The mission of WSOHC is to promote and advocate for optimal oral health for all Washington State residents by serving as a central source for advocacy, information, and communication about oral health issues in Washington and to organize stakeholders’ individual strengths into a collective power for oral health.

ARTICLE II: MEMBERS

Section 2.1 Classes of Members; Qualifications. The corporation shall have two classes of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications of each class of members may be established by amendment to these Bylaws.

A. Board of Director Members. Board of Director Members are individuals who have been elected to the Board of Directors of the corporation. Board of Director Members are entitled to vote on all issues requiring the election, approval, ratification, consent, or other action of the corporation under law, including by way of example and not of limitation, electing Directors with General Members at annual meetings, and amending the Articles of Incorporation and these Bylaws.

B. General Members. General Members are entities and individuals in the categories listed in this Article II, Section 1. B. The sole voting right of General Members is to vote on the election of Directors to fill vacancies on the Board of Directors at annual meetings. To become a General Member an individual or entity must submit a registration form by January 15th of each year for that calendar year. The registration form is available on the Coalition website or by request of the Secretary of the Coalition.

(i) Organizational, Corporate, and Agency Members: Organizational, Corporate and Agency Members with a vested interest in WSOHC’s mission and goals will be asked to identify individuals to act as their representative to WSOHC. Such representatives are eligible to stand for election to the Board of Directors. Only one individual from any single Organizational, Corporate or Agency Member may serve on the Board of Directors at any one time.

(ii) Individual Members: Advocates, leaders, contributors, and stakeholders in oral health may be Individual Members. Individual Members may participate on committees,
attend WSOHC-sponsored events, and stand for election to the Board of Directors.

(iii) **Student Members:** Student Members must be enrolled in an accredited education program. They are eligible to participate on committees, attend WSOHC-sponsored events and stand for selection by the Board of Directors to serve as an ex officio member of the Board of Directors. Ex officio members do not have voting rights.

(iv) **Sponsors** are corporations, organizations, and groups who have an interest in oral health and are willing to support the activities of WSOHC on an ad hoc basis.

**ARTICLE III: MEMBERS’ MEETING**

**Section 3.1 Meeting Place.** All meetings of the members shall be held at the registered office of the corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting. Meetings, except the annual meeting, may be conducted by conference call consistent with Article III, Section 9, so long as proper notice is provided as set forth in this Article III.

**Section 3.2 Annual Meeting Time.** The annual meeting of the members for the election of the Directors and for the transaction of such other business as may properly come before the meeting, shall be held each year at a date and time set by the Board of Directors.

**Section 3.3 Regular Meetings.** By resolution, the Board of Directors may specify the date, time and place for the holding of regular meetings of the members without notice other than by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member.

**Section 3.4 Special Meetings.** Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chair, Secretary, or the Board of Directors.

**Section 3.5 Notice of Meetings.** Notice stating the place, day, and hour of the annual meeting and, in the case of a special meeting, also stating the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the Chair, Secretary, or Board of Directors, to each member entitled to vote at such meeting. Notice of regular meetings other than the annual meeting shall be made by providing each member with the adopted schedule of regular meetings.
for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member.

**Section 3.6 Waiver of Notice.** A waiver of any notice required to be given any member, executed by the member entitled to such notice in the form of a record, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

**Section 3.7 Voting.** A member with voting rights may vote on the topics on which the member is entitled to vote in person, by mail, electronic transmission, or by proxy in the form of a record executed by such member or such member’s duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date it is executed, unless otherwise provided in the proxy. If members are entitled to elect directors or vote on a proposal, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of the meeting. An election may be conducted by electronic transmission if the corporation has designated an address, location or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to such designated address, location, or system, in an executed electronically transmitted record. Members voting by mail or electronic transmission shall be deemed present for all purposes of quorum, count of votes, and percentages of total voting power present. General Members are eligible to vote only at an annual meeting for the purpose of electing Directors to fill any vacancies on the Board of Directors.

**Section 3.8 Quorum.** For the purpose of electing Directors to fill a vacancy on the Board of Directors at an annual meeting, fifty percent of the Board of Director Members and the General Members plus one represented at a meeting in person or by proxy shall be necessary and sufficient to constitute a quorum for the transaction of the business of electing Directors. For the purpose of transacting all other business of the corporation, fifty percent of the Board of Director Members plus one represented at a meeting in person or by proxy shall be necessary and sufficient to constitute a quorum.

**Section 3.9 Action by Members Without a Meeting.** Any action required or permitted to be taken at a meeting of the members, may be taken without a meeting if a consent in the form of a record setting forth the action so to be taken, is executed by all of the members entitled to vote, as the case may be before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the members or by unanimous consent in the form of a record.

