

[Sample Coalition ByLaws]

MASSACHUSETTS COALITION FOR A HEALTHY FUTURE BYLAWS

1. **Statement of Background.**

The Massachusetts Coalition for a Healthy Future (MCHF or the Coalition) was formed to promote the successful passage of the Question 1 tobacco tax initiative campaign of 1992 and to establish the Health Protection Fund. The 25-cent per cigarette pack tax increase lowered tobacco consumption – especially among youth – and provided funding for a statewide tobacco control program and a K-12 comprehensive school health education program.

Since that time, the Coalition has maintained its commitment to public health by advocating for optimal funding of the Massachusetts Tobacco Control Program, by educating the legislature about the value of the program and by mobilizing grassroots volunteers. In addition to protecting the spirit and intent of Question 1, the Coalition has advocated for statewide laws that complement the work of local tobacco control efforts and cannot readily be achieved at the local level.

2. **Mission Statement.**

The mission of the Coalition is to advocate for funding and policies that support and advance tobacco control and prevention with the intention of reducing tobacco use, the leading cause of preventable death and disease in the Commonwealth, and reducing the public's exposure to secondhand (environmental tobacco) smoke. The Coalition strongly recommends that members join a Committee or a Workgroup as outlined in Section 8 of these bylaws.

3. **General Strategies.**

Coalition strategies to achieve our mission are to:

- Maintain optimal funding for the Massachusetts Tobacco Control Program;
- Develop and implement innovative public health policies, based upon sound scientific and public health principles, to reduce tobacco use in the Commonwealth;
- Promote local and statewide public health policies that reduce the exposure of Massachusetts citizens to environmental tobacco smoke, including smoke-free worksites and public places;
- Support local tobacco control initiatives and promote state and federal measures that will enhance these initiatives;

- Oppose statewide and federal measures that may preempt local tobacco control initiatives or weaken tobacco control standards for the Commonwealth;
- Direct Multistate Master Settlement Agreement (MSA) funds in Massachusetts toward the stated purposes of the MSA: tobacco control and public health initiatives;
- Educate the public regarding the need for stronger statewide and local tobacco control policies and regarding the purposes and uses of the MSA;
- Expand access to treatment programs, including nicotine replacement therapy, and promote coverage of these programs by Medicaid and state employee health programs as well as private insurers and managed care providers;
- Foster "best practices" in tobacco control and serve as a national model for their implementation; and
- Collaborate on regional interstate activities.

4. **Membership.**

Voting membership is open to any organization that is interested in furthering tobacco control in the Commonwealth of Massachusetts and agrees to support the Coalition's Mission Statement. An individual, not associated with an organization, may be invited to be a non-voting member of the Coalition.

5. **Chair and Vice-Chair - Terms and Duties.**

A. Chair.

1. Term.

Two years, renewable for an additional two-year term if the Coalition so votes. If the Chair resigns during his or her unexpired term, the Vice-Chair shall succeed as Chair for the remainder of the Chair's term, and shall be eligible for election to two full terms as Chair. However, the total successive years served as Chair shall not exceed five years. Upon the expiration of the Chair's second full term, the Vice Chair shall automatically succeed as Chair, renewable for an additional two-year term if the Coalition so votes.

2. Duties.

- a. Announce, chair, facilitate and build agenda for general and special general meetings;
- b. Appoint and remove chairs, vice-chairs or co-chairs and members of each committee and workgroup of the Coalition ensuring adequate representation of each constituency within the Coalition;

- c. Participate as an ex officio member of all committees;
- d. Represent the Coalition to the public and the media; and
- e. Make timely decisions between general and special general meetings with consultation of the Advocacy Committee and ratification by the entire Coalition.
- f. With vice-chair, jointly appoints the at-large members of the Executive Committee.

