SRNT
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SOCIETY FOR RESEARCH ON NICOTINE & TOBACCO

BYLAWS

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ARTICLE I
NAME

The name of this organization is the "Society for Research on Nicotine and Tobacco, Inc."

ARTICLE II
DEFINITION AND DISSOLUTION

1. *Definition*. SRNT is a scientific society, home for researchers, students, and others dedicated to answering questions about nicotine and/or tobacco in research domains including pre-clinical, clinical, public health, behavioral, epidemiological, and policy/regulatory science. SRNT is an international organization with members located around the globe.

As a membership association, SRNT supports members' professional, educational, networking, and career development needs. SRNT presents educational conferences and other online training opportunities; publishes a scientific journal; brings members with common interests together through topical Networks; and supports the unique needs of students, post-docs, and early career investigators.

In its role as convener, SRNT brings together researchers from multiple countries, from diverse backgrounds, across multiple disciplines, who represent a diversity of viewpoints on issues of concern to the nicotine and tobacco research community. SRNT facilitates the generation and dissemination of new knowledge and the debate of rigorous science to address challenging public health questions regardless of the direction the evidence leads. SRNT is dedicated to presenting balanced views on unresolved scientific issues, promoting dialogue and empowering researchers to make their own informed decisions.

SRNT is committed to being an anti-racist organization, actively working to expand the depth and breadth of opportunities for SRNT's members of color, as well as LGBTQ+ and dis- or differently abled members, and supporting the research conducted within these communities.

SRNT recognizes that numerous different species of tobacco plants are sacred to many Indigenous populations since time immemorial. Cigarettes and other commercial tobacco products, manufactured for the purpose of nicotine dependence by a profit-driven industry, should not be conflated with sacred tobacco, used for Indigenous ceremonial purposes. Sacred tobacco was appropriated by early European explorers and later co-opted by European settlers, industrializing, and modifying tobacco for commercial purposes as a plantation crop. This activity was fueled by colonization and was a driving factor in the incorporation of African slave labor.

2. Dissolution. If the Society should be dissolved, the Board will, after paying or making provision for the payment of all of the liabilities of the Society, distribute the remaining assets of the Society to one or more organizations operating for exempt purposes within the meaning of Section 501(c)(3) of the US Internal Revenue Code (or corresponding provisions of any future tax code), and/or to a US Federal agency for a public purpose.

ARTICLE III
MEMBERS

1. *Membership.* There are six categories of membership as set forth below. Membership application presumes and implies support for the stated mission of the Society; the Board may require confirmation as part of the membership application/renewal process.

A) ***"Member" Category*** is for people with experience or demonstrated participation in nicotine/tobacco scientific research including but not limited to pre-clinical, clinical, public health, and public policy research with scientific, health professional, or training beyond the undergraduate level, or people who otherwise meet membership criteria set forth by the Board.

B) ***"Student Member" Category*** is for people who are currently enrolled in undergraduate or graduate-level training in a relevant field. It offers reduced dues and registration fees established by the Board. To maintain Student Membership, individuals must submit verification of matriculation at a college, university, or other higher learning institution each year.

C) ***"Transitional Member" Category*** is for people within the first two years of receipt of their terminal degree and offers reduced dues and registration fees established by the Board.

D) ***"Retiree Member" Category*** is for people who have retired from full-time paid employment. Retirees engaging in part-time paid employment, totaling no more than 20 hours per week are eligible for retired member status. Retired members enjoy all rights of membership.

E) The status of "***Fellow***" is a distinction conferred by the Society in recognition of outstanding contributions to the field and the Society. The designation of "Fellow" is subject to approval by a majority vote of the Board of Directors.

F) The status of "***Charter Member***" is a distinction conferred by the Society on members who enrolled by August 31, 1994, when SRNT was founded**.**

2. ***Revocation of Membership.*** A member may be suspended or expelled from the Society following a two-thirds vote of the Board. The Board will develop a transparent policy to address just cause and a process for how charges will be handled, including notification, information to be gathered, and how a member may refute the charge(s). The Board will consider reinstating membership on a case-by-case basis for those former members who have been expelled, considering the specific cause for expulsion.

3. ***Authorities Related to Membership.*** The Board of Directors has the authority to set dues, create new membership categories, set membership eligibility criteria, and undertake or delegate responsibilities related to membership in the Society.

ARTICLE IV
OFFICERS AND DIRECTORS

1. ***Officers, Directors, and Duties.*** The Officers and duties of officers are as described in this section or as otherwise provided by law.

