

Smokefree Guilford By Laws

Article I: Name

The name of the organization is Smokefree Guilford.

Article II: Mission and Purpose

A. Mission- Smokefree Guilford consists of independent individuals, public, private, professional and nonprofit organizations, service and citizen groups and businesses working together to coordinate the promotion of smokefree policies and environments in Guilford County, North Carolina.

B. Purpose – The purpose of Smokefree Guilford is to promote health, protect the public and workers by eliminating public exposure to secondhand smoke in Guilford County, North Carolina. Smokefree Guilford will seek a local exemption from GS-143-595-601, a law passed by the North Carolina legislature in 1993 prohibiting any local government from banning smoking in public places, as well as support public policy at the local or state level which would overturn or weaken this law.

Article III: Membership and Organization

A. Eligibility – Membership in Smokefree Guilford is open to any organization, business, agency, nonprofit or individual who supports its mission and purpose.

Conflict of Interest Statement

Smokefree Guilford members shall have no direct ties to the tobacco industry, including any business that manufactures, markets, or sells tobacco products. To avoid any real or perceived conflict of interest between the members of Smokefree Guilford and tobacco manufacturing and related entities, member organizations must not currently represent or accept any grants or anything of value from any tobacco manufacturer, distributor, or other tobacco-related entities. The only exception is when these grant funds or items of value are totally for NON-tobacco related purposes and do not present any danger of promotion of or use of tobacco products or otherwise conflict with policies and programs known to prevent and reduce tobacco use. Should there be any conflict, members should state their conflict and disqualify themselves from a vote. Should the Smokefree Guilford Executive Committee feel that there is any intent to influence or lessen any policy effort by any member due to any tobacco industry linkage, the Executive Committee shall have the authority to review and terminate the membership status of any Smokefree Guilford member.

B. New Members – Groups and individuals wishing to become members of Smokefree Guilford shall submit a membership information form to a member of the Executive Committee of Smokefree Guilford. Upon submission of the form, they shall become a voting member and be added to the database.

C. Statement of Diversity and Inclusiveness – Smokefree Guilford understands that the current and future strength of promoting policies for smokefree air for a healthier North Carolina emanates from diversity of participation and inclusivity. Smokefree Guilford shall endeavor to recruit a membership that

is diverse and truly representative of Guilford County as a whole, including diversity by, but not limited to gender, age, race/ethnicity, sexual orientation and socio-economic class.

D. Membership Responsibilities – Members are asked to make a commitment to Smokefree Guilford by actively participating in the following ways:

- (1) Active participation in at least one Smokefree Guilford committee is strongly encouraged, although not required. Committees will provide the primary opportunities to contribute to the development of policy positions and strategies as well as organizational structure and process.
- (2) Promotion of Smokefree Guilford goals and agenda through each organization's network, in the case of organizational members.
- (3) Attendance by members or their designee (in the case of organizational members) at Smokefree Guilford membership meetings and committee meetings as schedule permits.
- (4) Smokefree Guilford members must give permission to use their names and/or images on all Smokefree Guilford documents and in connection with actions/policies approved by members. Any organization not willing to have its name printed on Smoke Free Guilford documents may indicate so on the membership form.

E. Membership Revocation/Withdrawal - Any member who fails to meet the membership requirements or is determined to have a material and/or perceived conflict of interest with the mission or goals of Smokefree Guilford may be removed at any time by the Executive Committee. Any organization being considered for removal may request a vote on the matter by the full Smokefree Guilford membership.

Members may voluntarily withdraw from membership in Smokefree Guilford at any time.

Article IV: Decision-Making Process

Consensus in decision-making will be sought. Consensus is defined as: "1) A decision that is acceptable to all group members; 2) Development of adequate support, so that a decision is seen as legitimate and able to be implemented successfully."

If consensus cannot be achieved within a timeframe for a given decision, decisions will be made utilizing Roberts Rules of Order by a majority vote (50% + 1) of the members present and voting. Any Smokefree Guilford member may call for a roll call vote.

Voting

A. Voting Responsibilities of Members –

In instances when consensus cannot be reached, Smokefree Guilford members are eligible to vote on all matters that come before the membership.

B. Voting Privileges -

1. Voting by Organizational Members – Although Smokefree Guilford will strive to make decisions by consensus; there will be times when votes need to be taken. With all voting matters, each organizational member shall be entitled to one vote at any general meeting or by mail or e-mail ballot. If the designated representative cannot attend a meeting where a vote takes place, a proxy vote may be designated to another representative of that member organization or to another meeting attendee. Member organizations may have more than one representative attending meetings, however they may have only one vote per member organization. No individual may serve as representative for more than one organization, or simultaneously as representative for an

organization and as an individual member. Any member must designate on their membership form whether they serve as an individual, or an organizational member.

