

BYLAWS OF THE OSTEOARTHRITIS ACTION ALLIANCE

Preamble

The Osteoarthritis Action Alliance (OAAA) is a national Alliance of concerned organizations mobilized by the Arthritis Foundation (AF) in 2011, with management of OAAA activities transferred to the Thurston Arthritis Research Center (TARC) at the University of North Carolina, Chapel Hill, School of Medicine in 2014. The OAAA is funded primarily by the Centers for Disease Control and Prevention (CDC), with additional support from member organizations, individuals, and sponsors.

Article I. Name of the Alliance

This organization shall be known as the Osteoarthritis Action Alliance (OAAA or Alliance).

Article II. Vision of the Alliance

We envision a nation where osteoarthritis is prevented and managed to improve the quality of life for people of all ages.

Article III. Mission of the Alliance

The Osteoarthritis Action Alliance is committed to elevating OA as a national health priority and promoting effective policy, systems, and environmental solutions that address the individual and national toll of OA.

Article IV. Membership

The OAAA accepts formal membership with voting privileges from organizations and individuals who complete and return a membership form. Members will have their organization's name and website added to the OAAA roster and website. Membership involves, but does not require, participation in one or more Task Groups that meet as needed to accomplish specific tasks that are focused on the

overarching coalition goals. Members also are encouraged to recruit other members, assume leadership positions, help secure funding, actively engage on digital media, and disseminate resources and messages, as appropriate. Membership terms are 3-years and are renewable based on mutual agreement between OAAA and the member organization. No fees are required for membership. Members' rights are included in Appendix A.

Article V. Alliance Staff and Structure

Overview: The OAAA is a membership organization whose lead agency is TARC. The OAAA Steering Committee is the governing entity of the Alliance. The OAAA Manager is hired by the Steering Committee and overseen by the OAAA Director. The Manager is responsible for day-to-day Alliance operations. Rather than having standing committees or Work Groups, various Task Groups are convened as needed to address the key goals of the OAAA and report to the Steering Committee. Task Groups may focus on 1) **Coalition Structure and Function** (e.g., Sustainability and Member Recruitment/Engagement); 2) **Public Awareness and Action** (e.g., Updating the National Public Health Agenda); **OA-related Interventions** (e.g., Walk With Ease Self-Directed Portal); **Patient and Provider Education** (e.g., Weight Management Webinars, OA Toolkits for Pharmacists and Primary Care Providers, and Injury Prevention Toolkit) or **other issues that arise**. Clear objectives and time-focused activities keep members committed and engaged. The organizational chart of the OAAA is shown below; note that the Steering Committee composition is defined below the chart and the election process in Article VI:



Steering Committee: The OA Action Alliance Steering Committee is comprised of leading public health and private sector organizations committed to elevating OA as a national health priority and promoting effective policy solutions that aim to address the individual and national toll of OA. The Steering Committee is the governing entity of the Alliance, along with the OAAA Manager and Director. Steering Committee members provide feedback and expertise and make important decisions for the Alliance. The position descriptions for OAAA Steering Committee members are included in Appendix B. The following Steering Committee members vote on Alliance bylaws, initiatives, and projects:

- OAAA Honorary Chair(s)
- OAAA Chair
- Vice-Chair
- Past Chair

- Lead Partner Organization Representatives (1- 3) who align with new and ongoing activities, priorities outlined in the National Public Health Agenda for Osteoarthritis, and/or an evolving public health landscape.
- At-Large Members (5-8 members) who reflect the goals and priorities of the OAAA (e.g., weight management, physical activity, self-management, injury prevention, policy, communications and marketing)

The following serve as *Ex Officio* (non-voting) Members:

- OAAA Director
- OAAA Manager
- OAAA Staff
- Primary Funder, e.g., Centers for Disease Control and Prevention

Task Groups: The OAAA accomplishes its work through Task Groups comprised of volunteers who are members of concerned organizations in the public health community. These Task Groups are based on the overarching coalition goals and refer to the primary recommendations outlined in [A National Public Health Agenda for Osteoarthritis](#) as a blueprint for action. See Appendix C for descriptions of the current OAAA Goals.

Task Group members are individuals who have expertise in the area of interest of a Task Group and/or are representatives of partnering organizations that focus on area of interest of a Task Group. They also must display commitment to the advancement of the OAAA. The Task Groups and their Leaders collectively decide upon both the long- and short-term priorities of each group. Task Groups may be formed at the request of the Staff and/or Steering Committee and projects are completed by involving all Task Group members. Members are appointed to one or more of the Task Groups by a)

specifying which Group(s) they would like to join when completing a membership form, or b) recommendation from a current member of OAAA.

