

1. **NAME**

This organization will be known as the Better Oral Health for Massachusetts Coalition (“the Coalition”).

2. **PURPOSE**

i. **Mission**

The mission of the Coalition is to improve, promote and protect oral health for all residents of the Commonwealth.

ii. **Guiding Principles**

In order to fulfill its mission the Coalition will:

- Be inclusive of all major stakeholders and residents, and work in collaboration with other statewide and local coalitions.
- Keep issues of disparities and equity in the forefront.
- Draw upon scientific evidence from research, best practices and cost-effective strategies to accomplish the Coalition’s goals and objectives.
- Be committed to expanding access to dental treatment and oral disease prevention.

3. **COALITION MEMBERSHIP**

The Coalition is open to both individuals and organizations, including but not limited to consumers, advocates, health and allied health professionals, state and local officials, educators, researchers, third-party payers and administrators, community members and members of all groups affected by, or working to improve oral health in the Commonwealth of Massachusetts.

i. **Membership Categories**

There are three categories of membership:

Active Members. Any interested individual or organization is eligible to be an Active Member. Active Members participate in Coalition meetings and activities. They receive mailings and notices, may vote, and may hold elected office within the Coalition. Active members are encouraged to provide financial support and/or other resources to the Coalition. To remain an active member, the individual or organization must participate in at least one Standing Committee.

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. Associate members are not eligible to vote or hold an elected position. However they are welcome to speak on an issue at general membership meetings, and are encouraged to provide financial support and/or other resources to the Coalition. Associate members are welcome to change their status to active member by submitting a new request as described in “Membership Process.”

Sponsors. Any individual or organization that actively supports the Coalition through financial support and/or other resources and does not choose to be an active or associate member is eligible to be a Sponsor. Individuals and organizations in this status are encouraged to attend meetings, receive mailings, notices, and special recognition, but cannot vote or hold an elected position unless otherwise qualified by virtue of their status as an active member.

ii. Membership Process

Individuals and representatives of organizations who are interested in becoming members can directly request membership. A membership request form must be submitted to the staff of the Coalition's Steering Committee, with the following information from prospective members:

- Name and contact information,
- The organization to be represented, if any.
- General interests and potential contributions to the Coalition
- Membership category requested (with committee interests identified for active membership)
- Agreement to support the vision, mission and operating guidelines of the Coalition;
- Agreement to abide by the Coalition's Conflict of Interest Policy.

The staff, on behalf of the Coalition shall process and respond to all requests for membership.

iii. Membership Dues

The Coalition may require membership dues to support its sustainability.

4. STEERING COMMITTEE

The Steering Committee shall manage overall planning and organizational policy setting for the Coalition.

i. Steering Committee Membership

The Steering Committee's membership shall consist of individuals and designated representatives of organizations, including (a) government (state and local); (b) provider groups; (c) community members and public organizations; (d) education and research institutions; (e) third party payers and administrators; and (f) policy and advocacy groups. The size of the Steering Committee shall be not less than 15 and not more than 25.

At its discretion, the Steering Committee may invite guests to attend the Steering Committee meetings as ad hoc advisors. These advisors shall be considered ex officio and shall be without vote or any other rights or responsibilities except as may be designated by the Steering Committee.

The Steering Committee may alter committee composition and/or its membership as necessary, with advice from the general membership.

ii. Steering Committee Duties and Responsibilities

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

- Approve the formation of ad hoc committees and special task groups
- Establish guidelines for the administration and operation of the Coalition
- Approve policy statements for the Coalition
- Approve the use of the Coalition name and logo for sponsorship and other purposes
- Approve fund-generating activities
- Approve the annual budget and provide fiduciary oversight
- Approve Coalition personnel policies including hiring, evaluation and compensation
- Contract for professional services
- Plan the agenda and activities for general membership meetings
- Coordinate group response to emergent issues in accordance to Coalition policy
- Strategic planning
- Set Coalition priorities
- Report all Coalition and Steering Committee activities to the membership at annual meeting
- Approve an annual work plan
- Assure regular evaluation of Coalition activities
- Review and approve applications for membership

iii. Leadership

The officers and members of the Steering Committee shall be recognized as the leadership and officers of the Coalition. Members of the Steering Committee shall serve according to the determined terms and conditions of their position and that service shall be without compensation other than usual and customary reimbursement for expenses as approved by the Steering.

The following leadership positions shall be elected from within the Steering Committee as needed, by consensus or a majority vote at a general membership meeting.

Chair. The chair of the Steering Committee shall serve as chair of the Coalition. The chair shall preside over all Steering Committee and general membership meetings, serve as the spokesperson for the Coalition and carry out other tasks as directed by the Steering Committee.

Vice-Chair. The vice-chair of the Steering Committee shall serve as chair at the request or in the absence of the chair and shall oversee operations of the Coalition, as directed by the Steering Committee.

