

## OPERATING PRINCIPLES AND PRACTICES OF THE TOBACCO CONTROL NETWORK

### ARTICLE I - NAME

#### Section 1.1 - Name

The name of this organization shall be the Tobacco Control Network, hereinafter referred to as “the TCN.”

### ARTICLE II – MISSION AND GOALS

#### Section 2.1 - Mission and Goals

The mission of the TCN is to improve the public's health by providing education and state-based expertise for tobacco prevention and control at the state and national levels

To achieve its mission, the TCN works to:

- 1) Raise the priority and primacy of tobacco use prevention and control at the state and national level.
- 2) Support the needs of state tobacco control program managers and staff by promoting information-sharing, coordination, and cooperation.
- 3) Foster collaboration between state tobacco control programs and national partners.

### ARTICLE III - MEMBERSHIP

#### Section 3.1 – Eligibility and Classes of Members

- a) *Classes of Members.* The membership of the TCN shall be comprised of regular and general members.
- b) *Regular Members.* Regular membership shall be open to one Tobacco Control Program Manager per state, commonwealth, territory, district or possession of the United States and the leads of Funders Alliance organizations. The Tobacco Control Program Manager (or a representative appointed by the Program Manager) is an employee of the health department of the state, commonwealth, territory, district or possession of the United States. The Funders Alliance lead is the leading official of a Funders Alliance for State-Based Tobacco Control organization (or representative appointed by the leading official of the organization). Regular members have voting privileges on all matters before the TCN at annual or special membership meetings, may serve as officers and representatives of the TCN, and may serve on committees.
- c) *General Members.* General membership shall be open to others employed in or supportive of the mission of tobacco control from any state, commonwealth, territory, district or possession of the United States, in addition to the Program Manager or officially appointed representative to the TCN who is serving as the regular member from that jurisdiction. General members include employees or representatives of health departments, coalitions, public agencies, state foundations, voluntary organizations, tribal entities and/or independent health professionals. General members may serve as representatives of the TCN and may serve on committees, but may not serve as officers or have voting privileges.
- d) *Voting Rights.* At any annual or special meeting of the membership, each regular member has the right to vote by mail, telephone call, e-mail, or any other means of electronic or telephonic transmittal. Regular members may also authorize another person to vote for the regular member by proxy. Each proxy must be in writing or electronic mail executed by the regular member. No proxy shall be valid after the expiration of twelve (12) months from its date. Unless and until voted, every proxy shall be revocable at the pleasure of the regular member who executed it.

## ARTICLE IV – DUES AND FISCAL YEAR

### **Section 4.1 – Dues**

It shall be the responsibility of the Executive Committee to establish and review annual dues structures and policies for all classes of members.

### **Section 4.2 – Fiscal Year**

Fiscal year shall be October 1 to September 30.

## ARTICLE V – COMPOSITION OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

### **Section 5.1 – Composition of the Board of Directors and the Executive Committee**

The Executive Committee of the TCN shall be comprised of five (5) officers. The Board of Directors of the TCN shall be comprised of ten (10) members, including the Executive Committee and five (5) Regional Representatives. In addition to the 10 members, the Coordinator of the TCN shall be an ex-officio, non-voting member of the Board of Directors.

### **Section 5.2 – Officers**

The five officers of the TCN shall be a Chair, Chair-elect, Policy Chair, Immediate Past-Chair, and Secretary-Treasurer. A candidate for election as an Officer of the TCN must have served as a program manager and TCN member for at least one year.

### **Section 5.3 – Chair**

The Chair of the TCN shall preside over the meetings of the TCN and the Executive Committee. The Chair serves as the volunteer leader and spokesperson for the TCN. S/he assures that the Executive Committee fulfills its responsibilities for governance and partners with staff to achieve the mission of the organization. The Chair assumes office at the turn of the fiscal year and serves for a one-year term. The Chair succeeds to the office of Immediate Past-Chair upon the expiration of the term as Chair.

### **Section 5.4 – Chair-Elect**

The Chair-Elect serves to provide future continuity of programs, goals, objectives and strategic direction of the TCN. The Chair-Elect will preside in the absence of the Chair or as requested. The Chair-Elect assumes office at the turn of the fiscal year and serves for a one-year term. The Chair-Elect succeeds to the Office of Chair upon the expiration of the Chair's term of office. The year as Chair-Elect is a year to be mentored by the Chair and Past Chair and serves as a learning period.

### **Section 5.5 – Policy Chair**

The Policy Chair shall preside over the meetings of the Policy Committee and shall make recommendations to the Board of Directors regarding appropriate policy actions. The Policy Chair serves as the policy spokesperson for the TCN. The Policy Chair takes office at the turn of the fiscal year and serves for one year. Upon expiration of the Policy Chair's term of office, the Policy Chair shall continue to serve as a member of the Policy Committee for a minimum of one year so long as the individual remains on staff with a state tobacco control program.

