

IFLOSS Coalition:

Communities Working Together to Improve Oral Health in Illinois

By-Laws

Article I

Articles of Incorporation

- 1.00 The Articles of Incorporation of the Coalition may be amended at any Coalition meeting provided such amendment shall be made in accordance with the provisions of the General Not-for-Profit Corporation Act of the State of Illinois.
- 1.01 The name of this Association, incorporated under the laws of Illinois, is the IFLOSS Coalition.
- 1.02 The Mission of the IFLOSS Coalition is to improve oral health for Illinois residents; focusing on access to oral health care including: prevention, education and awareness, and treatment, especially for high risk or underserved families.
- 1.03 The IFLOSS Coalition is a voluntary organization devoted to the matters of improvement of oral health.
- 1.04 The purposes of this Coalition are:
 - Assess oral health care needs, status and access for under-served and high risk populations.
 - Plan solutions within the framework of community efforts, prevention programs, public clinic facilities, integration with primary health care, Medicaid system, and oral health workforce, marketing the value of oral health and partnering with the private sector.
 - Promote policy and assist communities to build capacity aimed at improving access to oral health care in Illinois, supporting like positions of the members.
- 1.05 The Coalition is qualified for I.R.C. Section 501 (c) (3) status and as such:
 - The Coalition will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - The Coalition will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - The Coalition will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - The Coalition will not make taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - No part of the net earnings or the Coalition shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered.

- No substantial part of the activities of the Coalition shall be the carryon of propaganda or otherwise attempting to influence legislation, and the Coalition shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Notwithstanding any other provisions of these Articles, the Coalition shall not carry on any other activities not permitted to be carried on (a) by a coalition exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law), or (b) by a coalition, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law.

Article II

Membership

- 2.00 There shall be five categories of membership: Affiliate, Individual, Student, Sustaining and Lifetime Individual.
- (A) Affiliate:** A public or private organization or agency which pays annual dues set by the Coalition.
- (B) Individual:** A person who is not employed by an Affiliate who is committed to the purposes of this Coalition and who pays annual dues at a level set by the Coalition.
- (C) Student Member:** A person engaged in full-time study at an under-graduate level who is committed to the purposes of this Coalition and who pays dues at a level set by the Coalition.
- (D) Sustaining Member:** A public or private organization or agency committed to the purposes of this Coalition and who pays “one-time” dues at a level set by the Coalition.
- (E) Lifetime Individual Member:** A person who is committed to the purposes of this Coalition and who pays “one-time” dues at a level set by the Coalition.
- 2.01 Affiliate members will select a person to represent the affiliate as a member of the Coalition. All members are entitled to participate in all activities of the Coalition. They may vote on all matters which may come before the membership. Members may be nominated for election to any appropriate office.
- 2.02 The coalition shall keep a record giving names and addresses of the members entitled to vote.
- 2.03 Membership dues shall be established by a two-thirds (2/3) vote of the Coalition. Dues are due and payable on or before July 1 of each year.
- 2.04 Member in good standing: A member in good standing is a member whose dues are current with the IFLOSS office records.

Article III

Board of Directors

- 3.00 Members of the IFLOSS Coalition shall elect five Directors from the membership-at-large to serve, along with the past presidents and Board Chairs as the governing body of the Coalition to begin in 2006. All members shall be in good standing with membership status.
- 3.01 The Board of Directors shall have supervision and control of the affairs of the Coalition, its committees and publications; shall determine its policies or changes therein; shall actively implement its objectives and supervise the disbursement of its funds.
- 3.02 The Board of Directors may adopt such rules and regulations for the conduct of its business.
- 3.03 The five Directors shall serve two-year terms with two serving three years for the first term only in order to establish staggered terms. The two to serve the three year terms shall be decided at the first meeting following their election in a method agreeable to all concerned.
- 3.04 Directors shall elect a Chair and a Secretary. The Secretary will serve as convene of a nominating committee consisting of the Secretary and two Directors. The nominating committee is responsible to submit a slate of Board candidates to the membership annually.
- 3.05 A majority of the board of Directors shall constitute a quorum for the transaction of business.
- 3.06 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. The Chair shall, at the request in writing of three members of the Board of Directors, issue a call for a special meeting of the Board of Directors and adequate notice shall be required for a special meeting.
- 3.07 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.

