TOBACCO FREE KANSAS COALITION BYLAWS

Changed June 25, 2020

Article I. Name

Section 1.
The name of this organization is to be Tobacco Free Kansas Coalition, Incorporated (“the Coalition”).

Article II. Vision, Mission and Core Values

Section 1.
Mission: To eliminate tobacco use among Kansans through advocacy, education and collaboration
Core Values: Tenacity, Evidenced Based Decision Making, Leadership, Passion, Strategic Action, Innovation, Integrity.

Article III. Membership

Section 1.
Application for membership shall be open to any individual or organization who supports the mission of the Coalition

Membership in the Coalition shall be granted upon a majority vote of the Board of Directors.

Section 3. Rights and Privileges.
Rights and privileges of individual or designated representative organizational members shall include: eligibility to hold office, to serve on committees, to attend meetings, to participate in debate, and to cast one vote on coalition voting issues. There is no proxy voting permitted.

Section 4. Dues.
The Board of Directors reserve the right to institute dues for membership, if deemed necessary by annual financial review, and due on July 1 for each applicable year.

Section 5. Refusal and Forfeiture of Membership.
Membership in the Coalition may be terminated by a vote of the Board of Directors for non-compliance with membership responsibilities.

Article IV. Board of Directors

Section 1. Board Responsibilities.
The business and the affairs of the Coalition shall be managed by the Board of Director, as outlined in the Operational Handbook. Directors receive no compensation other than reasonable reimbursement of their expenses while conducting business in the name of the Coalition.

Section 2. Board Composition.
The Board of Directors shall have up to 16 and not fewer than 11 directors, including an assigned representative from each of the four Founding Directors (American Cancer Society, American Heart Association, American Lung Association, and Kansas Department of Health and Environment), a representative from the Kansas Cancer Partnership, six designated representatives from defined Kansas regions, and up to five representatives from non-designated regions.
Section 3. Voting.
Each director will have only one vote. Provided, however, that the Kansas Department of Health and Environment and its successor, shall not have the right to vote.

Section 4. Eligibility.
To be eligible to serve on the Board of Directors, each nominee must have been a Coalition member in good standing.

Section 5. Election and Terms.
With the exception of the Founding Directors and the representative of the Kansas Cancer Partnership, the Board of Directors shall be elected according to the procedure stated in Article VI. Section 2 of these Bylaws. Directors will have staggered terms of service, whereby one-third of the Directors are elected each year to achieve continuity of governance of the Coalition. Directors’ terms will be limited to two (2) consecutive, full terms (3 years) per Director with the exception of the Founding Directors and the Kansas Cancer Partnership representative and their successors. There are no lifetime maximum number of terms served for each eligible member. Terms begin on July 1.

Section 6. Meetings.
The Board of Directors shall meet in-person or by use of communications technology that is available to all Directors at times deemed appropriate by a consensus of the Board. The Board of Directors shall maintain a record of all its proceedings and will report all of its activities during the annual Coalition meeting.

Section 7. Removal.
Three (3) consecutive unexcused absences from required Board of Directors meetings will be reviewed by the other Directors and may constitute forfeiture of the office if so determined by a majority vote of the remaining Directors, provided however, the Director, so removed, may appeal the action to the membership at the first annual meeting following removal.

Section 8. Vacancies.
If a vacancy occurs on the Board of Directors, the remaining directors shall appoint a Coalition member in good standing to fill the unexpired term, in consultation with the Nominating Committee.

Section 14. Quorum.
A majority of the voting members of the Board of Directors shall constitute a quorum.

Article V. Officers

Section 1. Officers.
The Officers of the Coalition include a President, Vice President, Secretary, Treasurer, and the Immediate Past President. No person shall hold more than one office concurrently.

Section 2. Eligibility.
To be eligible to hold an office, each nominee must be a current member in good standing.

Section 3. Election Procedure.
Officers are elected from and by the current Board of Directors with a simple majority vote at the first meeting following the annual meeting of the membership.
Section 4. Terms.
Officers will begin serving their term at the first meeting following election. Officers serving for the first time in any position will undergo an orientation period and assume full responsibility of their roles as outlined in the Operational Handbook at the January Board meeting (or a maximum of six (6) months after election). Each officer shall serve a term of two years and serve no more than two (2) consecutive terms in that office.

Section 5. President.
The President shall be the chief elected officer and spokesperson for the Coalition and shall serve duties, as outlined in the Operational Handbook.

Section 6. Vice President.
The Vice President shall, in the event of disability of the President or at the direction of the President, perform the duties and exercise the powers of the President, along with additional responsibilities outlined in the Operational Handbook.

