

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 Network.”

ARTICLE II – MISSION AND GOALS

Section 2.1 - Mission and Goals

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

To achieve its mission, the Network works to:

- 1) Raise the priority and primacy of tobacco use prevention and control at the state, territorial and national level.
- 2) Support the needs of state and territorial tobacco control program managers and staff by promoting information- sharing, coordination, and cooperation.
- 3) Foster collaboration between state and territorial 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 Network 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 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). The Tobacco Control Program Manager may identify a Program Manager Designee. Regular members have voting privileges on all matters before the Network at annual or special membership meetings, may serve as officers if they are not Program Manager Designees, may serve as representatives of the Network, and may serve on sub-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 of the United States, in addition to the Program Manager or officially appointed representative to the Network or Program Manager Designee 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 on committees, but may not serve as officers or have voting privileges.
- d) *Voting Rights.* Each regular member has the right to vote on annual Executive Committee elections each September by electronic survey ballot as prepared by the Network Coordinating Organization. Regular members may also authorize another person, identified as the Program Manager designee, to vote for the regular member by proxy. 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. Other votes may be solicited by in-person or virtual means at the request of the Executive Committee on any other TCN business or organizational matters.

ARTICLE IV – DUES AND FISCAL YEAR

Section 4.1 – Dues

It shall be the responsibility of the Executive Committee to determine whether dues and related policies are necessary or applicable for all classes of members.

Section 4.2 – Fiscal Year

Fiscal year shall be October 1 to September 30.

ARTICLE V – COMPOSITION OF THE EXECUTIVE COMMITTEE

Section 5.1 – Composition of the Executive Committee

The Executive Committee of the Network shall be comprised of seven (7) officers, one (1) Funders Alliance Representative, and as many as eight (8) Regional Representatives. In addition to the 16 members, the Coordinating Organization of the Network shall be an ex-officio, non-voting member of the Executive Committee. The Network will strive to have at least 50% of the Executive Committee comprised of Program Managers.

Section 5.2 – Officers

The seven (7) officers of the Network shall be a Chair, Chair-elect, Immediate Past-Chair, Policy Officer, Communications Officer, Member Engagement Officer, and Health Equity Engagement Officer. A candidate for election as Chair or Chair-Elect of the Network must have served as a program manager and Network member for at least one year.

Section 5.3 – Chair

The Chair of the Network shall preside over the meetings of the Network and the Executive Committee. The Chair serves as the volunteer leader and spokesperson for the Network. 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 Network. 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 Chair-Elect shall have served on the Executive Committee for at least one prior year term. 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 Officer

The Policy Officer shall preside over the meetings of the Policy Committee and shall make recommendations to the Executive Committee regarding appropriate policy actions. The Policy Officer serves as the policy spokesperson for the Network. The Policy Officer takes office at the turn of the fiscal year and serves for two years. The Policy Officer shall collaborate with the Health Equity Engagement Officer to support integration of health equity principles in all Network policy efforts. Upon expiration of the Policy Officer's term of office, the Policy Officer 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 Network 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, they may continue to serve in this capacity provided that they are a member in good standing (regular or general) and are not engaged in endeavors inconsistent with the organization's mission as determined by the Executive Committee in its sole discretion.

Section 5.7 – Communications Officer

The Communications Officer shall work with the Network Coordinating Organization to ensure that each Network Newsletter has strong content that educates and informs Network members and national partners; to review Network

minutes taken after any virtual or in-person Executive Committee meeting before distribution to the Executive Committee; to represent Network 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 Officer will also fulfill any additional communication needs with the broader Network membership. The Communications Officer shall collaborate with the Member Engagement Officer to support optimal engagement of the Network's members. The Communications Officer assumes office at the turn of the fiscal year and serves for a two-year term.

Section 5.8 – Regional Representatives

There will be as many as eight (8) Regional Representatives, up to two from each of four regional groups. Regional groups will be defined as follows:

- Northeastern: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Washington, D.C.
- Western: Alaska, American Samoa, Arizona, California, Colorado, Federated States of Micronesia, Guam, Hawaii, Idaho, Mariana Islands, Marshall Islands, Montana, New Mexico, Nevada, Oregon, Palau, Utah, Washington, and Wyoming.
- Midwestern: Illinois, Indiana, Iowa, Kansas, North Dakota, Michigan, Minnesota, Nebraska, Ohio, Oklahoma, South Dakota, and Wisconsin.
- Southeastern: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Puerto Rico, South Carolina, Tennessee, Texas, U.S. Virgin Islands, Virginia, and West Virginia.