Article V

Meetings

- 4.00 The IFLOSS Coalition shall hold meetings at least semi-annually with at least 30 days prior notice.
- 4.01 The Rules contained in the latest edition of Robert's Rules of Order Revised shall govern the Coalition in all cases except when they are inconsistent with the Articles of Incorporation, these Bylaws or the special Rules of the Coalition.
- 4.02 Those members present at Coalition meetings shall constitute a quorum for the purpose of conducting Coalition business.
- 4.03 The Coalition shall keep minutes of the proceedings of its meetings.
- 4.04 Workgroups may be formed by the president to address access issues as determined by the Coalition. Workgroups will meet as needed to complete the task(s) assigned by the Coalition. Coalition members will volunteer to serve on a Workgroup or Workgroups. Copies of each Workgroup meeting shall be filed with the Coalition Director and provided to the Coalition as requested.

Article VI

Voting

- 5.00 All questions before the IFLOSS Coalition shall be decided by a majority vote of all members in good standing present with the exception of amending the By-Laws.
- 5.01 The IFLOSS Coalition shall develop and record in a Policy Manual (policies establishing the scope of the Coalition program and activities).
- 5.02 Members in good standing of the IFLOSS Coalition may amend these By-Laws by a two-thirds vote of the members present at a legally constituted meeting of the IFLOSS Coalition, provided a written notice of the proposed changes be sent to each member at least 30 days prior to the meeting at which the amendments of the By-Laws are to be voted upon. Proposed amendments to the by-laws may also be distributed electronically and ballots may be cast via electronic mail, facsimile or land mail.
- 5.03 Severability: The provisions of these by-laws are severable. If any provision of these by-laws or its application to any person or circumstances is held invalid in Federal or state court having jurisdiction, the invalidity will not affect other provision or application of these by-laws that can be given effect without the invalid provision or application.

Article VII

Finances

- 6.00 The IFLOSS Coalition Board of Directors shall provide for or request adequate financing for the IFLOSS program and shall adopt fiscal policies which shall be kept in writing.
- 6.01 The IFLOSS Coalition Board of Directors may enter into contracts with official or non-official agencies or individuals, for the purchase, sale or exchange of services.
- 6.02 The IFLOSS Coalition Board of Directors shall employ qualified staff to carry out the Coalition's programs/activities, including but not limited to a Coalition Coordinator.
- 6.03 The Fiscal Year of the IFLOSS Coalition shall be July 1 to June 30.
- 6.04 The IFLOSS Coalition Board of Directors shall, at the appropriate time prior to the end of the fiscal year, meet and agree upon a budget.
- 6.05 The IFLOSS Coalition Board of Directors shall review its fiscal status at each meeting.
- 6.06 The IFLOSS Coalition Board of Directors shall set salary ranges and increments for staff members.
- 6.07 The IFLOSS Coalition shall keep a record in the Coalition headquarters of all receipts and disbursements. Records shall be reviewed by the Secretary/Treasurer monthly and reported to the Board of Directors and Coalition as requested.
- 6.08 The IFLOSS Coalition Board of Directors shall within 90 days after the close of

each fiscal year, cause an annual audit or financial review to be made of the IFLOSS accounts.

- 6.09 The IFLOSS Coalition Board of Directors shall serve without compensation.
- 6.10 The IFLOSS Coalition Board of Directors and members may be reimbursed for actual necessary expense incurred in the performance of their duties when those expenses are approved by the Coalition Officers.
- 6.11 The Coalition shall request the Coalition Staff to keep an accurate inventory of all Coalition property.
- 6.12 The Coalition may cause its property be adequately protected by insurance.
- 6.13 The Coalition may require any property of the IFLOSS that was destroyed or damaged by carelessness or deliberate action of any employee or member to be replaced at the expense of the employee, if circumstances justify.

Article VIII

Reports

- 7.00 The IFLOSS Coalition shall publish, within 90 days after the second Tuesday in July, an annual report explaining the IFLOSS activities and expenditures for the past year. This report shall be made available for free distribution to the public, which includes distribution to members of the IFLOSS Coalition.

Article IX

Miscellaneous

- 8.00 Dissolution of the Coalition: Upon dissolution of the coalition, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the coalition, cause all remaining assets held by the Coalition to be transferred or conveyed, without obligation or restriction, to the Illinois Public Health Association, Oral Health Section, which shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law). No member, director, or officer of the coalition or any private individual shall be entitled to share in the distribution of the coalition assets on dissolution of the coalition.

Revised July 12, 2005

Adopted November 2, 2005