2. Voting by Individual Members – Individual members shall be entitled to one vote at membership meetings or by mail or e-mail ballot.

3. Unless otherwise specified in this document, decisions shall be made upon a majority (50% + 1) vote of those present and voting at any general meeting.

C. Methods of Voting – To maximize member participation and discussion of important issues requiring votes, the preferred method of voting will be at the regular membership meetings of Smokefree Guilford. However, when necessary, the Executive Committee may decide to put a vote to the membership via the use of a mailed or e-mailed ballot to members on Smokefree Guilford’s membership list. Voting will occur by voice, show of hands, ballot at the request of a member and for the election of officers, or by mailed or e-mailed ballot. Ideally the membership shall be given two week’s notice by e-mail of a vote at the next membership meeting. In urgent situations, the membership shall be given at least 5 working days notice by e-mail that a vote will take place at the next membership meeting.

Article V: Meetings

A. Meeting Frequency - Regular meetings and committee meetings of Smokefree Guilford shall take place on dates and at locations to be determined by the Executive Committee. Meeting dates and location for the upcoming year will be shared with the membership no less than 2 weeks before a membership meeting. Additional meetings may be called by the Executive Committee as needed to deal with urgent matters – notification will be made no less than 5 working days in advance of urgent meetings.

B. Notice of meetings - Written notice of meetings shall be e-mailed to each member no less than 2 weeks in advance of each meeting.

C. Chairing of Meetings – Smokefree Guilford meetings will be led by the Chair or Vice-Chair or in their absence by the Secretary, or by any member of the Executive Committee.

D. Quorum – Voting members present at a regular membership meeting shall constitute a quorum for the purposes of voting. Smokefree Guilford meeting minutes shall list those members present and what organizations they represent. At least 5 members must be present to conduct official business.

E. Meeting Minutes – The Secretary shall see that the meeting minutes are made available to members prior to the next membership meeting.

Article VI: Executive Committee

A. Composition of the Executive Committee - The Executive Committee shall be comprised of Smokefree Guilford officers (chair, vice-chair, secretary and treasurer) and all committee chairs as well as a Public Health Advisor, a non-voting position. Smokefree Guilford officers will be elected by the membership, and committee chairs by the membership of each committee through a nomination process. The Public Health Advisor position will be an appointed position given to the CDC-funded coordinator of the Guilford County Tobacco use Prevention Coalition. This is a non-voting position for the purpose of coordinating efforts between the Tobacco Use Prevention Coalition and Smokefree Guilford. This position cannot become involved in lobbying efforts. This position will serve as the chair of the

Education committee. All members of the Executive Committee must be members of a member organization or an individual member of Smokefree Guilford. In order to promote leadership consistency and continuity, should an organizational member be elected to a position on the Executive Committee, this position is understood to be held by *that person only*, and the member organization may not designate another person to serve as an officer of the Executive Committee in their place. If a person who is an organizational member, and not an individual member, cannot complete their term of office, the position must be filled by election according to the by-laws. With the exception of the Educational Committee, a member may not hold more than one position on the Executive Committee, including committee chair positions. In the case of the Education Committee, the Public Health Advisor will also chair the Education Committee.

B. Terms of Office –Smokefree Guilford officers and committee chairs shall be elected for one two-year term beginning in January. Officers shall not serve more than two consecutive terms. If any office is vacated during a term, the position shall be filled for the remainder of the existing term by a nomination and a vote at the next membership meeting after the vacancy occurs.

C. Meetings of the Executive Committee - The Executive Committee shall meet regularly, ~~but not less than monthly,~~ as established by the Chair and Vice Chair and approved by the Executive Committee. Additional meetings may be called by the Chair or Vice Chair as needed. Meetings of the Executive Committee can be conducted by phone, e-mail, or in person.

D. Responsibilities of the Executive Committee – The Executive Committee shall supervise and direct the affairs of Smokefree Guilford within the limits of these "By-Laws," consistent with this document and applicable State and Federal laws, rules and regulations.

The Executive Committee shall ~~also~~ be responsible for content management of the Smokefree Guilford website and approval of database and membership information access and use. It shall act on behalf of Smokefree Guilford and actively pursue its purposes. The membership sets overall policy and the Executive Committee has the authority to implement that policy. Actions of Executive Committee members collectively and individually will promote the formal policy positions adopted by Smokefree Guilford membership. The Executive Committee has the authority to act on behalf of Smokefree Guilford outside of regular meetings or when a meeting cannot be convened, consistent with approved actions and policies of Smokefree Guilford. All actions of the Executive Committee shall be reported to Smokefree Guilford membership at the next scheduled meeting or by e-mail. If it becomes necessary to remove a member of the Executive Committee, including Officers, Chairs and Vice Chairs of Committees, a 2/3 vote of the full Executive Committee will be required for such removal.