Article VI. Leadership Nominations, Elections and Terms of Office

Steering Committee: The Steering Committee is comprised of the OAAA Honorary Chair, OAAA Chair, Vice-Chair and Past Chair, and appointed individual At-Large Members (experts from fields of work outside of Alliance purview that lend expertise to Steering Committee). Task Group Leaders are encouraged to attend quarterly meetings when reports or concerns of their Task Group will be discussed. The OAAA Director, Manager, and staff and the CDC staff are non-voting members of the Steering Committee. The OAAA Chair and OAAA Vice-Chair serve 2-year terms; At-Large Members serve 2-year terms, renewable for 2 years; and the OAAA Past Chair serves an additional year past their term of service. Lead Partner Organizations serve for 2 years, renewable as appropriate. The Honorary Chair(s) serve a 2-year term (renewable as appropriate), depending on their other commitments. These terms will ensure consistent leadership that is aware of and involved in current Alliance priorities and initiatives. The call for nominations will be held in the fall of the concluding year of service to allow new members and chairs to be inducted in January of the following year. Members of the Alliance will vote electronically for the OAAA Chair, Vice Chair, Honorary Chair and At-Large Members as outlined in Article VIII. Task Group Leaders are not elected, but rather are appointed by the Steering Committee and serve a flexible term that begins and ends with project commencement and completion. Lead partner organizations are appointed by the Steering Committee to align with new and ongoing activities, the National Public Health Agenda for Osteoarthritis, and an evolving public health landscape.

Article VII. Resignation, Removal, Vacancies and Compensation

Resignation: Any Steering Committee member may resign at any time by delivering written notice to the Steering Committee Chair. Such resignation shall take effect at the time specified in the notice.

Removal: Any Steering Committee Member may be removed by a majority of the Steering Committee at a regular or special meeting called for that purpose. Any Steering Committee member under consideration of removal must first be notified about the consideration by written notice at least 5 days prior to the meeting at which the vote takes place.

Vacancies: Vacancies shall be filled by majority vote of the remaining members of the Steering Committee and the member filling the vacancy shall serve for the remainder of the term that was vacated. Vacancies shall be filled as soon as practical. Any Steering Committee member may make nominations to fill vacant positions.

Compensation: Steering Committee and Task Group Leaders and members shall not receive salaries or other compensation for their services, however, they may be reimbursed for any actual expenses incurred in performing their duties for the Alliance.

Article VIII. Quorum

A majority of the Steering Committee or Task Group must approve or vote to support measures, bylaws, laws or initiatives (1 organization = 1 vote; individual members do not have a vote). An active member is defined as any member who has participated in at least 2 Alliance meetings or events within the last 12 months. For the Alliance to support an initiative (such as briefs and policies), the majority of the Steering Committee must vote to support the initiative.

Article IX. Meetings

Meetings of the Steering Committee and Task Groups are open to all Alliance members. Steering Committee conference call meetings are scheduled on an annual basis and held approximately quarterly. Task Group conference call meetings are held as often as deemed necessary to accomplish their tasks in a timely manner. All OAAA calls last approximately one hour. The OAAA and Task Group Leaders have the authority to schedule conference calls. Reminders of upcoming conference calls are sent via email by the OAAA Manager in advance of the meeting. Minutes from each meeting (and handouts for members who were absent) will be available electronically within 2 weeks after the meeting.

Special Meetings: Special Meetings may be convened by Alliance and Task Group Leaders as requested by their members. The purpose of the meeting shall be stated on the call.

Meeting Agenda: Members have the opportunity to add to the meeting agenda up to one week before each meeting. Urgent items can be added until the time the meeting begins, at the discretion of the Chair/Vice-Chair or OAAA Manager. Time will be provided at the end of the meeting for questions and comments. The Chair may amend the agenda during the meeting to keep meetings to the time allotted.

Parliamentary Authority: An action agenda and modified parliamentary procedure, or consensus, are used as alternatives to Robert's Rules of Order. The Chair will moderate meetings and members who wish to speak must be recognized by the Chair. The Chair has the authority and responsibility to "keep the meeting moving" by cutting discussion short or revising the agenda. Members should be open to and supportive of a diverse membership. Common courtesy should be extended to all to ensure productive meetings.