**Section 3.10 Attendance by Communications Equipment.** Members may participate in a meeting of members by means of any communications
equipment that enables all persons participating in the meeting to hear each
other simultaneously during the meeting. A member who participates in a
meeting by such means is deemed to be present at such meeting.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

Section 4.1 Powers. The management of the all the affairs, property and
interests of the corporation shall be vested in a Board of Directors.

Section 4.2 Transition Board of Directors. As of the effective date of
these Amended and Restated Bylaws, there shall be a Transition Board of
Directors which shall consist of five (5) individuals; two of which may come from
the Executive Committee that is serving at time of adoption of these revised
Bylaws, one from the Arcora Foundation (a Washington State oral health
foundation) and two from interested stakeholders that expresses a desire to
serve on this Transition Board. The primary responsibility of the Transition Board
of Directors shall be to seek recommendations from interested entities and
individuals in the oral health community for individuals to serve on the Board of
Directors described in Article IV, Section 4.3 of these Amended and Restated
Bylaws. The five (5) members of the Transition Board of Directors may elect a
chair from among their number. Other provisions in this Article IV shall not apply
to the Transition Board of Directors. The Transition Board of Directors shall have
the sole authority to identify and appoint the members of the Board of Directors,
provided that none of the individuals serving on the Transition Board of Directors
shall be eligible to be appointed to the Board of Directors. The Transition Board
of Directors shall exist for only so long as may be necessary to constitute a
Board of Directors consistent with the number and representation described in
Article IV, Section 4.3 of these Amended and Restated and in any event, no
longer than six (6) months from the effective date of these Amended and
Restated Bylaws.

Section 4.3 Composition and Number. Beginning no later than six (6)
months from the effective date of these Amended and Restated Bylaws, the
Board of Directors shall consist of the Officers, elected Directors, and appointed
ex-officio Directors including a representative of the state dental school and the
state oral health program. The Board will number not more than eleven (11) nor
fewer than five (5) members with the exact number of Directors to be established
by resolution of the Board of Directors. Of these Directors, at least one must be
a dentist, one must be a dental hygienist, and one must be a consumer. Board
membership will include a balanced representation from Eastern and Western
Washington. In addition to the powers and authorities expressly conferred upon
it by these Bylaws and the Articles of Incorporation, the Board of Directors may
exercise all powers of the corporation and do all such lawful acts and things.

Section 4.4 Term, Election and Term Limits. Each year, successor
Directors shall be elected at the annual meeting of the members and shall begin
their terms on such meeting date. Directors shall be elected for a full term of
three (3) years to succeed the Directors of the class whose terms expire at such annual meeting. However, when the first regular Board of Directors is appointed by the Transition Board of Directors, approximately one-third (1/3) of the Directors then appointed shall serve for an initial term of one (1) year; approximately one-third (1/3) of the Directors then appointed shall serve for an initial term of two (2) years; and approximately one-third (1/3) of the Directors then appointed shall serve for an initial term of three (3) years. Thereafter, Directors shall be elected for terms of three (3) years, and the terms of Directors shall be staggered so that the terms of no fewer than one-third (1/3) are expiring each year. Notwithstanding the foregoing provisions of this paragraph, each Director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation or removal.

Section 4.5 Change in Number. The number of Directors may at any time be increased or decreased by resolution of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 4.6 Officers. The Board will elect a Chair, Vice Chair, Secretary, and Treasurer from its members by the affirmative vote of a majority of the Directors then in office. All officers shall be elected for terms of one year term. Such officers shall hold office until their qualified successors are elected. Any two or more offices may be held by the same person except the offices of the Chair and Secretary.

A. Chair. The Chair will be the Chief Officer of the corporation and will act as the Chair of the Board. The Chair will fulfill the duties of Chair of the Executive Committee. The Chair will have other powers and duties as may be set forth and defined by the Board of Directors.

B. Vice Chair. The Vice-Chair will act in the Chair’s absence and will fulfill the duties of Chair of the Board Development and Governance Committee.

C. Secretary. The Secretary will have overall responsibility for all recordkeeping. The Secretary will perform, or cause to be performed the official recording of the minutes of all proceedings of the Board of Directors’ meetings and actions, the notice of all meetings of the Board of Directors, authentication of the records of the corporation, and any other duties as may be put forth and defined by the Board of Directors.

D. Treasurer. The Treasurer will be responsible for keeping full and accurate accounts of all financial records of the corporation, maintain oversight of the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, maintain oversight of disbursement of all funds when proper to do so, present reports on the financial condition of the corporation to the Board of Directors, timely file
the annual report required of nonprofit corporations with the Washington Secretary of State, fulfill the duties of Chair of the Finance Committee, and fulfill other such duties as may be put forth and defined by the Board of Directors.