B. Vice-Chair.

1. Term.

Two years, renewable for an additional two-year term if the Coalition so votes. If the Vice Chair resigns during his or her unexpired term or is elevated to the position of Chair, the position of Vice Chair shall be filled by election for the remainder of the Vice Chair's unexpired term and shall be eligible for election to two full terms as Vice Chair. However, the total successive years served as Vice Chair shall not exceed five years.

2. Duties.

- a. Perform all of the above-described duties of the Chair in the Chair's absence;
- b. Perform those additional duties delegated by the Chair; and
- c. Participate as an ex officio member of all committees.
- d. With Chair, jointly appoints the at-large members of the Executive Committee.

C. Re-election of Chair and Vice-Chair.

Nothing shall prevent a past Chair or Vice-Chair from submitting his or her name to the Nominating Committee for consideration as a candidate for Chair or Vice-Chair in any future election, provided that at least one year has elapsed since that individual has held the office of Chair or Vice Chair.

6. Executive Director.

Under the direction of the Chair, the Executive Director shall be responsible for managing grants and contracts; managing contractors and sub-contractors pursuant to grants and contracts; fundraising; participating as a non-voting ex officio member of all committees; maintaining the records, minutes and financial statements of the Coalition; hiring, supervising and disciplining staff; maintaining a current list of membership organizations and non-voting members; issuing the agenda and the minutes of the general meetings and all committee meetings; providing regular updates via email on the progress of committees and workgroups; providing notice of meetings pursuant to these bylaws; coordinating committee activities; and other responsibilities as determined by the Coalition.

7. Meetings.

a. GENERAL MEETINGS: General meetings shall take place quarterly. Unless otherwise scheduled by the membership, such meetings shall be held on the last Wednesday of the month. If a change is made in the date, time or location of the meeting, the Executive Director shall notify all members of such change at least two weeks prior to the new meeting date.

b. SPECIAL GENERAL MEETINGS: The Chair may call a special general meeting. The Executive Director shall notify all members of the date, time and location of such meeting at least one week prior to the meeting date.

c. ANNUAL MEETING: An Annual Membership Meeting may be held. It may take the place of a General Meeting.

d. COMMITTEE MEETINGS: Members of each committee shall decide the date, time and location of its regular meetings. Each such committee Chair may call a special committee meeting and shall be responsible for notifying the members of the committee of the date, time or location of all regular and special meetings at least one week prior to the meeting date.

8. Committees.

Efforts will be made to ensure that, at a minimum, representatives from tobacco control organizations, local official member organizations, volunteer organizations, professional associations and such new constituencies that become members will be included in each committee. Any Coalition member may attend any committee meeting. Committee chair appointments shall be reviewed annually by the Chair. Committees may create and oversee Workgroups to assist in meeting policy goals. The committees shall be, but are not limited to, the following:

a. Executive Committee: This committee shall be comprised of the Coalition Chair, Coalition Vice Chair, Coalition Executive Director (as a non-voting member), Advocacy Committee Chair, Membership Committee Chair, Fundraising and Development Committee Chair and four at-large seats. Applications from any Coalition member interested in serving in this committee will be reviewed by the Coalition Chair and Vice Chair who will make appointments from these applications. Initially, two at-large members will serve until January 1, 2004 and two at-large members will serve until July 1, 2004. Thereafter, appointments will be made for one-year terms. This committee shall be the decision making body of the Coalition for policy implementation and strategy when the full Coalition is not in session but will report to the full Coalition. This committee shall meet at least monthly in those months that the quarterly general meetings do not take place.

b. Bylaws Committee: This committee shall review and propose amendments to the bylaws of the Coalition. This committee reports to the full Coalition.

c. Nominations Committee: This committee shall review candidates for the

position of Chair and vice-Chair and nominate one candidate for each of the two positions. Individuals may notify this committee if they wish to be considered for either position. This committee reports to the full Coalition.

d. Fundraising and Development Committee: This committee shall maintain the Coalition's capacity through identifying and cultivating funding sources. The policy recommendations of this committee shall become the official position of the Coalition only if approved by the full Coalition according to Section 9 of these bylaws. This committee reports to the Executive Committee.

