agenda or sending proxy votes on issues identified in the meeting agenda will fulfill the meeting attendance policy.

In the event of a member’s inability to fulfill active membership, the member will be considered to have resigned after consultation with the chairperson of the Steering Committee

The Steering Committee Chair, or chairperson designee, will contact the committee member to clarify the membership intent if the member does not contact the Steering Committee Chair.

SECTION 3. POLICY # 3 - Coalition Evaluation Plan

There shall be an annual evaluation of the Coalition function by an Evaluation Committee in order to maximize the effectiveness of the Coalition and its meetings. This evaluation will be guided by CDC performance measures and, at minimum, will address progress on the coalition goals and objectives, barriers to progress, and any possible changes in the goals, objectives or timetables.

SECTION 4. POLICY #4 - Conflict of Interest and Legal Liability

1. NYSOHC members shall not be financially interested in any action made by the Coalition or any action they take in their capacity as Coalition members.
2. A NYSOHC member, who maintains a direct or indirect financial interest in any action considered by the Coalition, shall disclose the interest during the Coalition meeting and have the disclosure specifically noted in the minutes of that meeting. The affected Coalition member shall not vote or debate the matter in conflict or attempt to influence any other Coalition member on the subject in question.
3. A member of the NYSOHC shall not accept compensation, gifts, favors or other benefits from an individual, firm or organization for work performed as a Coalition member.
4. The NYSOHC shall not endorse any person, company, product or procedure without the specific approval of the Steering Committee. Any contributions from corporations or foundations will be disclosed by the NYSOHC to its members and the public.
5. NYSOHC members shall not use their official capacity in the Coalition to solicit or otherwise influence others for personal reasons or benefits.