

# **District of Columbia Tobacco Coalition By-Laws**

## **Article I. General**

### **Section 1. Name**

The name of this Organization is District of Columbia Tobacco Coalition, hereafter known as the “Coalition”.

### **Section 2 – Interpretation**

It is the intent of the Coalition that the by-laws herein set forth are the only by-laws of the Coalition. The by-laws shall define the process by which the Coalition operates & makes decisions. If any conflict arises between Coalition by-laws and State or Federal law, State or Federal law shall prevail.

### **Section 3 – Vision & Mission**

#### **VISION STATEMENT**

The vision of the Coalition shall be to have 100% smoke free environments for all District residents & to improve the quality of life for all by reducing health risks related to tobacco use and exposure.

#### **MISSION STATEMENT**

The mission of the Coalition shall be to improve the health of the District of Columbia residents by decreasing the morbidity and mortality associated with tobacco use and exposure through education, public policy, and advocacy using culturally & linguistically competent approaches.

### **Section 4 – Fiscal Agency**

The Fiscal Agent will abide by the Coalition’s Principles for Operation. The Fiscal Agent shall conduct all of its activities under the purview of the Executive Committee led by the Chairperson. The Chairperson shall guide the Fiscal Agent on all fiscal matters pertaining to Coalition operations. The Fiscal Agent shall provide financial reporting quarterly to the Executive Committee and Coalition. The Fiscal Agent is not eligible for the Chairperson or Vice Chairperson position. The Fiscal Agent may serve on the Executive Committee in an ex-officio non-voting capacity. The contract with the fiscal agent is a yearly renewable contract.

- A. **Selection and Approval.** Any Coalition member may nominate an organization for Fiscal Agent to the Executive Committee. The Fiscal Agent shall be selected by Executive Committee by a 2/3 majority vote and ratified by the Coalition at its annual meeting or at the next regularly scheduled Coalition meeting whichever comes first.

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- B. **Removal.** Should the Fiscal Agent fail to adhere to the above guidelines or fail to comply with IRS regulations, they shall be subject to removal by the Executive Committee of the Coalition.
- a. Prior to any removal proceedings, the member must be provided with a minimum of fourteen (14) days written notice of the revocation process, and given an opportunity to provide a written response to the Executive Committee.

### **Section 5 – Dissolution**

Upon the dissolution of the Coalition, the assets of the Coalition remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such missions as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.

## **Article II. Membership**

### **Section 1 – General**

- A. **Eligibility.** Eligibility is open to any individual, organization, agency or department, private or public, profit or non-profit, which subscribes to and actively supports the mission and vision of the Coalition. Entities that have accepted tobacco funds in the past year from application date are not eligible for membership.
- B. **Admission.** Member applicants must fill out and sign a Coalition membership application, including the commitment to the Coalition's mission, goals, and conflict of interest statement. Following receipt of the completed application, a member of the Executive Committee, or a Coalition staff designee will obtain verbal commitment from the applicant to the Coalition's mission and vision as stated in the membership application. Executive Committee holds final approval of membership.
- C. **Term.** The term of membership is one year from the approval date of the application.
- D. **Withdrawal.** A member may withdraw from membership at any time. Upon withdrawal, an active member ceases to be responsible for making contributions, if any, to the Coalition for succeeding fiscal years, but is not relieved of responsibility for support commitments, if any, incurred prior to withdrawal.
- E. **Voting Rights.** Members or their proxies shall retain full voting rights at the Coalition business meetings. Voting privileges will be forfeited if the member fails to adhere to the duties of membership. The forfeiting of voting privileges will begin at the meeting following the second unexcused absence and/or without proxy. Suspension continues for one calendar year from that point.

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### **Section 2 - Member Powers and Duties**

- A. Coalition members shall act in the best interest of the Coalition's vision, mission, and goals, as stated in Article I, Section 3 of this document.
- B. Coalition members may make motions and vote at the Coalition meetings. Coalition members may attend and participate in discussion at meetings of the Executive committee and at meetings of the Coalition.
- C. Coalition members shall have one vote, and the member organization's designee must either attend, or assign a proxy in order to vote on any issue before the Coalition. A proxy shall exercise the same powers and duties as the appointed Member.
- D. Coalition Member Agencies shall hold the right to one (1) vote for the candidate of choice for each elected office of the Executive Committee and general coalition resolutions. Executive Committee and Coalition members must have the authority of the agency or organization they represent to speak on behalf of their organization or agency relative to the adoption of policy positions and the commitment of resources, including financial, staff, volunteer, in-kind, and materials contributions.
- E. Members are required to participate in at least 50% of Coalition activities. Activities in this instance constitute attendance at sub committee and general Coalition meetings.
- F. Members must attend a majority of Coalition meetings, and actively participate in at least one subcommittee.
- G. Revocation of Membership
  - a. Membership may be revoked by a two-thirds vote of the Executive Committee for good cause, which may include, without limits, behavior that constitutes a serious conflict with Article I, Section 3 of this document.
  - b. Prior to any revocation proceedings, the member must be provided with a minimum of fourteen (14) days written notice of the revocation process, and given an opportunity to provide a written response to the Executive Committee.