Section 4.7 Quorum. One-half plus one, of the total number of the Directors then on the Board shall constitute a quorum for the transaction of business.

Section 4.8 Removal. Any Director may be removed, with or without cause, at a meeting called for that purpose, by an affirmative vote of two-thirds of the Directors then in office.

Section 4.9 Vacancies. Vacancies on the Board and newly created Board positions that require filling during the first three quarters of the calendar year will be filled by an affirmative vote of two-thirds of the Directors at a Board meeting at which a quorum is present. The person elected to fill a vacancy will hold the position for the remaining term of the person vacating the position and until a qualified successor is elected. Vacancies and newly created Board positions that require filling during the last quarter of the calendar year and prior to the annual meeting will be filled by vote of the General Membership and the Board of Director Members at the annual meeting.

Section 4.10 Meetings – Regular and Special. The Board of Directors will meet quarterly, with at least one of these meetings to be in person and may be held during the annual meeting of the General Membership. Additional special meetings may be requested by Directors and called by the Chair. Notice of special meetings shall be delivered to each Director personally; by telephone; by mail, or by email (provided the Director has given written consent to notice by email) describing the date, time, place, and purpose of the meeting. Advance notice of each regular meeting and an agenda will be delivered to Directors at least thirty (30) days prior to the meeting. Special meetings require no less than two (2) days’ prior notice.

Section 4.11 Waiver of Notice. Attendance of a Director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice executed by the Director or Directors, whether before or after the time stated for the meeting in the form of a record, shall be equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the waiver of notice of such meeting.

Section 4.12 Registering Dissent. A Director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the Director’s dissent
or abstention is entered in the minutes of the meeting or unless the Director shall deliver a dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the Secretary of the corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 4.13 Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in the form of a record setting forth the action so to be taken, is executed by all of the Directors, or all of the members of a committee, as the case may be, before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action also may be ratified after it has been taken, either at a meeting of the directors or by unanimous consent in the form of a record. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

Section 4.14 Compensation. Directors will serve as such without salary or compensation, but may be reimbursed for expenses related to Board service if a budget is approved by the Board of Directors and only if funds are available.

ARTICLE V: COMMITTEES

Section 5.1 Standing Committees. The Board will appoint the members of four (4) Standing Committees. The Board may create other ad hoc committees as determined by the Board. Each of the standing committees will have a Committee Charter which defines its composition, function, leadership, reporting mechanisms, and schedule of meetings. The Committee members will draft the Committee Charter which must be consistent with these Bylaws and approved by the Board of Directors. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time. The designation of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

A. Executive Committee. The Executive Committee will consist of officers of the Board of Directors and will have the authority to make decisions and exercise the authority of the Board of Directors except as otherwise limited in these Bylaws. The Chair of the Board of Directors will be the Chair of the Executive Committee. The Committee will determine the agenda for all meetings of the Board of Directors, take appropriate actions between Board meetings to advance the mission of WSOHC, and oversee the arrangements for coordination of oral health events sponsored by WSOHC.
B. **Finance Committee.** The Finance Committee will consist of at least three (3) people appointed by the Chair, including the Treasurer of the Board of Directors who will chair the Finance Committee. The Finance Committee will assist the Board in overseeing the corporation’s accounting procedures and controls, the corporation’s financial condition, the audits of its annual financial statements, the staff’s financial reports to the Board, the corporation’s accounting and investment policies, and the investments of the corporation. This committee will make recommendations to the Board of Directors for levels of dues and sponsorship fees.

C. **Board Development and Governance Committee.** The Board Development and Governance Committee will consist of at least three (3) members appointed by the Chair and will include the Vice Chair who will serve as the Committee Chair. The Committee will identify and recruit qualified individuals to become Directors as well as identify and recruit individuals to participate in WSOHC as individual members, friends, students, or sponsors, and will nominate Directors and Officers to serve the corporation. The Committee will consider the following parameters when making nominations for the Board of Directors: geographic demographics including rural/urban, dental organizations, businesses, and consumer representation. The Committee will prepare and present a slate of nominees to the Board of Directors at the fourth quarter Board meeting. At the time the slate is presented, the Board will call for any additional nominations from the floor, which nominations by any Director will have the like effect of any nomination received from the Board Development and Governance Committee. No nomination may be submitted without the consent of the nominee. The Board of Directors will vote on the slate of Directors and Officers by ballot unless there is an unopposed slate. In the latter case, the Secretary shall cast and record one (1) ballot for the slate on a motion made, seconded, and carried by the Board of Directors. The Committee will oversee Director training and development. In addition, the Committee will assist the Chair of the Board of Directors and the Board in determining the appropriate structure, responsibilities, and membership of standing and ad hoc Board Committees and promote sound principles and practices of corporate governance. Periodically, the Committee will review the performance of the Board of Directors and its Committees, including periodic reviews (not less than once every three years) of the corporation’s Articles of Incorporation and Bylaws and any Board of Directors or Committee policies, charters, or similar operational or structural guidelines. Finally, the Committee will develop and recommend a process for review of policies to be approved by the Board of Directors and create and maintain a record of Board-approved policies.