Secretary. The secretary of the Steering Committee shall be responsible for the preparation of meeting minutes and official correspondence for the Coalition. The secretary shall work in concert with the staff to ensure that Coalition records are properly retained in compliance with state and federal statutes and regulations.

Treasurer. The treasurer of the Steering Committee shall be responsible for the fiduciary aspects of the organization. The treasurer shall oversee the finances of the Coalition with oversight from the Steering Committee. He/she shall be responsible for causing an annual budget to be prepared and presentation of financial status at each meeting of the Steering Committee and at the annual meeting of the Coalition.

Immediate Past Chair. The Steering Committee chair shall succeed to the position of immediate past chair after completion of his or her term as chair of the Coalition. The immediate past chair shall oversee resource development for the Coalition, in compliance with directives from the Steering Committee. The chair of the Coalition may appoint a member of the Steering committee to take on these tasks should the immediate past chair be unable or unwilling to fulfill their responsibilities or his/her membership becomes inactive.

Standing Committee Chairs. All elected standing committee chairs automatically become members of the Steering Committee if they are not already members. Standing committee chairs report to the Steering Committee and oversee the activities of their committees.

At the Steering Committee's discretion, it may assign other members to coordinate other key functions of Coalition management.

iv. Steering Committee Elections

An ad hoc nominating committee shall be appointed by the chair and shall consist of Steering Committee members and at least one member from the general membership. Persons contemplating a run for an elected officer's position may not participate on the nominating committee. The nominating committee is charged with developing an election process that shall ensure compliance with the requirements of the Coalition's operating guidelines.

Active members of the general membership in attendance shall elect the Steering Committee members and officers at the annual meeting from a slate of nominees compiled by the Nominating Committee resulting from an official call for nominations occurring at least 60 days prior to the annual meeting. The slate shall be presented to the general membership at least 21 days prior to the annual meeting. Nominations from the floor shall be entertained.

Steering Committee officers must have served on the Steering Committee during the year prior to their nomination.

Special Consideration: For the purposes of the first election, all officers must have served on the Design Advisory Committee or have served as a workgroup member during the year prior to their nomination.

v. Steering Committee Vacancies

If an individual leaves the organization he/she represents, the organization may nominate a candidate to fill the remaining portion of the vacated term.

If an officer leaves the organization he/she represents and wishes to continue in their position, the officer has the right to complete their term of office. If the officer does not or cannot fulfill the term of office, the Steering Committee shall appoint a replacement to fill the position.

In the case of the chair leaving his/her organization and is unable or unwilling to fill the term of office, the vice chair shall automatically accede to the office of chair.

The Steering Committee shall appoint a member of the Coalition to replace people who have vacated 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.

vi. Steering Committee Terms

Steering Committee members may serve two consecutive two year terms, or until a successor is elected. All Steering Committee officers may serve up to four consecutive one year terms, or until a successor is elected.

In the initial year of the Coalition, one-half of the Steering Committee members shall be elected for a one-year term and one-half shall be elected for a two-year term.

Special Consideration: The one year term of those Steering Committee members elected in the first year shall not be considered in the term limitations of Steering Committee membership.

vii. Steering Committee Meetings

The Steering Committee shall meet a minimum of four times each year. Special meetings of the Steering Committee may be called at any time by the chair or at the request of a majority of members of the Steering Committee.

The chair shall preside at all meetings of the Steering Committee. The vice-chair shall act as chair of the Steering Committee at the request of or in the absence of the chair.

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.

viii. Steering Committee Decision Making

Matters taken up during Steering Committee meetings and via other forms of correspondence shall be decided by consensus of Steering Committee members whenever possible, provided that an adequate amount of time and information has been provided for the matter to be considered. In the event that consensus is not reached, the majority vote of the voting-eligible members attending a meeting or involved in the correspondence shall prevail.

If one-third of the members request a referendum raised on the grounds that insufficient time or information is or has been available for proper consideration of the matter, consideration shall be postponed to a subsequent meeting of the Steering Committee.

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

5. **COMMITTEES**

i. **Standing and Ad hoc Committees**

The committees of the Coalition, with guidance from the Steering Committee, shall plan and carry out the activities of the Coalition. The standing committees of the Coalition shall be:

- Policy, Advocacy and Public Awareness
- Assessment and Surveillance
- Workforce
- Prevention and Access
- Finance and Resource Development

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.

ii. **Committee Membership**

Any Coalition member may serve on any standing committee. It is the responsibility of the committee chairs to regularly inform the Steering Committee regarding active membership of the committee.

iii. **Committee Responsibilities**

Each Committee is responsible for:

- Development of an annual plan of activities to implement the Coalition's oral health plan
- Oversight of the implementation of 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 Coalition staff.

iv. **Committee Elections and Terms**

The treasurer shall be appointed as the chair of the Finance and Resource Development Committee. The chairs of all other standing and ad hoc committees shall be elected by the members of their committee at the annual meeting, with approval from the Steering Committee.