The Regional Representatives assume office at the turn of the fiscal year and serve for a two-year term. A candidate for election as a Regional Representative must have served as a general or regular Network 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 two-year term. A candidate for election as a Funders Alliance Representative must have served as a general or regular Network member for at least one year.

Section 5.10 – Member Engagement Officer

The Member Engagement Officer shall assist in the ongoing operation of the TCN Peer Mentor Program, be involved in the planning of in-person member events (e.g., at NCTOH), support the onboarding of new members to the Executive Committee, and be involved in the drafting and dissemination of any TCN member surveys. This Officer will serve on the Regional Representatives Workgroup to stay apprised of the challenges that TCN members are bringing to the Executive Committee. The Member Engagement Officer and the Health Equity Engagement Officer shall work together to recruit and retain diverse representation in both the Executive Committee and the Network as a whole. The Member Engagement Officer assumes office at the turn of the fiscal year and serves for a two-year term. To be elected to this role, the Officer must have at least one year of experience in another Executive Committee role.

Section 5.11 – Health Equity Engagement Officer

The Health Equity Engagement Officer shall play a leadership role in building partnerships with national partner organizations, including CDC-funded organizations working in tobacco prevention and control with underserved populations. The Health Equity Engagement Officer shall be a participant of the Policy Workgroup and the Emerging Issues Workgroup to ensure the integration of health equity principles in the functions of those workgroups. This Officer will also work to ensure the integration of health equity principles and diversity of perspective in the internal planning functions of the Executive Committee. The Member Engagement Officer and the Health Equity Engagement Officer shall work together to recruit and retain diverse representation in both the Executive Committee and the Network as a whole. The Health Equity Engagement Officer assumes office at the turn of the fiscal year and serves for a two-year term.

Section 5.12 - Program Manager Designee

State or territorial Program Managers that have served as members of the Network for at least one year may designate a staff member to serve in their place as the Program Manager Designee to represent the state or territory in the official business of the Network, except in the roles of Chair-Elect, Chair, or Past Chair. The Program Manager

must notify the Network Coordinating Organization and the Network Chair in writing of the desire to do so. The Program Manager Designee must serve as an active participant in the Region and on the Network Executive Committee as applicable. Active participation means participating in at least two-thirds of all regularly-held Regional convenings, reporting back to the Program Manager on activities and actions of the Network, and securing input from the Program Manager on recommendations, voting decisions, and other Network associated activities. Program Manager Designees may serve as Regional Representatives, as the Policy Officer, as the Communications Officer, and in other ad hoc Officer roles as determined by vote of the Network Executive Committee. To support the mutual goals of engaging leadership of state and territorial tobacco control Program Managers and to support leadership development and sustainability, Program Managers will be notified of the option of identifying a Program Manager designee concurrently whenever encouraged to contribute direct leadership service to the Network.

Section 5.13 – Network Coordinating Organization

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

ARTICLE VI –TERMS OF OFFICE

Section 6.1 – Tenure of Officers

The Chair, Chair-Elect, and Immediate Past-Chair may serve for one one-year term in each role. Upon election, the Chair-Elect shall transition into the role as Chair after one term, and then shall transition into the role of Immediate Past-Chair after one term as Chair, without the need to be elected as such by the TCN membership.. The Policy Officer, Communications Officer, Member Engagement Officer, and Health Equity Engagement Officer shall be elected to two-year terms. The Policy Officer, Communications Officer, Member Engagement Officer, and Health Equity Engagement Officer may not serve for more than two consecutive terms in the same role.

Section 6.2 – Eligibility of Officers

To be eligible for the Executive Committee, regular members of the Network must have served as a regular member for at least one year and must be in good standing. To be eligible for the Chair, Chair-Elect and Past Chair, regular members of the Network must have served as a general or regular member of Network for at least one year.

Section 6.3 – Tenure and Eligibility of Regional Representatives

The term of office for the regional representatives shall be two years. Regional representatives shall serve not more than two consecutive terms. Regional representative terms shall be staggered in the interest of maintaining institutional knowledge and continuity such that there is continual representation of a regional representative with at least one year of prior, continuous Executive Committee experience.

Section 6.4 – Tenure and Eligibility of the Funders Alliance Representative

The term of office for the Funders Alliance representative shall be two years. The Funders Alliance representative shall not serve more than two consecutive terms. Any regular or general member of any recognized Funders Alliance organization shall be eligible to serve in this position.

Section 6.5 – Term Ends at Close of Fiscal Year

All Executive Committee terms shall coincide with the start and end of the fiscal year, defined in Section 2 of Article IV.