### **Section 5.6 – Immediate Past-Chair**

The Immediate Past-Chair serves to ensure historical continuity of programs, goals, objectives and strategic direction of the TCN and to mentor the Chair and Chair-Elect. The Immediate Past-Chair may serve as a member of the Executive Committee for the one year after the term as Chair has ended. If, during this time period, the Immediate Past-Chair changes state positions, retires, or leaves state employment, he/she may continue to serve in this capacity provided that he/she is a member in good standing (regular or general) and is not engaged in endeavors inconsistent with the organization's mission as determined by the Executive Committee in its sole discretion.

### **Section 5.7 – Communications Chair**

The Communications Chair shall work with the TCN Coordinator to ensure that each twice monthly TCN Newsletter

has strong content that educates and informs TCN members and national partners; to review TCN minutes taken after any virtual or in-person Executive Committee meeting before distribution to the Executive Committee; to represent TCN on CDC/OSH monthly conference calls, or appoint regular or ad-hoc designees as needed; and to keep the Executive Committee aware of opportunities to collaborate online. The Communications Chair will also collect and manage membership dues if needed and will fulfill any additional communication needs with the broader TCN membership. The Communications Chair assumes office at the turn of the fiscal year and serves for a one-year term.

**Section 5.8 – Regional Representatives**

There will be as many as ten (10) Regional Representatives, up to two from each regional group. Regional groups include Public Health Service (PHS) Regions 1-3, PHS Region 4, PHS Region 5, PHS Regions 6-8, and PHS Regions 9-10. The Regional Representatives assume office at the turn of the fiscal year and serve for a one-year term. A candidate for election as a Regional Representative must have served as a general or regular TCN member for at least one year.

**Section 5.9 – Funders Alliance Representatives**

There will be one representative from the Funders Alliance for State-Based Tobacco Control. The Funders Alliance Representative will assume office at the turn of the fiscal year and serve for a one-year term. A candidate for election as a Funders Alliance Representative must have served as a general or regular TCN member for at least one year.

**Section 5.10 – TCN Coordinator**

The TCN Coordinator shall facilitate conference calls for the Membership, the Board of Directors, and committees by scheduling calls, notifying participants of calls, preparing and distributing call agendas, and recording and distributing call minutes. The Coordinator shall plan the TCN's business meetings, and additional in-person meetings as needed. The Coordinator shall prepare and distribute communications to the Membership and National Partners, including the Tobacco Free Press, updates on TCN activities, and e-mail alerts. The Coordinator shall administer the Help Your Peers listserv by collecting, distributing, and posting responses to questions from the Membership. The Coordinator shall maintain rosters of the Membership, Board of Directors, and committees. The Coordinator shall maintain the TCN website and expand it as desired by the Board. The Coordinator shall manage all federal funds awarded to TCN. The Coordinator shall participate on CDC/OSH and National Partner conference calls, sit on planning committees, and attend conferences as appropriate to promote TCN priorities. The TCN Coordinator shall take direction from the Executive Committee. The TCN Coordinator shall be an ex-officio non-voting member of the Board of Directors. The TCN Coordinator or his/her designee may attend all meetings of the membership and the Board of Directors and committees, unless the Chair requests the TCN Coordinator's absence.

**ARTICLE VI – TERMS OF OFFICE**

**Section 6.1 – Tenure of Officers**

The Chair and Chair-elect may serve for one term only, with at least an intervening one year period since their last term in the same office. The Policy Chair, Immediate Past-Chair, and Secretary-Treasurer may serve for not more than two consecutive terms.

**Section 6.2 – Eligibility of Officers**

To be eligible for office, regular members of the TCN must have served as a program manager for at least one year and must be in good standing.

**Section 6.3 – Tenure and Eligibility of Regional Representatives**

The term of office for the regional representatives shall be one year. Regional representatives shall serve not more than three consecutive terms.

**Section 6.4 – Term Ends at Close of Fiscal Year**

Officers and Regional Representatives shall hold office for a one year term, coinciding with the start and end of the fiscal year, defined in Section 2 of Article 4.

## **ARTICLE VII – ELECTION OF OFFICERS AND REPRESENTATIVES**

### **Section 7.1 – Election of Officers**

The Executive Committee shall solicit candidates from the regular membership and prepare a slate of candidates for each office to be filled. The slate of candidates for officers will be sent to the regular members via e-mail or surface mail at least thirty days prior to the annual meeting. Each regular voting member with dues paid in full as of the date of the mailing of the slate shall submit one ballot to the TCN Coordinator within fourteen days of the annual meeting. A candidate receiving a plurality of the vote for any offices shall be declared elected. The results of the elections will be announced at the annual meeting and new officers installed at the end of the meeting.