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## **Article III. Coalition Officers**

### **Section 1- Leadership**

The officers of the coalition will consist of the following: Chairperson, Vice Chairperson, and Secretary.

### **Section 2. – Term of office**

All officers are elected to two (2) year terms by a majority vote of the Coalition members in attendance at the annual meeting. Term of office is from January- December. A person may be elected to the same or different office to serve additional terms.

Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for Officers shall be two years. The Executive Committee shall make provisions to stagger the terms of Officers so that each year the terms such that two (2) of three (3) Officers shall expire. An Officer may be elected for a maximum of two (2) consecutive, two (2) year terms. The nomination committee will deliberate over the initial term.

### **Section 3 – Resignation & Vacancy**

Any officer may resign by giving notice in writing to the Chairperson or the Executive Committee. A vacancy of the office of Chairperson, Vice Chair, or Secretary shall be filled no later than the first regular meeting of the Coalition following the vacancy. A vacancy in any office may be filled for the unexpired term of such office.

### **Section 4. - Composition**

A Coalition officer cannot be a member of Executive Committee or Ad Hoc Committee Chair and be a member in good standing and have voting rights for both Coalition and Executive Committee business.

### **Section 5 – Conflict of Interest**

Officers shall not be associated with a tobacco company or its subsidiaries or partner organization.

### **Section 6- Duties and Responsibilities – Coalition Officers**

- A. **Chairperson.** The Chairperson shall serve as the administrator, presiding at all meetings of the members and the Executive Committee and shall have oversight for meeting arrangements, agendas, and notices. The Chairperson shall have the right to vote at Executive Committee meetings in case of a tie. The Chairperson shall oversee the activities of the Fiscal Agent and assure the integrity of the fiduciary responsibility. The Chairperson shall also perform such other duties as

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the By-laws or the Executive Committee shall specify, including representation of the Coalition at outside meetings.

- B. Vice-Chairperson The Vice-Chairperson shall perform the duties of the Chairperson in the absence of or at the request of the Chairperson and such other duties as may be assigned by the Chairperson, which may include serving as spokesperson representing the Coalition before the public.
- C. Secretary The Secretary shall provide oversight in the review of agendas, by-laws and minutes to be presented to the Council and Executive Committee, shall give or cause to be given notice of all meetings of the Committee Chairs, shall track membership, and shall perform such other duties as the Executive Committee shall prescribe.

### **Article IV. Executive Committee**

#### Section 1 – Powers

The Executive Committee is authorized to take action in the name of the Coalition. The Executive Committee shall exercise, between meetings of the Coalition, any and all powers of the Coalition. All Executive Committee action shall be by resolution of the Executive Committee.

#### Section 2 – Selection & Term

All Executive Committee members must be nominated by the Coalition membership and voted on at the Annual meeting, with the exception of the Ex-officios, for one year unless otherwise noted.

#### Section 3 - Composition

- A. The Executive Committee shall consist of the following:
  - a. Chairperson
  - b. Vice Chairperson
  - c. Secretary
  - d. 4 committee chairs
    - i. Program & Research
    - ii. Fundraising & Resource Development
    - iii. Advocacy & Policy
    - iv. Marketing & Communication
  - e. Two At Large Members
    - Youth rep (Up to age 24 and resident of the District)
    - Researcher /Clinician (Must have research project in the District of Columbia)
  - f. Fiscal Agent (Ex- Officio, non-voting)
  - g. State health organization (Ex-Officio, non-voting)

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### Section 4 – Voting Powers

Each voting member of the Executive Committee shall hold the right to one (1) vote on any motion before the Executive Committee.

The State Health organization and the Fiscal Agent will serve on the executive committee in an ex-officio capacity and not have voting rights.

The Chairperson shall vote in case of a tie vote among the executive committee.

Each member organization may only cast one (1) vote on any motion before the Executive Committee even if there is two or more representative from one agency that holds different positions on the Executive Committee.

The Coalition and/or Executive Committee may request members who have a real, or perceived, conflict of interest on certain public policy issues to abstain from voting on such issues. Abstention requests must be voted on and approved by a simple majority vote of the Coalition or Executive Committee at their respective meetings.

## **Article V. Committees**

### Section 1 – Standing Committees

The Coalition will have standing committees. Additional standing committees may be formed by a three-fourths (3/4) majority vote of members present at a meeting of the Coalition.

Standing Committees of the Coalition shall be:

- A. Program & Research
- B. Fundraising & Resource Development
- C. Advocacy & Policy
- D. Marketing & Communication

### Section 2 – Ad Hoc Committees

Ad Hoc Committees may be established by resolution of the Coalition, Executive Committee, or at the direction of the Chairperson. However, an election to be Chairperson of an ad hoc Committee does not empower one to serve as a member of the Executive Committee.

### Section 3- Committee Procedures

- A. Each committee shall have a Chairperson voted on by the Coalition membership and a separate person to act in the capacity of co-chair if deemed necessary by the Chair and Executive Committee.