Minutes of Executive Committee meetings and full membership meetings shall be taken by the Secretary and made available to members by e-mail before the next membership meeting.

Due to varying funding sources available to Smokefree Guilford, the responsibilities of the Executive Committee will depend on whether Smokefree Guilford has paid staff. The responsibilities below will be taken on by the Executive Committee when Smokefree Guilford has no paid staff.

When staffed, the Executive Committee will be responsible for:

1. Hiring, supervision, performance review, and termination of Executive Director/staff.
2. Timely responses in reviewing, making changes as needed and approving the administrative functions as described in section F below when brought forward by the Executive Director/staff.
3. Approval of personnel procedures, such as hiring of additional staff, consultants or interns when brought forward by Executive Director/staff.

E. Additional Responsibilities - The Executive Director will be responsible for the following with approval by the Executive Committee or appropriate committee:

1. Planning the agenda for Smokefree Guilford membership meetings.
2. Preparing a strategic plan and recommending periodic updates for approval by Smokefree Guilford membership.
3. Developing and adjusting processes that ensure ongoing input from members.
4. Appointing a Nominating Committee of at least three individuals in October of each year to prepare a slate of officers for election.
5. Implementation of broad policies and procedures approved by membership.

F. Decision-Making Process - Executive Committee meetings will be led by the chair or vice-chair or, in their absence, by the secretary. Consensus in decision-making will be sought. If consensus cannot be achieved, decisions will be made by a simple majority vote of the members present and voting. Each member serving on the Executive Committee shall be entitled to one vote at any Executive Committee meetings. Any Executive Committee member may call for a roll call vote.

G. Quorum – Voting members present at a regular Executive Committee meeting shall constitute a quorum for the purpose of voting. The Executive Committee meeting minutes shall list those members present. At least 6 members of the Executive Committee, including either the Chair or Vice Chair, must be present to conduct business. At least 2/3 of the Executive Committee must be present to vote in order to remove any member of the Executive Committee.

Article VII: Smokefree Guilford Officers

A. General Responsibilities - The chair, vice-chair, secretary and treasurer, also known as the elected officers, as well as committee chairs shall be elected by the membership of Smokefree Guilford. The elected officers and the Public Health Advisor will meet at the call of the Chair or Vice-Chair to act for Smokefree Guilford when the Executive Committee or the membership cannot reasonably meet.

B. Nominating Process – The term of office for officers shall begin in January of each year. Smokefree Guilford officers and committee chairs shall be elected by the membership via a nominated slate process. A Nominating Committee of three members shall be appointed by the Executive Committee in October of each year.

The Nominating Committee shall issue a call for nominations to the Smokefree Guilford membership in October. The Nominating Committee shall report the slate of nominees at the following membership meeting. Nominations may also be taken from the floor at the time the slate is presented to the membership. The vote on the proposed slate shall be held at the following month's membership meeting.

To maintain continuity for the organization, it is strongly recommended that candidates for Smokefree Guilford Chair have previous experience serving on the Executive Committee. Finally, it is strongly recommended that the Nominating Committee consider diversity among candidates for offices in terms of ethnicity, age and other factors that assure representation of Guilford County.

C. Officers' Responsibilities:

1. Chair - The chair shall be the principal officer of Smokefree Guilford. He or she shall serve for no longer than two consecutive two-year terms. He or she will perform the following duties:

- Preside at all membership meetings and functions of Smokefree Guilford as well as meetings of the Executive Committee;
- Serve as spokesperson for Smokefree Guilford, or select a designee, formally representing Smokefree Guilford in its relations with the public, all levels of government and the press;
- Oversee operations and activities;
- Promote policies that further the purposes of Smokefree Guilford, at the direction of the membership;
- Check and respond to all e-mail and voice mail messages on behalf of the coalition, or designate another volunteer to do so.

2. Vice-Chair - The vice-chair shall serve for no longer than two consecutive two-year terms. He or she will perform the following duties:

- Assume the power, duty and responsibilities of the chair in his/her absence.
- Other duties and responsibilities delegated to him or her by the chair or Executive Committee.

3. Secretary - The Secretary will serve for no longer than two consecutive two-year terms and will be responsible for the following:

- Carry out the powers, duties and responsibilities of the chair in the absence of the chair or vice-chair
- Other duties and responsibilities delegated to him or her by the chair or Executive Committee.
- Record minutes for all Executive Committee and membership meetings, and designate a replacement to perform said duties when absent.
- Review and ensure timely distribution of the minutes of all Executive Committee and membership meetings.
- Notify the membership and Executive Committee of scheduled meetings and votes.
- Maintain and update the membership list, and corresponding e-mail groups and mailing lists.