### **Section 7.2 – Election of Regional Representatives**

The outgoing regional representative will be responsible for coordinating the selection of a replacement to the Executive Committee no later than thirty days prior to the end of their term.

## **ARTICLE VIII- VACANCIES, REMOVAL, AND RESIGNATION**

### **Section 8.1 – Vacancies**

In the event of a vacancy in the office of the Chair, the Chair-elect shall succeed to that office to complete the unexpired term and shall serve the succeeding full year as Chair. In the event of a vacancy in the office of immediate past Chair, the next available past Chair, respectively, who is a regular or general member in good standing and is willing to serve, shall be appointed by the Executive Committee to complete the unexpired term. In the event of a vacancy occurring in the office of Chair-elect, Policy Chair, Secretary-Treasurer, Programming Chair, or Regional Representatives, the Board of Directors shall elect replacements by regular or general member by a simple majority of the Board remaining to serve for the unexpired term of his/her predecessor.

### **Section 8.2 – Removal from Executive Committee**

An officer or representative may be removed at any time with or without cause by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting called for such purpose. The individual in question shall be entitled to appear and be heard at such meeting. Removal of a Board member shall create a vacancy, which shall be filled in accordance with Section 1 of this Article.

### **Section 8.3 – Resignation**

An officer or representative may resign at any time by giving written notice to the Chair. Such resignation shall take effect as specified in such notice. Resignation of a Board member shall create a vacancy, and a new officer/representative shall be elected in accordance with Section 1 of Article 7 or Section 1 of this Article, as appropriate.

## **ARTICLE IX – MEETINGS OF THE BOARD OF DIRECTORS**

### **Section 9.1 – Regular Meetings of the Board of Directors**

The Board of Directors shall hold meetings via conference call once per month. Calls will take place at such time and place as is established by the Board.

### **Section 9.2 – Special Meetings**

Special meetings of the Board of Directors via conference call may be called by two (2) or more officers, and must be called by the Chair or Chair-elect upon request by at least two (2) Regional Representatives. Notice of a special meeting shall be given by the TCN Coordinator to each Board member at least three (3) days prior to such meeting. The notice shall state the time and purpose(s) for which the special meeting has been called, and no purposes other than as set forth in the notice shall be transacted at the special meeting.

**Section 9.3 – Quorum**

A majority of the Board of Directors members in office shall constitute a quorum for any meeting of the Board. If a quorum is not present at a meeting, or a quorum is not present at the time business is to be transacted, a majority of the members present may adjourn the meeting to another time and shall give absent members reasonable notice of the time of new meeting to be held in lieu of such adjourned meeting.

**Section 9.4 – Voting**

Except as otherwise provided by these By-laws or as may be required by applicable law, all matters before the Board of Directors shall be decided by an affirmative vote of a simple majority of Board members present at a meeting. Each Board member shall be entitled to one (1) vote.

**Section 9.5 – Action Without Meeting**

Any action required or permitted at any meeting of the Board of Directors, or a committee of the TCN, may be taken without a meeting if the text of the action or resolution agreed upon is sent, as applicable, to all Board members, or to all committee members, provided that all Board members or all committee members, as applicable, consent in writing to such action or resolution.

**Section 9.6 – Telephonic or Electronic Meeting**

In the case of an in-person meeting, any or all Board of Directors or committee members, as applicable, may participate in a meeting of the Board or a committee of the TCN, by telephone or by any other means of communication so long as all participants can hear all other participants. Such participation shall constitute presence in person at the meeting.

**Section 9.7 – Executive Session**

The Board of Directors may conduct all or any part of a meeting in executive session for such purpose as it deems necessary. The TCN Coordinator may attend such executive sessions at the request of the Chair.

**ARTICLE X - MEETINGS OF THE TCN**

**Section 10.1 – Regular Meetings of the TCN**

The TCN shall hold business meetings in conjunction with the National/World Conference on Tobacco and the CDC/OSH National Tobacco Control Program Meeting.

**Section 10.2: Special Meetings**

Special meetings of the TCN membership via conference call may be called by the Chair or Chair-elect. Notice of a special meeting shall be given by the TCN Coordinator to all TCN members at least three (3) days prior to such meeting. The notice shall state the time and purpose(s) for which the special meeting has been called, and no purposes other than as set forth in the notice shall be transacted at the special meeting.

**Section 10.3: Quorum**

A quorum at membership meetings shall be a minimum of fifteen regular members. If a quorum is not present at a meeting, or a quorum is not present at the time business is to be transacted, a majority of the members present may adjourn the meeting to another time and shall give absent members reasonable notice of the time of new meeting to be held in lieu of such adjourned meeting.