A) ***President.*** The President is responsible in all matters, stated or implied, related to the welfare, stature, and volunteer roles/responsibilities of the Society. The President schedules and chairs the meetings of the Board and the membership. The President will perform other duties required by the office or as prescribed by the Board. The President cannot hold any other position on the Board while in office. The Executive Director reports directly to the President.

B) ***President-Elect.*** In case of the absence, temporary inability to serve, or resignation of the President, the President-Elect will perform the duties of the President. The President-Elect will work closely and cooperatively with the President on all executive matters and participate fully in Board deliberations.

C) ***Past President.*** The Past-President will preside at meetings in the absence of both the President and President-Elect. Additional duties of the Past President will be documented in the Board's Policies and Procedures. The Past President will work closely and cooperatively with the President on all executive matters and participate fully in Board deliberations.

D) ***Treasurer.*** The Treasurer is responsible for overseeing Society funds, investments, and, in coordination with staff, payment of bills, all in line with IRS regulations and policies of the Board. The Treasurer will report on the financial condition of the Society to the Board and the general membership at the annual members' meeting. Additional duties of the Treasurer will be documented in the Board's Policies and Procedures. The Treasurer will work closely and cooperatively with the President on all executive matters and participate fully in Board deliberations.

E) ***Secretary.*** The Secretary is a non-voting, non-elected administrative role assigned to the Executive Director. The Secretary is responsible for taking and maintaining minutes of all meetings and any other tasks as outlined in US non-profit laws.

Additional duties of the Secretary will be documented in the Board's Policies and Procedures. The Secretary will work closely and cooperatively with the President on executive matters as invited and participate fully in Board deliberations.

F) ***Member Delegates.*** Member Delegates (minimum of three; maximum of eight) are charged with representing the broad-based interests of the membership.

- One person will be elected by the full membership as the Member Delegate At Large.
- Up to seven additional Member Delegates will be elected by members within the following broadly defined geographic regions if the total number of members residing in a given region equals five percent or more of the total membership of SRNT:
    - Africa;
    - Asia;
    - Europe;
    - Latin America (defined for this purpose as South America, Central America and Mexico);
    - Middle East;
    - North America (defined for this purpose as Canada and the United States); and
    - Oceania (defined for this purpose as Australia, New Zealand, and the islands of the South Pacific).

  If membership within any of the above geographically defined groups falls below five per cent of the total membership of SRNT, the corresponding Member Delegate position will be ended at the conclusion of the term during which the shortfall occurred. If a Member Delegate moves out of the geographic region he or she was elected to represent, the seat will be forfeited and considered vacant.
- Members living in the broadly defined geographic regions that do not have the minimum number of members necessary to elect a Member Delegate shall, collectively, vote for one Member Delegate to represent those regions, provided the total number of members in the unrepresented regions equals five per cent or more of the total membership of SRNT.

G) ***Student Member Representative***. Student members will elect one representative. This is a voting position.

2. *Eligibility for Elected Office.* SRNT is foremost a research society; therefore, eligibility to hold elected office, other than the Student Representative position, is reserved for those members with experience in the design, conduct, analysis, and dissemination of research. Evidence of such experiences may include but is not limited to authorship on peer-reviewed publication(s); executive-level position experience in research organizations; participation as key personnel on a federal or state-funded (or international equivalent) or foundation-funded peer-reviewed project(s); or other documented evidence related to nicotine and tobacco research, such as conducting studies where information, data, or evidence is gathered, analyzed, presented, and disseminated.

If an experience/education/related question arises, the Leadership & Inclusion Committee (formerly Nominations Committee) will determine eligibility.

3. ***Election.*** The President-Elect, Treasurer, and At-Large Member Delegates will be elected by the full membership. Only members residing in a region represented by a Member Delegate may participate in the election of that region's Member Delegate. Only Student members may participate in the election of the Student Member Representative.

4. ***Terms of Office.*** All elected Board terms are three (3) years, except the Student Member Representative.

> **A)** The President, President-Elect, and Past-President will serve a one-year term for each office, for a total of three (3) years as an elected member of the Board of Directors.
> **B)** The Treasurer may serve for no more than two consecutive terms of three (3) years.
> **C)** Member Delegates may serve for no more than two terms, with a period of at least one year separating the second term from the first.
> **D)** The Student Member Representative will serve a term of one (1) year. Student Member Representatives are eligible to serve two consecutive terms in this specific role. If they transition from "Student Member" to "Member," former Student Member Representatives may run for other elected office.

Individuals serving as either Treasurer or Member Delegate are eligible to run for the office of President-Elect during the final year of their current elected role.

