
CONSORTIUM FOR ORAL HEALTH RESEARCH & INFORMATICS BYLAWS

ARTICLE 1 – NAME, PURPOSE

- Section 1: The name of the organization shall be the **Consortium for Oral Health Research and Informatics**.
- Section 2: The **Consortium for Oral Health Research and Informatics** (COHRI) was formed to promote and support collaboration for research and education amongst members of dental institutions.

ARTICLE II – MEMBERSHIP

- Section 1: Application for membership shall be open to individuals from dental institutions that actively use an electronic health record at the institution. Member institutions must support the purpose statement in Article 1, Section 2, and continuing membership is contingent upon being in agreement with specified membership roles.
- Section 2: Membership shall be granted upon a majority vote of the Board. The Board of Directors shall have the right to deny, or terminate membership of any individual.
- Section 3: Only one member from each institution may vote.
- Section 4: Dental institutions that do not use the axiUm EHR are non-voting members.
- Section 5: The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE III – MEETINGS OF MEMBERS

- Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: Special Meetings. Special meetings may be called by a simple majority of the Board of Directors. A petition signed by twenty-five percent of the voting members may call a special meeting.
- Section 3: Notice. Notice of each meeting shall be given to each member, by email, not less than ten days before the meeting.

ARTICLE IV – BOARD OF DIRECTORS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of COHRI and delegates responsibility for ongoing operations to the specified members

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and committees. The Board shall have up to 12, and no fewer than 5, voting members. No more than 33% of voting members of the Board will be from non-academic institutions. Individuals from non-voting member institutions may not serve on the board.

The Board receives no compensation other than reasonable expenses when funds are available. Ex-officio members of the Board may be appointed and may be either voting or non-voting members as designated by the Board.

- Section 2: Meetings. The Board shall meet at least quarterly at an agreed upon time and place or may meet virtually.
- Section 3: Board Elections. Up to 7 Board members shall be elected by the voting representatives of member institutions. The Steering Committee Chairpersons (Education Steering Committee and Research Steering Committee) are elected positions and are automatically board members.
- Section 4: Nominating Committee. A Nominating Committee of no more than 5 members shall be appointed by the Board. The Nominating Committee shall have 3 members from the board of directors, including the Chairs of the steering committees, and outgoing Chair of the Board as a member. Non-BOD Nominating Committee members shall serve 1 year terms. The Nominating Committee shall be responsible for developing nominees for Board elections, Board and other committees, and planning for Board training and leadership development.
- Section 5: Election Procedures. The Nominating Committee shall be responsible for nominating a slate of members for election to the Board and committees, seeking to preserve the diversity and balance necessary to enable COHRI to provide guidance on the broad spectrum of issues. Nominees selected by the Nominating Committee must be member representatives of member institutions of COHRI. In addition to the slate of nominees presented by the Nominating Committee, any member representative may become a nominee by nomination from the floor by a voting member during a designated meeting of COHRI. The election will be held at the annual meeting or by e-mail in accordance with the election procedures established by the Board of Directors. Each organization eligible to vote shall receive one ballot, and shall have a number of votes equal to the number of openings to be filled in the particular class of the ballot. The nominees receiving the largest number of votes in the election shall be elected to those full term vacancies which exist.
- Section 6: Terms. All Board members shall serve three-year terms, but are eligible for re-election. No board member shall serve more than two consecutive three-year terms. However, if a standing Board member is elected into an officer position that extends beyond his or her term limit, the member will remain on the Board to serve out the duration of the officer term.
- Section 7: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed. Members may be present virtually (e.g., phone, video conference) as well as physically present.
- Section 8: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

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Section 9: Officers and Duties. There shall be five officers of the Board consisting of a Chair, a Vice-Chair, Secretary, Treasurer and the Past Chair. The Secretary and Treasurer shall be elected by the Board. The Treasurer shall serve a three-year term. The Secretary shall assume the position of the Vice-Chair automatically after one year. The Vice-Chair shall assume the position of the Chair automatically after one year. The Past Chair shall serve on the Board for one year as an ex-officio member.

Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The chair shall serve as a spokesperson for COHRI or may delegate this role to other Board members.

The **Vice-Chair will be responsible for membership management and** will chair committees on special subjects as designated by the Board. The Vice-Chair shall assume the position of the Chair automatically after one year.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall assume the position of the Vice-Chair automatically after one year.

The **Communications** officer shall be responsible for public relations, meeting planning, web site maintenance and newsletter. This position will chair the communication committee. The term of this position shall be one year with annual renewal up to two times.

The **Past Chair** shall serve on the Board for one year as an ex-officio member.

Section 10: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary or other Officer. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11: Vacancies. When a scheduled vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. When a Board member resigns his or her position before the end of the term, the Officers of the Board will appoint another member of the Board to fill the vacancy (if deemed necessary) and serve the remainder of the term. If the vacancy was the result of an at-large Board member resigning, the Officers of the Board may choose to either appoint a COHRI member to the board or leave the position vacant until the scheduled end of the term. An appointment will be the result of a simple majority vote of the Officers of the Board.

Section 12: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least two weeks in advance.

Section 13: The Board may set dues schedules for memberships.

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ARTICLE V – COMMITTEES

- Section 1: The Board may create committees as needed. There shall be two standing committees - Education Consortium Steering Committee and the Research Consortium Steering Committee and the chairs of these committees are automatically Board members. The Steering Committees may create standing or ad hoc workgroups to perform the work of the Committee. Membership and leadership of workgroups will be by invitation or volunteer with the approval of the Chair of the Committee. The Board of Directors appoints all Committee Chairs.
- Section 2: Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of COHRI are public information and shall be made available to the membership, Board members and the public.
- Section 3: External Advisory Board. The Board of Directors shall identify and recruit members for the External Advisory Board. Up to 5 persons may be designated as members of the External Advisory Board. The purpose of the External Advisory Board is to advise the Board and COHRI regarding relevant developments in health care and other industries of importance to COHRI and to act as a sounding board for proposed actions or strategic directions of COHRI.

ARTICLE VI – AMENDMENTS

- Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – NONPROFIT CORPORATION

Articles of Incorporation of Consortium for Oral Health Research & Informatics Incorporated

The undersigned, a majority of whom are citizens of the United States, having formed a Non-Profit Corporation under the Non-Profit Corporation Law of the Commonwealth of Massachusetts (Massachusetts CID: DL9786 and Federal Employee Identification Number EIN: 461756436), do hereby certify:

First: The name of the Corporation shall be Consortium for Oral Health Research & Informatics Incorporated.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Boston, Massachusetts.

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Third: Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Fifth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this day of January 29, 2017.