4. Treasurer - The Treasurer shall serve for no longer than two consecutive two-year terms. He or she will perform the following duties:

- Work with the Executive Committee and fiscal agent to manage and record and disperse any funds secured through fundraising efforts, donations or by other means;
- Prepare and submit any reports required by funding sources, such as grant reports or other paperwork, under the direction of the Executive Committee.
- Report at the membership meetings of Smokefree Guilford, or when called upon to do so by the chair.
- Maintain the financial books of the organization:
The treasurer shall keep an account of all monies received and expended by Smokefree Guilford or for its use, and shall request disbursements as authorized by the Executive Committee and such other Officers as the Executive Committee may designate. Smokefree Guilford Executive Committee shall designate a fiscal agent. All monies received and expended shall be according to the guidelines of the fiscal agent, and shall be reported to the Executive Committee by the treasurer.

Article VIII: Committees of Smokefree Guilford

Organizational committees will carry out the bulk of Smokefree Guilford's work. Committees will serve as the primary venue for contributing to the development of positions and strategies as well as structure and processes. Smokefree Guilford members are encouraged to participate in as many committees as they have time and resources to devote, though members are expected to participate in at least one committee.

A. Committees of Smokefree Guilford include:

Coalition Building Committee – This committee shall be responsible for recruitment and orientation of new members, soliciting signed smokefree resolutions, and event planning. In addition to planning the coalition's own events, this may involve attending small events, meetings, and general awareness events of other organizations in the community.

Media Committee –The primary focus of this committee will be media efforts, including arranging for both earned and paid media. This committee will also be responsible for updates on content of Smokefree Guilford website and will obtain approval from the Executive Committee for database and membership information access and use. The goal of the media efforts will be to educate the public and promote the policy initiatives of Smokefree Guilford.

Advocacy Committee - This committee will focus on communication with City/ County/ State officials with the purpose of advancing smoke free air policy efforts and legislation.

Resource Committee –This committee will focus their efforts on the development of financial and in-kind resources to advance the work of the coalition through grant-writing and development of in-kind resources from community partners.

Education Committee – This committee will be responsible for development of educational packets, materials, and other education efforts aimed purely at increasing public awareness about the dangers of secondhand smoke. This committee may conduct these efforts with the assistance of the Advocacy Committee, the Media Committee, or the Coalition Building Committee, as appropriate. This committee may be comprised of staff members from the local Department of Public Health, who might otherwise be prohibited from lobbying efforts. The Public Health Advisor (staff person from the Tobacco Prevention Coalition) will serve on the Executive Committee in this capacity as a non-voting member. This committee will be responsible to update any printed materials or packets, as needed.

Nominating Committee- This committee of three individuals will be appointed in October of each year and serve for three months to prepare a slate of officers for Smokefree Guilford. Any organizational or individual member may serve on the committee. Should individuals already serving on the Coalition Building Committee wish to serve in this capacity, they may do so.

Ad Hoc Organizational Committees - The Chair or Vice Chair may appoint ad hoc committees based on projects and needs. Examples of ad hoc committees might include a By Laws Committee called together periodically to review and amend the by-laws.

B. Committee Chairs/ Vice Chairs

Committee Chairs/ Vice Chairs will be determined by the membership of the committee. The responsibilities of committee chairs/ vice chairs include the following:

- Lead committee meetings and develop meeting agendas;
- Issue notices of meetings, see that minutes of meetings are recorded and sent to committee members and Executive Committee Chair.

- Bring urgent action items or policy issues to the attention of the Chair and Executive Committee.
- Work with committee members and Smokefree Guilford membership to promote and implement policy priorities.

C. Committee Membership

Membership in Smokefree Guilford committees is open to all members. It is expected that each member will actively participate in at least one committee.

D. Committee Meetings

Members shall be notified by e-mail of the time and the place of committee meetings no later than five working days in advance of the meeting. Meetings will be called by the committee chair as needed.

E. Committee Voting

In all voting matters, consensus will be sought. When a vote is necessary, a majority (50% +1) of the voting members present shall carry the issue. Member organizations may have more than one representative attending a given committee meeting, however they may have only one vote per member organization. To constitute a quorum, votes must be obtained (by phone, e-mail, or in person) from at least 2/3 of designated committee members on any matters which requires a vote.

Article IX - Amendments to the "Smokefree Guilford By-Laws"

Any member of Smokefree Guilford may propose amendments to the "By-laws." Proposed amendments shall be presented to the Executive Committee no later than (6) six weeks before a full membership meeting in order to be considered. The Executive Committee will ensure that any proposed amendments are mailed or e-mailed to the membership no later than (2) two weeks before the same meeting. Amendments must receive a majority (50% +1) vote of all members present and voting at the meeting or a majority (50% +1) of votes of returned ballots if the vote is conducted by e-mail.