Conflicts and Decision-making: Conflicts that arise during or between meetings will be negotiated by the Steering Committee or Task Group Leader and OAAA Chair and/or Manager. Decisions shall be

made by consensus of the Steering Committee or Task Group members present. If consensus cannot be reached, the members present may vote to: 1) revisit the issue at the next regular or special meeting at which quorum is met; 2) defer to an electronic vote on the issue, which would then require a majority vote of the active membership; or 3) refer the matter to the Steering Committee for resolution.

Items that require a final decision/vote by the entire Alliance are as follows:

- ❖ Changing the name, vision or mission of the OAAA
- ❖ Bylaws (including amendments)
- ❖ Election of OAAA Chair, Vice-Chair, Honorary Chair or At-Large Members

Article X. Operations

Execution of Documents: Unless specifically authorized by the Steering Committee or as otherwise required by law, all legal written instruments executed in the name of and on behalf of the Alliance shall be signed and executed by TARC staff.

Disbursement of Funds: The OAAA may receive funding from multiple sponsors, including but not limited to federal agencies such as the CDC; foundations; corporations; private donors and others. The disbursement of Alliance funds from the budget, at the request of the Steering Committee, OAAA Chair and/or OAAA Director and Manager, must meet contractual obligations set forth by the sponsoring entity.

Records: The Alliance will keep accurate records of accounts and minutes of Steering Committee and Task Group meetings. The Alliance will keep the original or a copy of its bylaws, including amendments to date, at its principal place of business. All books and records of the Alliance may be inspected by any Steering Committee member for any purpose at any reasonable time on written request.

Audit: Alliance financial records are audited monthly and annually as part of the TARC and CDC audit processes.

Article XI. Amendment to the Bylaws

At the recommendation of the Steering Committee, these Bylaws may be amended by majority vote of the active Alliance membership participating electronically. This vote shall occur provided the proposed amendment(s) has been submitted to the members in writing 10 days prior to the electronic voting deadline.

APPROVAL

We hereby certify that these bylaws were approved by the Osteoarthritis Action Alliance on date _____.



OAAA Director



OAAA Program Manager

APPENDIX A: OAAA Member Rights and Responsibilities

Member Rights

Members have an investment in the success of the OAAA and contribute valuable time and resources to our initiatives. Members have a right to the following:

1. The right to be informed about purpose, date, time, and location of each meeting.
2. The right to review the agenda before the meeting starts and raise questions about any item on the agenda and/or propose changes.
3. The right to understand the meaning of every proposed action and its related consequences.
4. The right to have all the facts, alternatives, and consequences presented openly and the opportunity to fully discuss every item before a decision is confirmed.
5. The right to participate in the process of selecting OAAA leadership, including OAAA Chair, OAAA Vice-Chair, Honorary Chair, and At-Large Members.
6. The right to have an equal voice in OAAA decisions and actions.
7. The right to have access to materials and resources available to the OAAA.

Member Responsibilities

To operate efficiently, and to be successful in our many initiatives, OAAA members are asked to fulfill the following responsibilities:

1. Members are responsible for responding in a timely manner to all requests for response, including RSVPs.
2. Members are responsible for volunteering for and completing tasks that arise during OAAA meetings.
3. Members are responsible for regularly attending meetings.
4. Members are responsible for notifying the OAAA manager and/or leadership when they are unable to attend a meeting, complete a task, or continue serving as a member.

Appendix B: OAAA Position Descriptions

HONORARY CHAIR **Responsible To: OA Action Alliance**

The Honorary Chair is a local, regional or national celebrity who serves as the face and public relations liaison for the issue and organization. The Honorary Chair serves mainly as a spokesperson, although some chairs get involved in greater depth, participating in event planning and marketing strategies. Typically, this is an individual who may not have time to devote to a campaign, but whose name and influence can be used to assist in fundraising.

Responsibilities:

- ❖ Work with OA Action Alliance (OAAA) staff and Steering Committee to assure that the Alliance is well represented in all written and oral communications, as well as personal appearances
- ❖ Serve as OAAA spokesperson when needed
- ❖ Attend phone call and in-person meetings as needed for support
- ❖ Be active, when possible, with both Steering Committee and Work Groups (WG)
- ❖ Share his/her “story” with the community through the media

Time Commitment:

- ❖ Approximately 1 hour per month
- ❖ Attend Steering Committee conference calls (approx. 4 calls/year) and major OAAA activities (conferences, press events, etc.)
- ❖ 2-year term, renewable as appropriate

Qualifications:

- ❖ Commitment to the OAAA mission, vision and objectives
- ❖ Recognized in the community
- ❖ Ability to make the time commitment
- ❖ Establishes new relationships effectively
- ❖ Results oriented
- ❖ Strong leadership skills
- ❖ Interpersonal communication skills
- ❖ Enthusiastic, creative and motivational
- ❖ Effective team member

OA ACTION ALLIANCE CHAIR
Responsible To: OA Action Alliance

Responsibilities:

- ❖ Maintain/expand membership with assistance from the OAAA Manager
- ❖ Serve as liaison for the Steering Committee to Task Groups and OAAA
- ❖ Work with OAAA staff to develop the Steering Committee meeting agenda
- ❖ Serve as the moderator of Steering Committee meetings
- ❖ Contact and coordinate with members about Steering Committee responsibilities
- ❖ Work with staff to represent OAAA in the community
- ❖ Consult with the OAAA Manager regularly
- ❖ Work with members and staff fairly, sensitively and confidentially
- ❖ Promote collaboration, conflict resolution and decision-making
- ❖ Be open to diverse opinions and points of view

Time Commitment:

- ❖ Approximately 4 hours per month
- ❖ Attend Steering Committee conference calls (approx. 4 calls/year) and major OAAA activities (conferences, press events, etc.)
- ❖ 2-year term

Qualifications:

- ❖ Ascribe to OAAA vision, mission, and objectives
- ❖ Possess strong leadership, communication and organizational skills

OA ACTION ALLIANCE VICE-CHAIR
Responsible To: Chair and OA Action Alliance

Responsibilities:

- ❖ Preside over Steering Committee meetings in the absence of the OAAA Chair
- ❖ Assume the role of Chair in the event of the Chair's inability to complete a responsibility or term
- ❖ Consult with Steering Committee, Task Group Chairs and OAAA Manager as needed
- ❖ Perform other duties as directed by the Chair
- ❖ Represent OAAA in the community (with staff assistance)
- ❖ Consult with the OAAA Manager regularly
- ❖ Work with members and staff fairly, sensitively and confidentially
- ❖ Promote collaboration, conflict resolution and decision-making
- ❖ Be open to diverse opinions and points of view

Time Commitment:

- ❖ Approximately 4 hours per month
- ❖ Attend Steering Committee conference calls (approx. 4 calls/year) and major OAAA activities (conferences, press events, etc.)
- ❖ 2-year term

Qualifications:

- ❖ Ascribe to OAAA vision, mission and objectives
- ❖ Possess strong leadership, communication and organizational skills

TASK GROUP LEADER
Responsible To: OA Action Alliance Chair

Responsibilities:

- ❖ Maintain/expand current membership with assistance from OAAA Manager
- ❖ Serve as liaison for Task Group to Steering Committee and OAAA
- ❖ Develop Task Group agenda with staff assistance
- ❖ Serve as moderator of Task Group meetings
- ❖ Contact and coordinate with members about Task Group responsibilities
- ❖ Represent OAAA in the community (with staff assistance)
- ❖ Consult with the OAAA Manager as needed
- ❖ Work with members and staff fairly, sensitively and confidentially
- ❖ Promote effective collaboration, conflict resolution and decision-making
- ❖ Be open to diverse opinions and points of view

Duties:

- ❖ Prepare for conference calls (i.e., develop agenda items), facilitate conference calls, identify action steps for Task Group, and ensure that tasks are completed (i.e., follow-up calls)

Time Commitment:

- ❖ Varies by Task Group and depends on tasks and projects)
- ❖ Attend conference calls for Task Group and Steering Committee (when appropriate), major meetings and events
- ❖ Variable term, that is, the Leader serves as long as it takes to accomplish the task(s)

Qualifications:

- ❖ Ascribe to OAAA vision, mission and objectives
- ❖ Possess strong leadership, communication and organizational skills
- ❖ Have expertise in the area of interest of the Task Group

TASK GROUP MEMBERS
Responsible To: Task Group Leader

Responsibilities:

- ❖ Prepare for all Task Group meetings by reviewing agenda and materials
- ❖ Actively participate in Task Group meetings
- ❖ Carry out Task Group assignments
- ❖ Communicate with fellow Task Group members, OAAA Manager and Leaders to accomplish Task Group goals
- ❖ Serve as the liaison for Task Group/OAAA to the organizations he/she represents
- ❖ Represent OAAA in the community (with staff assistance)

Time Commitment:

- ❖ Variable, but short term
- ❖ Attend Task Group conference calls (major meetings and events)
- ❖ Variable, depends on time it takes to accomplish task(s)

