

Bylaws of Oral Health Florida

ARTICLE I

Name

1.01 The name of the corporation shall be Oral Health Florida, hereinafter sometimes referred to as “the Corporation”.

ARTICLE II

Principal Office

2.01 Principal Office. The principal office and place of business of the Corporation in the State of Florida shall be in the City of Saint Petersburg in the County of Pinellas, or at such other location as the Board of Directors may from time to time determine. Other offices and places of business may be established from time to time by the Board of Directors.

ARTICLE III

Purpose

3.01 The Corporation's charitable purpose is to promote and advocate for optional oral health and well-being of all persons in Florida.

ARTICLE IV

Board of Directors

General Powers

4.01 The affairs of the Corporation shall be directed by its Board of Directors, who shall jointly exercise all of the powers set forth in the Florida Not for Profit Corporation Act.

Number and Term of Directors

4.02 The number of Directors of the Corporation may consist of no fewer than three nor more than nine members, and the term of office shall be for two years from the date of election with the exception of the initial Directors who may be elected to a one-year term. Directors may not serve more than three consecutive terms.

Selection and Qualifications

4.03 The initial Directors shall be elected by a majority vote of a quorum of the Leadership Council. Subsequent Directors shall be elected by a majority vote of the members of the Corporation. The Board of Directors must include the Chair and Vice Chair and may, but need not, include the Secretary and any other officer of the Corporation as the Board of Directors shall determine. The Board of Directors will include such other members as may be selected primarily on the basis of their competence in governing and secondarily on the basis of other relevant skills and experience.

Removal of Directors

4.04 Directors may remove themselves by resignation, effective upon presentation of a written statement of resignation to the Chair. A Director may be removed by a majority vote of a quorum of the Board of Directors (minus the Director in question) present at any regular or special meeting of the Board of Directors, whenever the Directors decide that the best interests of the Board shall be served thereby.

Absence of Directors

4.05 Removal from the Board of Directors shall occur automatically after a Director misses three consecutive business meetings of the Board of Directors. The Board of Directors may reinstate the Director by a majority vote of a quorum at the next business meeting.

Regular Annual Meeting

4.06 There shall be a regular Annual Meeting of the Board of Directors and members of the Corporation. The exact time and place for such meeting shall be established by the Chair, giving at least ten days' written notice of such meeting to each Director and member of the Corporation.

Business Meeting

4.07 Board of Directors meetings will be held a minimum of six times each year. Meetings shall be scheduled by the Chair, with advance notification given to each member of at least one week. Meetings may be held by conference call or video conference. Notice of meetings, distribution of minutes of meetings and voting by Directors may be accomplished by e-mail, with e-mail votes ratified at the next business meeting.

Action Without Meeting

4.08 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors. This consent shall have the same force and effect as a unanimous vote of the Directors. All communications under this Section 4.08 may be transmitted or received by the Directors by fax, text, or e-mail.

Special Meetings

4.09 Special meetings of the Board of Directors may be called by, or at the request of, the Chair or any two Directors. Notice of any special meeting of the Board of Directors shall be given at least two days prior to such meeting.

Committees of the Board

4.09 The Board from time to time may establish committees to assist the Board in accomplishing its role and functions. No such committee shall have the power or authority---

(a) to authorize any distributions within the meaning of the Florida Not for Profit Corporation Act;

- (b) to elect, appoint, or remove any Director;
- (c) to amend, restate, alter, or repeal the Articles of Incorporation
- (d) to amend, alter, or repeal these or any other bylaws of the Corporation;
- (e) to approve a plan or merger;
- (f) to approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, with or without goodwill; or
- (g) take any other action prohibited by law.

All committees of the Board of Directors shall keep regular minutes of their respective transactions and shall report their actions to the Board of Directors at the meeting of the Board of Directors following such actions.

Quorum

4.10 A majority of the number of the Directors fixed pursuant to Article IV, 4.02, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If fewer than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. In the event a Director takes a leave of absence from Board of Director duties, and such leave is approved by the Board of Directors, a quorum shall be a majority of the then- active Directors.

Manner of Acting

4.11 The acts of the Directors present at the meeting at which a quorum is present shall be the act of the entire Board of Directors, speaking with one voice. Acts will be governed by the Corporation's Operating Principles.

Vacancies

4.12 Any vacancy occurring on the Board of Directors will be filled by an election by the members of the Corporation. A Director elected to fill a vacancy will serve a full two-year term as though no vacancy had existed.

ARTICLE V Officers

5.01 The Officers of the Corporation shall be the Chair, Vice Chair, and Secretary.

Selection, Qualification, and Term of Office

5.02 Each officer candidate shall be nominated by the Board Nominating Committee, in consultation with the Board of Directors, and elected annually by the members of the Corporation. New officers will assume their duties at the next scheduled Board meeting.

Officers may serve up to three consecutive terms of office. Vacancies may be filled or new offices created by vote of the members of the Corporation. Each officer shall hold office until his/her successor has been nominated and duly elected.

Resignation and Removal of Officers

5.03 Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein, and unless noted otherwise the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed whenever the members of the Corporation decide by a majority vote that the best interests of the Corporation shall be served thereby.

Board Chair

5.04 The Chair shall, when present, preside at all meetings of the Board of Directors. In general, the Chair shall further perform all duties as may be prescribed by the Board of Directors from time to time.

Vice Chair

5.05 In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all of the powers of, and be subject to all the restrictions upon the Chair.

Secretary

5.06 The Secretary shall assure that minutes of the Board of Directors are accurate, are distributed to all Directors and properly archived, see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the organization records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Directors.

Managing Director

5.07 The Managing Director shall be contracted as the managing officer of the Corporation and shall manage, subject to the supervision of the Board of Directors, the day-to-day affairs of the Corporation. The Managing Director shall be the official representative of the Corporation in its relations with other organizations, corporations, associations, governmental units and the public in general. The Managing Director shall perform all duties as may be prescribed or proscribed by the Board of Directors from time to time.

ARTICLE VI
Membership

Members

6.01 The Board of Directors shall have the authority to adopt rules and policies as to members of the Corporation. Members, as defined by the Board of Directors, are not voting members within the meaning of the Florida Not for Profit Corporation Act.

ARTICLE VII
Contracts, Checks and Deposits

Contracts

7.01 The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Checks, Drafts, Notes, Etc.

7.02 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, or the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Deposits

7.03 All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Gifts

7.04 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII
Amendments

Amendments

8.01 Upon written notification of all proposed changes thirty days prior to the next regular business meeting of the Board of Directors, all or any portion of these Bylaws may be modified, amended or repealed and new Bylaws may be adopted by a majority vote of the Directors present at a scheduled meeting at which a quorum has been established, provided the amendment would not disqualify the Corporation for Federal income tax exemption under section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX
Indemnification of Certain Persons

Indemnification

9.01 The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees incurred by reason of the fact that the person is or was a director officer, employee, fiduciary or agent of the Corporation or, while serving as a director, officer, employee, fiduciary, or agent of the Corporation, such person is or was serving at the request of the Corporation as a director, officer, partner trustee, employee, fiduciary, or agent of, or in any similar

managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan.

ARTICLE X
Provision of Insurances

Insurances

10.1 By action of the Board of Directors notwithstanding any interest of the Directors in the action, the Corporation shall purchase and maintain insurance, in such scope and amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director officer, employee, fiduciary or agent of the Corporation, or who, while a director, officer, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against or incurred by, him or her in any such capacity arising out of his or her status as such whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of Article IX or applicable law.

ARTICLE XI
DISSOLUTION

Dissolution

11.1 Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(C)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such court shall determine.

Approved: 7.28.2017