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 as of the date of the mailing of the slate shall submit one ballot to the Network Coordinating Organization within fourteen days of the annual meeting. An eligible candidate receiving a plurality of the vote for any offices shall be declared elected. The results of the elections will be announced via e-mail or surface mail and 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 Officer, Communications Officer or Regional Representatives, the Executive Committee shall elect replacements by regular or general member by a simple majority of the Executive Committee remaining to serve for the unexpired term of their 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 Executive Committee 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 an Executive Committee 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 an Executive Committee 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 EXECUTIVE COMMITTEE

Section 9.1 – Regular Meetings of the Executive Committee

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

Section 9.2 – Special Meetings

Special meetings of the Executive Committee via conference call may be called by two (2) or more officers, and must be called by the Chair or Chair-elect. Notice of a special meeting shall be given by the Network Coordinating Organization to each Executive Committee 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 Executive Committee members in office shall constitute a quorum for any meeting of the Executive Committee. 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 Executive Committee shall be decided by an affirmative vote of a simple majority of Executive Committee members present at a meeting. Each Executive Committee member shall be entitled to one (1) vote.

Section 9.5 – Action Without Meeting

Any action required or permitted at any meeting of the Executive Committee, or a committee of the Network, may be taken without a meeting if the text of the action or resolution agreed upon is sent, as applicable, to all Executive Committee members, or to all committee members, provided that all Executive Committee 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 Executive Committee or committee members, as applicable, may participate in a meeting of the Executive Committee or a committee of the Network, 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 Executive Committee may conduct all or any part of a meeting in executive session for such purpose as it deems necessary. The Network Coordinating Organization may attend such executive sessions at the request of the Chair.

ARTICLE X - MEETINGS OF THE NETWORK

Section 10.1 – Regular Meetings of the Network

The Network may hold business meetings in conjunction with the National Conference on Tobacco or Health and/or the CDC/OSH National Tobacco Control Program Meeting.

Section 10.2: Special Meetings

Special meetings of the Network membership via conference call may be called by the Chair or Chair-elect. Notice of a special meeting shall be given by the Network Coordinating Organization to all Network 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 Network 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 Network 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 Executive Committee 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 Officer, shall be appointed by the Executive Committee to serve for terms of at least one year. With input from the Executive Committee and committees, the Chair shall appoint committee chairpersons subject to Executive Committee approval. The appointed chairperson must be a member (regular or general) in good standing of the Network. If the appointed chairperson is not an officer of the Executive Committee, they will be an ex officio officer and expected to participate in all Executive Committee meetings but will not have voting rights on the Executive Committee. 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 twice per fiscal year, as determined by the committee members and approved by the Executive Committee. Each standing committee shall provide a written annual report and/or 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 Officer and shall include the past Policy Officer 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 Executive Committee, the policy agenda for the Network. The Committee shall work closely with national partners to promote effective tobacco control policy on the state, territorial and national level. The Policy Committee shall also have a leadership role in assisting with the planning, drafting, and dissemination of the TCN Policy Recommendations Guide and will determine the frequency and scheduling of its publication in consultation with the Executive Committee.

Section 11.2b – By-laws Committee

The By-laws Committee shall be responsible for creating and revising the structural documentation of the Network as needed as determined by the Executive Committee. The Chair of the Network shall appoint a chair of the By-laws Committee. If a chair is not appointed, the TCN Chair will be the ex officio chair of the By-laws Committee.

Section 11.3 – Special Committees

The Executive Committee may appoint special committees. The Chair shall appoint the chair of any special committee, subject to Executive Committee approval. The chair shall be a member (regular or general) in good standing with the Network.

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 Network 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

If the Executive Committee decides to collect dues or has any fiduciary responsibility over any other funding sources, the Executive Committee shall establish, adopt, and periodically update a written Network 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 Network, 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 Network. All Directors, Officers, employees, consultants, and/or agents shall abide by the written, Executive Committee-approved statement of fiduciary responsibility. No TCN member shall have any conflict of interest with any company involved in the manufacturing, marketing, distribution, or sale of any commercial tobacco or nicotine-containing products, exempting any FDA-approved cessation pharmacotherapies.

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 Network by affirmative vote of a majority of the Committee. Until such approval, the actions of the Executive Committee 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 Network 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.

Revised and approved by the Network on August 20, 2019, to amend Executive Committee position terms of service, clarify Executive Committee position roles and eligibility requirements, and establish the Program Manager Designee position.

Revised and approved by the Network on July 30, 2021, to amend TCN regions, create two new Officer positions on the Executive Committee, and to adjust the responsibilities of other Officer roles in light of these changes.

Revised and approved by the Network on February 7, 2024, to amend the term of the Funders Alliance Representative, clarify the structure of TCN committees, update the conflicts of interest statement, and update the process for approving bylaws.