5. ***Vacancies.*** If the office of President becomes vacant, the President-Elect will fulfill the unexpired term; whether this person continues to serve as President during the year following the conclusion of the unexpired term will be at their discretion, subject to approval from a majority of the Board.

If the office of President-Elect becomes vacant, a special election will be held. In the interim, there will be no President-Elect. The Past President or a Member Delegate may volunteer to serve in this position temporarily; the Board must approve appointment to this temporary position.

If the office of Treasurer or Member Delegate becomes vacant with less than one year remaining in the term, the President, with the approval of a majority of the Board, will appoint a member to complete the term. If more than one year in the term remains, a special election will be held. If the office of Student/Transitional Member Representative becomes vacant, the President, with the approval of a majority of the Board, will appoint a member to complete the term.

If the office of the Past President becomes vacant, an individual who has previously served as Past President may be appointed to fill the vacant office by the President, with the approval of a majority of the Board.

ARTICLE V
BOARD OF DIRECTORS

1. *Functions.* The Board of Directors (Board) is the governing body of the Society. The Board is responsible for the supervision, control, and direction of the affairs of the Society, its activities, committees, and publications; actively prosecutes its objectives; and supervises the disbursement of its funds. The Board has the authority to approve policies and procedures, available for member review, to conduct Society business.

2. *Removal.* Failure by any Board member to carry out assigned duties, or unexcused absences from two consecutive Board meetings, are grounds for removal from office and from the Board; removal will be decided by a two-thirds vote of the Board. Should informal discussions with designated representatives of the Board fail to resolve the problem, the person in question will be given written notice of the Board's intention to remove them 30 days before voting for removal so that they may prepare and present a defense.

3. *Board Meetings*. Meetings of the Board will be held at least twice during each administrative year at such time and at such place as the Board prescribes. The President may invite others to attend any Board meeting as a guest or ex-officio. A Board majority is necessary to pass a motion. Motions passed will be recorded in the meeting minutes. Board meetings may be held in person or virtually; Board members unable to attend a meeting in person may participate virtually.

4. *Executive Committee*. The Executive Committee may act in place of the Board of Directors when time does not permit the convening of the full Board, or if the Board assigns specific responsibilities to the Executive Committee.

The Executive Committee will comprise the President, President-Elect, Past-President, and Treasurer. The Executive Director, in their administrative capacity of Secretary, may be invited to attend Executive Committee discussions at the discretion of the President.

5. *No Compensation*. No officer or member of the Board of Directors of the Society may receive a fee for any services rendered to the Society.

6. *Conflict of Interest*. Board members with a real or perceived conflict of interest including a vested interest in the outcome of a particular discussion, will recuse themselves from deliberations and votes related to stated conflicts.

ARTICLE VI
VOTING AND MEMBER MEETINGS

1. ***Voting in Elections.*** All members of the Society are eligible to vote.
    - A) Each Member will have one vote.
    - B) In the election of directors and officers, the member receiving the most votes will be elected.

C) The Board of Directors will develop a transparent policy for addressing discrepancies, should any occur over the course of an election or vote of the membership. Resolution should strive to ensure the will of the membership is carried out.

2. ***Time, Place, and Call.*** An annual members' meeting will be held at a time and place (including virtual) determined by the Board.
    A) Special meetings may be called by the Board.
    B) Special meetings will be called by the Secretary upon receipt of a written demand, signed by at least ten (10) percent of the membership. The date and month specified will not be less than two (2) nor more than three (3) months from the date of the written demand.

3. ***Notice.*** Members must be notified of a special meeting in a timely manner. The process of notifying members of a special meeting will be detailed in a Policy of the Board.

4. ***Membership Action.*** A quorum must be present to formally vote on any issues in person. Twenty (20) per cent of the membership will constitute a quorum. A majority of the votes cast will determine the outcome.

5. ***Membership Action without Meetings.*** Issues may be brought to the membership for a vote outside of a meeting of the members. Twenty (20) percent of the membership must participate in the voting process either in writing or electronically. A majority of the votes cast will determine the outcome. The outcome of the vote will be included in the minutes of the next Board meeting.

6. ***Procedure at Meetings.*** The meetings and proceedings of the Society will be regulated and controlled according to "Robert's Rules of Order" for Parliamentary procedure, except as may be otherwise provided by these Bylaws.

ARTICLE VII
COMMITTEES, NETWORKS AND CHAPTERS

Eligibility to Participate in SRNT Groups. All members are eligible to serve as leaders or members of SRNT Committees, Networks, Chapters, and any other member groups seated by the Board.