**Section 10.4: Voting**

Except as otherwise provided by these By-laws or as may be required by applicable law, all matters before the TCN shall be decided by an affirmative vote of a simple majority of regular members present at a meeting. Each regular member shall be entitled to one (1) vote.

**Section 10.5 – Action Without Meeting**

Any action required or permitted at any meeting of the TCN may be taken without a meeting if the text of the action or resolution agreed upon is sent, as applicable, to all regular members, provided that all Board regular members, as applicable, consent in writing to such action or resolution.

## ARTICLE XI - COMMITTEES

### **Section 11.1 – Standing Committees**

Standing committee chairpersons excepting the Policy Chair shall be appointed by the Board of Directors to serve for terms of at least one year. With input from the Board of Directors and committees, the Chair shall appoint committee chairpersons subject to Board of Directors approval. The appointed chairperson must be a member (regular or general) in good standing of the TCN. If the appointed chairperson is not an officer of the Board, they will become an ex officio officer and will be expected to participate in all board meetings, but will not have voting rights on the Board. Each chairperson shall appoint members to their committees. Standing committees members may serve more than one term.

Each standing committee shall meet on a regular basis, at least quarterly, as determined by the committee members and approved by the Board of Directors. Each standing committee shall provide a written annual report and an update during one of the business meetings.

### **Section 11.2 – Standing Committees Composition**

The following standing committees shall be appointed:

1. Policy Committee
2. By-laws Committee

### **Section 11.2a – Policy Committee**

The Policy Committee shall be chaired by the current Policy Chair and shall include the past Policy Chair in its membership. The Policy Committee shall monitor and review legislation relating to tobacco prevention and control programs and shall determine, with the approval of the Board of Directors, the policy agenda for the TCN. The Committee shall work closely with national partners to promote effective tobacco control policy on both the state and national level.

### **Section 11.2b – By-laws Committee**

The By-laws Committee shall be responsible for creating and revising the structural documentation of the TCN as needed as determined by the Board of Directors. The Chair of the TCN shall appoint a chair of the By-laws Committee.

### **Section 11.3 – Special Committees**

The Board of Directors may appoint special committees, which will be designated as subcommittees of one of the standing committees, for a term not to exceed 2 years. The Chair shall appoint the chair of any special committee, subject to Board approval. The chair shall be a member (regular or general) in good standing with the TCN.

## ARTICLE XII – PARLIAMENTARY AUTHORITY

### **Section 12.1 – Parliamentary Authority**

The rules contained in "Roberts Rules of Order Revised Most Recent Edition" shall govern the annual business meeting of the TCN in all cases in which they are applicable and in which they are not inconsistent with these by-laws.

## ARTICLE XIII – CONFLICTS OF INTEREST

### **Section 13.1 – Conflicts of Interest**

The Board of Directors shall establish, adopt, and periodically update a written TCN statement of fiduciary responsibility that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Directors, Officers, consultants, staff members and/or agents who provide services or furnish goods to the TCN, and for maintaining confidentiality of information (whether written, oral, or contained on video tapes, audio tapes, or computer diskettes) obtained by a Director, Officer, staff member, consultant, and/or agent by virtue of his or her position as such, directly or indirectly related to the TCN. All Directors, Officers, employees, consultants, and/or agents shall abide by the written, Board-approved statement of fiduciary responsibility.

## **ARTICLE XIV - AMENDMENTS**

### **Section 14.1 – Amendments**

The Executive Committees shall have the authority to make, alter, amend and repeal the by-laws of the TCN by affirmative vote of a majority of the Committee, provided that such action is approved by a two-thirds vote of the regular membership of the TCN at a subsequent business meeting. Until such approval, the actions of the Board taken under this Article will be in effect.

*Originally adopted by the Network on April 11, 1994.*

*Approved by ASTHO Executive Committee on April 18, 1994.*

*Revised and approved by the Network on June 6, 1995.*

*Revised October 22, 1998 to reflect changes in ASTHO committee structure from Tobacco or Health Committee to Prevention Policy Committee.*

*Revised and approved by the Network on August 22, 1999.*

*Revised and approved by the Network on July 13, 2006 to reflect changes in document name and network structure*

*Revised and approved by the Network on August 14, 2012 to reflect changes in network structure.*

*Revised and approved by the Network on November 4, 2014 to reflect addition of Funders Alliance representation on the Executive Leadership Committee.*

*Revised and approved by the Network on February 12, 2016 to reflect changes in Regional Representative term limits.*

*Revised and approved by the Network on November 18, 2016 to reflect inclusion of Funders Alliance leads as Regular Members of the Network.*

*Revised and approved by the Network on May 16, 2017 to reflect changes in the number of representatives from each TCN region that can serve on the Executive Committee.*

*Revised and approved by the Network on February 2, 2018 to reflect a change in the Secretary-Treasurer position to the Communications Chair.*