Section 7. Secretary.
The Secretary shall have the responsibility for the maintenance of all minutes of meetings, policies and procedures, and organizational records, as outlined in the Operational Handbook.

Section 8. Treasurer.
The Treasurer shall have the responsibility for maintaining records of all funds and securities of the Coalition and delegation of financial functions as outlined in the Operational Handbook.

Section 9. Past President.
The Past President shall have the responsibility to assist the Board of Directors in the maintenance of continuity of leadership from one administration to the next, as outlined in the Operational Handbook.

Article VI. Election Procedures

Section 1. Nominating Committee
The Nominating Committee is responsible for recommending eligible members to fill each vacant Director position and one Nominating Committee position prior to the annual meeting. The Committee shall consist of three (3) members, who serve staggered terms of three (3) years each. No member of the Committee may serve more than one (1) consecutive term.

Section 2. Election Procedures.
The number of Directors to be elected annually will be determined by the Board of Directors. The Nominating Committee solicits nominations for vacant positions on the Board of Directors and Nominating Committee from membership and recommends a slate of candidates to be voted on by membership. Membership must be notified of candidates at least two weeks prior to the annual meeting. New Directors and Nominating Committee members are elected by a simple majority of votes cast by the Coalition members in attendance at the annual meeting. Terms start on July 1.

Article VII. Committees

Section 1. Executive Committee
The Executive Committee is comprised of the President, Past-President, Vice-President, Secretary, Treasure, and one (1) non-officer Board member appointed by majority vote. The Executive Committee has full authority to take action on behalf of the Board for time-sensitive or critical decisions that must be made between meetings of the full Board. Provided, however, the Executive Committee shall not have the authority to make changes to “Bylaws”. Each Executive Committee member has only one vote.
(Section 1. Executive Committee continued)
Proxy voting is not allowed. In order to approve any actions by the Executive Committee, all members must be counted present and a unanimous vote must be reached. In the event the Board does not meet the minimum required number of Directors, the Executive Committee shall meet and act as the full governing Board, with the above stated requirements for approved actions still in effect.

Section 2. Nominating Committee
The Nominating Committee is an elected standing committee, as described in Article VI, Section 1.

Section 3. Ad Hoc Committees
Committees may be established by the Board of Directors and reviewed annually.

Article VIII. Amendments
Section 1.
These bylaws may be amended by a majority vote of the voting members present at any Coalition meeting, after having been given two weeks’ advance notice of the proposed amendment(s).

Article IX. Liability
Section 1.
The Coalition shall indemnify any director, officer, employee, or agent, or former agent of the Coalition against expenses incurred in connection with the defense of any action, suit, or proceeding in which that individual is made a party by reason of being or having been such member, director, officer, employee, or agent, except in matters that the individual has been adjudged liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights that may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Bylaw Change History:

<table>
<thead>
<tr>
<th>Date</th>
<th>Approval Process</th>
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<tbody>
<tr>
<td>06-25-20</td>
<td>Approved by a majority of coalition members attending Coalition Annual Meeting</td>
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<tr>
<td>06-09-20</td>
<td>Submitted for review by membership with discussion planned for 06-25-20.</td>
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<tr>
<td>06-27-19</td>
<td>Approved by a majority of coalition members attending Coalition Annual Meeting</td>
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<tr>
<td>06-13-19</td>
<td>Submitted for review by membership with discussion planned for 06-27-19.</td>
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<td>06-21-18</td>
<td>Approved by a majority of coalition members attending Coalition Annual Meeting</td>
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<tr>
<td>06-07-18</td>
<td>Submitted for review by membership with discussion planned for 06-21-18.</td>
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<td>05-25-17</td>
<td>Approved for submission to full membership by TFKC Board of Directors.</td>
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<tr>
<td>10-19-17</td>
<td>Approved by a majority of coalition members attending via conference call</td>
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<tr>
<td>11-08-16</td>
<td>Approved by a majority of coalition members attending via conference call</td>
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<td>06-11-15</td>
<td>Approved by a majority of coalition members attending the Coalition Annual Meeting</td>
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<td>06-13-13</td>
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<td>07-15-09</td>
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<td>06-18-09</td>
<td>Approved for submission to full membership by TFKC Board of Directors.</td>
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<tr>
<td>07-12-07</td>
<td>Membership and financial records bylaws approved by full coalition membership</td>
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<tr>
<td>01-27-04</td>
<td>TFKC/KSKI merger changes approved by full coalition membership</td>
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<td>01-06-04</td>
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