Qualifications:

- ❖ Ascribe to OAAA vision, mission and objectives
- ❖ Possess strong leadership, communication and organizational skills
- ❖ Be familiar with the area of interest of the Task Group

STEERING COMMITTEE MEMBERS

Responsible To: OAAA Chair and Vice-Chair

The Steering Committee should leverage the experiences, expertise, and insight of key individuals committed to the Alliance's mission. The Steering Committee provides a stable influence that establishes and maintains strategic direction with vision. It provides insight on long-term strategies that lead to policy change, while ensuring that OAAA objectives are addressed. Members are not directly responsible for managing Alliance strategies, but provide support and guidance for those who do.

Steering Committee Officers

- ❖ OAAA Chair – presides at all meetings of Steering Committee and Alliance. He/she is responsible for enforcing Alliance bylaws and is an ex officio member of all Task Groups.
- ❖ OAAA Vice-Chair – exercises duties and assumes authority in the Chair's absence.
- ❖ OAAA Past-Chair – provides continuity/guidance that stems from his/her experience as Chair.
- ❖ Lead Partner Organizations – serve on the Steering Committee as key organizations that align with OAAA priorities. They have full voting privileges and perform such duties as delegated by Steering Committee.
- ❖ At-Large Members – serve as community or expert representatives who reflect OAAA goals and priorities on the Steering Committee with voting privileges and perform such duties as delegated by Steering Committee.
- ❖ OAAA Manager – communicates with members between conference calls, assists in creating agenda, notifies members of meetings, ensures that records and minutes of Steering Committee and membership meetings are properly recorded and distributed in timely manner; may perform other duties as delegated by Steering Committee
- ❖ OAAA Honorary Chair – attends Steering Committee and Task Groups as needed for support

Responsibilities:

- ❖ Monitor and review Alliance progress at regular Steering Committee meetings
- ❖ Ensure the mission and strategic outcomes meet requirements of key stakeholders
- ❖ Resolve conflicts/disputes, reconciling differences of opinion, approach and resources
- ❖ Provide guidance to staff and those involved in implementing strategies
- ❖ Prioritize objectives, outcomes and deliverables as identified
- ❖ Ensure that Alliance strategies meet standards of best practice
- ❖ Ensure that potential threats to Alliance success are identified, approved, and re-assessed
- ❖ Deliberate on ideas and issues raised by Alliance
- ❖ Foster positive internal/external communication regarding Alliance's progress/outcomes
- ❖ Report on Alliance progress to funders, heads of agencies, business or government

Time Commitment:

- ❖ Approximately 4 hours per month
- ❖ Attend Steering Committee conference calls (approx. 4 calls/year) and major OAAA activities (conferences, press events, etc.)
- ❖ Chair and Vice Chair limited to 2-year term, all other positions are 2-year terms, renewable

Duties:

- ❖ Attending and participating in Steering Committee/general Alliance meetings
- ❖ Providing assistance, guidance, or support to Task Groups
- ❖ Recruiting community members to involve them in Alliance activities
- ❖ Upholding OAAA bylaws

Qualifications:

- ❖ Ascribe to OAAA vision, mission, and objectives
- ❖ Possess strong leadership, communication and organizational skills

APPENDIX C: Task Groups

TASK GROUPS

Responsible To: OAAA Chair and Vice-Chair

The OAAA accomplishes its work through Task Groups aligned with the overarching coalition goals and comprised of volunteers who are members of concerned organizations in the public health community. Task Groups refer to the recommendations outlined in A National Public Health Agenda for Osteoarthritis addressing injury prevention, physical activity, weight management and self-management education as guidance. Their work aligns with the overarching coalition goals below:

Invoke policymakers at all levels in all sectors (e.g., lawmakers, businesses, school officials, community leaders) to make OA a public health priority as reflected in policy decisions and funding allocations;

Foster communities to build capacity to prevent or manage OA by disseminating information and resources about effective community interventions (e.g., evidence-based interventions, environmental and policy changes) and supporting implementation of these interventions;

Mobilize health systems and health care professionals to proactively identify and comprehensively address OA in their clinical care (e.g., decision prompts, pain management, physical activity as a vital sign, referral to community-based programs);

Engage individuals with OA, their family/friends and caregivers with strategies to minimize disease progression and optimize quality of life through effective clinical and self-management strategies (e.g., physical activity, movement, weight management, and self-management education);

Prevent the onset of OA through effective injury prevention and weight management strategies.