1. ***Committees.*** The Board of Directors may establish Committees to function on behalf of the Board with respect to operational or matters of interest to the Society.
    A) The Board may dissolve Committees that are no longer needed.
    B) The President will appoint the Chair or Chairs, pending approval by a majority vote of the Board. The President will strive to maintain diversity in committee chairs.
    C) All committee chairs and members must be members of the Society.

D) Committee chairs have the authority to appoint members to their committee with final approval by the President; diversity among committee members should be a priority.
E) Committee Chairs are not authorized to speak on behalf of the Society.

2. There will be at least three (3) standing committees:

The **Leadership Identification and Inclusion Committee** will invite suggestions from the membership for nominations for those offices that are vacant or are about to expire, allowing at least twenty-one (21) days for such suggestions.

A) The Past President or another Society member with a strong understanding of elected leadership roles, to be appointed by the President with support from the Board of Directors, will chair the Committee.
B) The Committee will create the ballot with the names of at least two qualified candidates in each category; at least one name should be from the list of names submitted by the membership.
C) If no nominations were received for a particular position from the membership, the Committee will identify at least two eligible SRNT members willing to run for office.
D) The Committee will strive to maintain diversity among SRNT's officers including a balance among the discipline, gender, and race/ethnicity.
E) At least thirty (30) days before the annual meeting of members for any year, the Committee will release to the membership the slate for the election of officers.
F) The Board will develop a practical, fair, and transparent policy addressing ties or other unforeseen challenges encountered during the election process.

Additional duties directly related to the nomination and election process may be assigned to the Leadership Identification and Inclusion Committee by the Board.

Finance Committee. The Committee is responsible for recommendations to the Board regarding fiscal policy, including but not limited to recommendations regarding investment and management of Society reserves.

A) The Treasurer chairs the Finance Committee.
B) The Finance Committee determines accounting and fiscal procedures in line with IRS best practices and will propose annual budgets for approval by the Board.
C) If mid-year variances to the budget are of sufficient concern to the Committee, the Treasurer will bring the variances to the attention of the Board of Directors.

Additional duties may be assigned to the Finance Committee by the Board of Directors.

Program Committee. This Committee is responsible for planning the educational content of the Annual Meeting.

3. ***Networks.*** Networks are topically driven volunteer groups intended to promote member interaction and to advise the Board on significant issues in different areas of nicotine and tobacco research.
   - A) All members may participate in one or more Networks. The Board will set policies for creating and dissolving topical Networks, to function with respect to matters of research discipline or other common interest.
   - B) The President will appoint Network Chairs, pending approval by a majority vote of the Board of Directors. The President will strive to maintain diversity in Network Chairs.
   - C) Network Chairs are not authorized to speak on behalf of the Society.
   - D) All Network Chairs, Co-chairs and Network members must be members of the Society.
   - E) Additional processes, responsibilities and expectations will be included in SRNT's Policies & Procedures.

4. ***Chapters***. Chapters are geographically defined member groups chartered to facilitate regional educational and networking opportunities among members and to increase the scope and reach of the Society.
   - A) Endorsement by a majority of the Board is required to confer Chapter status.
   - B) Creation of individual Chapters is unrelated to elected member representation on the Board of Directors.
   - C) Chapters may be formed by SRNT members who, by virtue of geography, have chosen to work together on research, education, networking, or other projects related to the Society's mission.
   - D) To be recognized as a Chapter, members from the proposed body must petition the Board of Directors and meet any other such requirements as the Board may specify.
   - E) Chapters may formally represent themselves as an SRNT affiliate and are authorized to use the SRNT logo on official documents and communications. However, Chapters are not authorized to speak on behalf of the Society itself.
   - F) Chapters must be aligned with SRNT on mission, values, and policies, although SRNT acknowledges that regional differences may result in region-specific policies. However, Chapter policies may not directly conflict with SRNT's mission or values.
   - G) Chapter status can be revoked in the case of serious infractions, such as ignoring violations of scientific ethics by individual members of the group, condoning activities that compromise the Society's credibility, major fiscal irregularities, or repeated violations of the Society Bylaws. Revocation of Chapter status requires a majority vote of the Board.
   - H) The Society is not responsible for Chapter activities nor is the Society liable for contractual defaults or financial deficits of Chapters.

5. Other member groups. The Board of Directors may form new member groups that do not fit any of the above descriptions to meet the clearly defined needs of a group or groups of Society members.

ARTICLE VIII
AMENDMENTS

Bylaws may be amended or repealed at the initiative of the membership or the Board of Directors. Sixty (60) percent of votes cast must support the bylaws changes to be adopted. Electronic or mail ballots may be accepted.