Standing committee chairs may serve four consecutive one-year terms, or until a successor is elected.

Ad hoc Committee chairs shall 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 shall be those outlined within this document.

v. **Committee Accountability**

The standing committees are accountable to the Steering Committee and ultimately, to the general membership.

vi. **Committee Vacancies**

When the position of a committee chair becomes vacant, the committee shall elect a new chair within 60 days. If the committee does not elect a chair within 60 days, the chair of the Coalition shall appoint a committee chair in consultation with the Steering Committee.

vii. **Committee Meetings**

Each standing and ad hoc committee shall hold meetings no less than 3 times in a year, with the frequency and location determined by the committee. Notices for these meetings shall be sent to all members of each

committee. Minutes of the committee meetings shall be kept and sent to Coalition staff for inclusion in the official records of the Coalition.

viii. Committee Decision Making

Each committee shall use the same methods for decision-making and voting as noted for the Steering Committee.

6. COALITION SUPPORT

The Steering Committee may hire staff or contract with a management company or individual(s) to perform administrative, financial, web managing, meeting planner, and lobbyist/legislative coordinator services for the Coalition, or other services as determined by the Steering Committee. Said staff, management company or individual shall be directly responsible to the Steering Committee and shall perform such functions and activities as may be specified and assigned by the Steering Committee, or as set forth in the contract between the Coalition and the individual(s) or management company.

The Steering Committee shall determine the qualifications required and compensation for services rendered by the staff, management company or individual and set the salary.

The Coalition's chief staff person shall serve as a non-voting, ex officio member of the Steering Committee.

7. MEETINGS OF THE GENERAL MEMBERSHIP

i. Sessions

The Coalition shall hold general membership meetings at least once a year. The meeting(s) shall include progress reports from standing committees and ad hoc committees, updates and information for the general membership regarding Coalition activities, and elections held in accordance with these operating guidelines.

ii. Official Call

The chair of the Coalition shall cause notice to be given of the date of the general membership meetings and such notice shall be sent to all members no less than 30 days prior to the meeting.

iii. Meeting Agendas

Creating the agenda for the meeting(s) shall be the responsibility of the Steering Committee or an ad hoc group appointed by the Steering Committee.

iv. Meeting Minutes and Proceedings

The secretary shall be responsible for oversight of the records of the Steering Committee and general membership meetings and for ensuring they are disseminated and maintained as required by the operating guidelines, with assistance from Coalition staff.

8. REPRESENTATION/SPOKESPERSON

It is the responsibility of the Coalition chair, chair designee(s) or appointed Coalition staff to speak on behalf of and distribute written information about the Coalition to the press, government officials, and to any other person seeking information about the Coalition for official and/or public purposes. No Coalition staff or member shall speak on behalf of the Coalition without prior approval from the chair of the Coalition.

9. POLICY STATEMENTS

The following procedure shall establish the right of any Coalition member to bring issues of policy to the Steering Committee

1. A Coalition member interested in proposing or amending a current policy or other matter shall provide a written description of the matter to the chair of the appropriate standing committee. The chair shall

place the matter on the agenda of the next meeting of the standing committee or if urgent, for discussion on a conference call. If the Standing Committee agrees that it is appropriate, the chair shall forward the matter to the Steering Committee chair.

2. The Steering Committee chair may place the matter on the agenda for the next meeting of the Steering Committee or if urgent, for discussion on a conference call. If the Steering Committee feels that it is appropriate, the matter shall be approved on behalf of the Coalition in its presented form or in an acceptable, altered form.

The Steering Committee, acting in good faith, shall report new policy statements to the general membership at the next Coalition meeting. Coalition members are encouraged to use the policy statements and information provided by the Coalition to advance their efforts to improve the delivery of oral health services throughout Massachusetts.

10. CONFLICT OF INTEREST

The Coalition's Steering Committee is charged with developing and monitoring a Conflict of Interest Statement to be completed annually by Steering Committee members and other Coalition members as required. The Conflict of Interest Statement shall ensure compliance with regulations governing the Coalition's organizational structure and shall be amended as needed.

11. PRIVACY POLICY

The Steering Committee is charged with developing, monitoring and enforcing a privacy policy for the Coalition.

12. AMENDMENTS

Recommendations for amendments to the operating guidelines may arise from the Steering Committee or from a majority vote at the Annual Meeting. Such recommendations must be submitted to Coalition staff and shall 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 Coalition's Operating Guidelines were approved and adopted on _____ by the Design Advisory Committee of the Coalition. The operating guidelines may be reviewed and revised as recommended by the Coalition Steering Committee at the first annual meeting and all subsequent annual meetings in accordance with the most current adopted operating guidelines.