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- B. Committee Members may be General or Executive Committee Members of the Coalition.
- C. Each Ad Hoc Committee shall have a Chairperson voted on by the Coalition membership.
- D. Committee Chairpersons shall preside at meetings and report all committee business and recommendations to the Executive Committee.
- E. The majority of Committee Members present shall determine all Committee recommendations.

### **Article VI. Meetings**

#### **Section 1 – General Meeting**

- A. The Coalition shall hold regularly scheduled meetings at least once each quarter of the calendar year.
- B. Regularly scheduled Coalition meetings must have an agenda sent to all members a minimum of at least seven (7) business days prior to the scheduled meeting date. Use of e-mail and facsimile (fax) are acceptable forms of notification.

#### **Section 2 – Annual Meeting**

A yearly meeting of the full Coalition membership shall be held at a time and place designated by the Executive Committee. Business to be taken up at this meeting shall include elections and such other business, as the Chairperson shall specify in the agenda of the meeting. It may take the place of a General Meeting.

#### **Section 3 – Committees**

Standing Committee meetings shall be held at least quarterly and shall be reported on at each regularly scheduled Executive Committee meeting and quarterly meeting of the Coalition. Members may attend any committee meeting in person or by telephone/video conference.

#### **Section 4 – Emergency Meetings/Sessions**

- A. Emergency meetings of the Coalition may be called at the discretion of the Chairperson with at least three (3) business days notice to all Coalition members. Use of e-mail and facsimile (fax) are acceptable forms of notification.
- B. Emergency meetings of the Executive Committee may be called at the discretion of the Chairperson with at least twenty-four (24) hours notice to the full Executive Committee. Executive Committee must be notified via telephone.

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Coalition Members will receive notice that the special Emergency Executive Committee meeting is to take place.

- C. Emergency committee meetings may be called at the discretion of each Chairperson with twenty-four (24) hours notice to all committee members. Committee members must be notified via telephone.

### Section 5 – Quorum and Proxy Defined

- A. A quorum is obtained when a simple majority of the voting members is present at the meeting.
- B. The quorum for the Executive Committee is defined as 50% of the voting members of the Executive Committee.
- C. A quorum of Standing Committee members is not required for action to be taken by a Standing Committee.
- D. If a quorum is not obtained in a general Coalition meeting or Executive Committee meeting, reports may be given and business may be discussed, but no resolutions may be passed.
- E. If a Coalition or Executive Committee Member must be absent from a meeting, they may vote by proxy or assign an alternate representative to vote on their behalf and represent their best interests. To vote by proxy or assign an alternate representative, notification must be given to the chair of the meeting in writing or via email.

### Section 6 – Passage of Resolutions

Unless otherwise specified by Coalition by-laws, motions before the Coalition shall pass into Resolution upon garnering a simple majority of the voting Members present. Unless otherwise specified by Coalition by-laws, motions before the full Coalition or the Executive Committee do not require prior notice before passing.

### Section 7 – Custody of the Minutes

The minutes of meetings of the Coalition, Executive Committees shall be the property of the Coalition and shall be retained in the custody of the Secretary of the Coalition, Fiscal Agency, and the State Health Agency for archival purposes.

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### Section 8 - Procedure

All Coalition and Executive Committee meetings shall be conducted in accordance with Robert's Revised Rules of Order. In the event of conflict between Robert's Revised Rules of Order and Coalition by-laws, Coalition by-laws shall prevail.

#### **Article VII. Conflict Transformation Process**

The basis for the Conflict Transformation Process is described in the Reaching for Higher Ground: A guide for preparing for, and transforming conflict for tobacco control coalitions. Members shall follow and complete the Conflict Transformation Suggestions prior to initiating more formal means of conflict resolution.

Any person with a grievance relating to the operation or activities of the Coalition may present their case in writing directly to the Executive Committee. The Executive Committee shall address the grievance at the next regularly scheduled meeting and by majority vote will decide if there is merit and propose specific solutions. The Executive Committee shall respond in writing, regarding a decision on the merit and proposed solution of the grievance, within thirty (30) days of the meeting at which the grievance was addressed.

#### **Article VIII. Conflict of Interest**

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project or development that is being considered by the Coalition, or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare known affiliations in writing and shall abstain from discussion and voting on any related issues. A conflict of interest shall be deemed to exist if that person is a member of the same immediate family (spouse, son, daughter, father, mother, brother, or sister) of the beneficiary of any action of the Coalition.

#### **Article IX. Amendment of Coalition By-laws**

- A. DEFINITIONS:
  - a. Amendment: Addition or deletion of articles to the by-laws
  - b. Revision: Changes to current articles of the by-laws
- B. All meetings and activities shall be conducted in accordance with Coalition by-laws. Coalition by-laws cannot be suspended.
- C. These by-laws may be amended at any meeting of the Coalition by a  $\frac{3}{4}$ -majority vote, provided members of the Coalition have been given a two (2) week written notice of intent to amend, and the proposed amendments are specified. Use of e-mail and facsimile (fax) are acceptable forms of notification.