ARTICLE IX
SPECIAL FUNDS

The Board of Directors may create special funds to support programs, projects, or activities including but not limited to global development; scholarships (travel and educational); research; and country/region-specific projects. How such funds are created and administered will be detailed in a Policy of the Board.

ARTICLE X
DISCLOSURE OF FINANCIAL CONFLICTS OF INTEREST

1. ***Running for Office.*** Before being placed on the ballot, members running for elected office must provide full, written disclosure of all potential conflicts of interest and full disclosure must be made of activities and funding sources from the previous 5 years, as well as current funding sources or future funding sources that have been arranged but have not yet taken effect, that could influence, or have the appearance of influencing, one's nicotine- and commercial tobacco-related positions and activities or give the appearance of bias in the execution of duties or functions on behalf of the Society. The financial disclosure requirement applies to immediate family members (i.e., parents, spouse, children, grandchildren) as well as to the member. Disclosure statements must be available to SRNT members during the election period.

2. ***Committees and Networks.*** Before final approval by the Board of Directors, individuals under consideration to chair SRNT Committees and Networks must provide full, written disclosure of all potential conflicts of interest and of funding sources from the previous 5 years, as well as current funding sources or future funding sources that have been arranged but have not yet taken effect, that could influence, or have the appearance of influencing, one's nicotine- and commercial tobacco-related positions and activities or give the appearance of bias in the execution of duties or functions on behalf of the Society. Committee and Network Advisory Committee members will likewise disclose to their respective Committee chairs all potential conflicts of interest and funding sources from the

previous 5 years, in accordance with the requirements for Committee Chairs. The financial disclosure requirement applies to immediate family members (i.e., parents, spouse, children, grandchildren) as well as to the member.

3. ***Availability of Disclosure Statements.*** Disclosure statements of elected officials, appointed chairs, or Society members who otherwise represent SRNT in a formal or official capacity to individuals and/or groups outside the Society must be available to SRNT members and must be updated annually.

4. ***Presenters at SRNT-Sponsored Programs.*** Full, written disclosure of potential conflicts of interest and funding sources pertaining to the work being presented will be required of all individuals (non-members and members) presenting at SRNT-sponsored events. Presenters' disclosure statements must be made during any presentation, be it oral or poster. The financial disclosure requirement applies to immediate family members (i.e., parents, spouse, children, grandchildren) as well as to the member.

5. ***Addressing Breaches.*** Members who are found to be in breach of the above disclosure requirements or who fail to disclose will be subject to review and action by the Board of Directors. The review process will be detailed in a Policy of the Board.

ARTICLE XI
NON-DISCRIMINATION

There will be no discrimination based on color, race, religion, creed, national origin, age, sex, gender, gender identity, sexual orientation, marital status, disability, or physical appearance in decisions concerning membership eligibility, Committee assignments or office, or concerning any other business or activity of the Society.

ARTICLE XII
NON-FINANCIAL CONFLICTS OF INTEREST

1. No Officer, Board member, Networks, Chapter or Committee member may vote on any matter involving them in a conflict of interest.
2. A vote as to whether an actual conflict of interest exists shall be decided by a majority of votes of the body involved in the matter, but excluding the vote of the individual who is deemed to have a potential conflict of interest in the issue.
3. The process for reviewing and resolving conflicts of interest will be detailed in a Policy of the Board.

ARTICLE XIII
INDEMNIFICATION

1. The Society will, to the fullest extent permitted by law, indemnify its Officers, Board Members, employees and volunteers, and their respective heirs and personal representatives against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys' fees, incurred in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, asserted against the Officer, Board Member, employee or volunteer by court action, or otherwise, because such person was an Officer, Board Member, employee or volunteer of the Society and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the Society, and was not unlawful, unethical or immoral.
2. Expenses so incurred by any persons in defending any such action, suit or proceeding will, at their request, be paid by the Society in advance of the final disposition of the action, suit or proceeding to the full extent that advancement of expenses may be permitted by applicable law.
3. To assure adequate indemnification, the Society will purchase and maintain appropriate Directors and Officers liability insurance coverage.

ARTICLE XIV
POLICIES, PROCEDURES, AND CODES

1. The Board or designated committee(s) may develop policies and procedures as necessary and appropriate to facilitate the operations of the Society.
2. Codes intended to regulate behaviors, such as ethics or conduct at an Annual Meeting, may also be developed.
3. Policies, procedures, and codes must be approved by a majority of the Board in order to be implemented.