e. Advocacy Committee: This committee shall meet at least monthly and is open to all Coalition members. This committee shall review public health policy, legislation and regulation on tobacco control measures and shall make recommendations to the full Coalition on specific legislative and policy issues. The policy recommendations of this committee shall become the official position of the Coalition only if approved by the full Coalition according to Section 9 of these bylaws. This committee shall then develop and implement legislative, grassroots and media strategies to enact policies only after having been approved by the full Coalition according to Section 9 of these bylaws. This committee reports to the Executive Committee and, as needed, to the Membership Committee

f. Membership Committee: This committee shall develop and implement strategies for membership development and recruitment approved by the Coalition. The membership development and recruitment strategy and other recommendations of this committee shall become the official strategy of the Coalition only if approved by the full Coalition according to Section 9 of these bylaws. This committee reports to the Executive Committee and, as needed, to the Advocacy Committee.

Additional committees may be established by the Chair as necessary.

9. **Voting.**

Any vote put before the general membership by the Chair shall be at a general meeting at which a quorum is present. For purposes of these bylaws a quorum shall mean seven member organizations. Votes are limited to one vote per organization if such organization exists on the most recent membership list. Prior to the vote, the organization shall provide the name of the member authorized to vote. It will be the sole responsibility of each participating organization to see to it that a member is present for any vote. No proxy votes shall be allowed. Electronic participation will be allowed.

Any vote put before the Executive Committee by the Chair shall be at an Executive Committee meeting at which a quorum is present. For purposes of these bylaws a quorum shall mean a majority of its members.

There will be four categories of voting:

a. General meeting and Executive Committee category votes shall deal with

noncontroversial issues involving the general course of business of the Coalition including legislative, grassroots and media strategies to enact policies . Votes in this category will be voted only on by those present at a general or special general meeting or a meeting of the Executive Committee at which a quorum is present by simple majority.

- b. Bylaws category votes shall deal with changes to the Coalition's bylaws. Votes in this category will be voted on by a super majority of 3/4, at a membership or special meeting at which a quorum is present. Final wording of any bylaw changes to be voted upon will be mailed to the whole voting membership at least seven calendar days before the next general meeting.
- c. Policy Endorsements category votes will deal with endorsements of policy-that will become the formal position of the Coalition. Votes in this category shall be conducted at a general meeting or a meeting of the Executive Committee at which a quorum is present. Policy endorsements shall only become the formal position of the Coalition if approved by members by a consensus vote approaching unanimity.
- d. Election of Chair and Vice-Chair:
 - 1. Nominations: Nominations for Chair and Vice-Chair shall be proposed by the Nominations Committee and shall become the endorsed nominees of the Coalition if approved by a simple majority of members at a general or special general meeting at which a quorum is present. The Nominations Committee, in determining recommendations for the positions of Chair and vice-Chair shall take the following qualifications into account: leadership and communication skills; public health background; public policy background; legislative and regulatory experience; medical experience; and management and organizational skills. Any individual may self-nominate or nominate an individual different from the nominees proposed by the Nominations Committee. October 1 of even-numbered years shall be the deadline for Nomination Committee recommendations. November 1 of even-numbered years shall be the deadline for the complete list of candidates. This list of candidates shall be distributed by the Executive Director to all members no later than November 5.
 - 2. Elections: Elections shall take place no later than December 7 of even-numbered years. The Chair and Vice-Chair shall be elected by a simple majority of members by paper ballot at a general or special general meeting at which a quorum is present. The terms of the Chair and Vice-Chair shall commence on January 1 of odd-numbered years.

10. **Fiscal Responsibility.**

The American Cancer Society is the fiscal and administrative agent for the Coalition.

11. **Effective Date.**

The effective date of these bylaws is February 18, 1998. These bylaws shall remain in effect unless and until amended in part or rescinded in their entirety according to section 9b. above. Amended on October 31, 2001. Amended on February 24, 2003. Amended on December 1, 2004.