D. **Issue/Advocacy Committee.** The Issue/Advocacy Committee will consist of as many members as the Board of Directors deems necessary and desirable. The Chair of this committee will be a member of the Board of Directors who is appointed by the Chair of the
Board of Directors. The Issue/Advocacy Committee will be responsible for identifying issues of interest to WSOHC, developing action plans, and presenting said plans to the Board of Directors for approval.

**Section 5.2 Other Committees.** The Board of Directors will appoint the members of ad hoc committees and advisory groups as deemed necessary. Each Committee will draft a charter for the committee defining its role in advancing the mission of WSOHC, which must be approved by the Board of Directors.

A. **Advisory Council.** The Advisory Council will consist of persons invited by the Board of Directors to share their expertise, knowledge, experience, and skills in the advancement of the WSOHC mission.

B. **Specific Issue Committees.** The Board of Directors may establish other committees as it deems necessary and desirable. The Board will determine the composition, authority, duration and function of such committees.

**Section 5.3 Limitations on the Powers of Committees.** No Committee may approve dissolution, merger, consolidation, or the sale, pledge, lease, exchange or transfer of all or substantially all of the corporation's assets. No Committee may elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its Committees. Nor may a Committee adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution of the Board of Directors. No committee may authorize the voluntary dissolution of the corporation or revoking proceedings therefor. No committee except the Executive Committee may take action requiring Board approval without specific authorization from the Board of Directors or from the Executive Committee.

**ARTICLE VI: CORPORATE INDEMNITY**

The corporation will indemnify its officers, directors, employees and agents to the fullest extent permitted by law and as otherwise provided in the Articles of Incorporation. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article. No amendment to this article that limits the corporation’s obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is delivered to the
individual. The Corporation shall interpret this indemnification provision to extend to all individuals covered by its provisions the most liberal possible indemnification, substantively, procedurally, and otherwise.

ARTICLE VII: CONFLICT OF INTEREST

The Board of Directors will develop Conflict of Interest policies and each member of the Board of Directors will provide a conflict of interest statement to the Chair of the Board at or before their attendance at the first Board of Directors meeting following their election.

ARTICLE VIII: DEPOSITORIES

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE IX: NOTICES

Except as may otherwise be required by law, any notice to any director or member may be provided in the form of a record, either in a tangible medium or by electronic transmission.

Notice provided in a tangible medium may be transmitted by mail, private carrier, personal delivery, telegraph or teletype, or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid. Other forms of notice in a tangible medium described in this paragraph are effective upon receipt.

If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03.009. If notice is sent by electronic transmission, the corporation must first obtain consent from the director or member in the form of a record, to receipt of electronically transmitted notices in accordance with RCW 24.03.009. Such consent may be revoked pursuant to RCW 24.03.009. If notice is sent by electronic transmission, the notice is effective when (1) it is electronically transmitted to an address, location or system designated by the director or member pursuant to the consent provided by such person, or (2) it is has been posted on an electronic network and a separate record of the posting has been delivered to the director or member together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.
ARTICLE X: BOOKS AND RECORDS

The corporation shall keep at its registered office, its principal office if in Washington, or at its Secretary’s office if in Washington, the following documents in the form of a record: (1) current articles and bylaws; (2) list of members, including names, addresses, and classes of membership, if any; (3) correct and adequate statements of account and finances; (4) list of officers’ and directors’ names and addresses; and (5) minutes of the proceedings of the members, if any, the Board of Directors, and any minutes maintained by committees of the Board.

ARTICLE XI: ACCOUNTING YEAR

The accounting year of the corporation shall be the twelve months ending December 31.

ARTICLE XII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the Board of Directors by an affirmative two-thirds vote of a quorum of the Directors. Prior to the adoption of the amendment, each Director will be given at least two weeks’ electronic or postal mail notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice will state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws, and will contain a copy of the proposed amendment.

Adopted by an affirmative vote of two-thirds of the voting members of the Washington State Oral Health Coalition on February 25, 2019, to be effective as of ________

_________________________, Secretary