

Bylaws Breastfeeding USA, Inc.

A Nonprofit Public Benefit Corporation

ARTICLE 1. ORGANIZATION

Section 1. Name and Offices

1. The name of the organization shall be Breastfeeding USA.
2. The principal office of the corporation shall be in the County of Ontario, in the State of New York. The corporation may also have offices at such other places, within or without the state of New York where it is qualified to do business, and as the Board of Directors may from time to time determine.

Section 2. Purposes

1. The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation which may be amended as required.
2. Breastfeeding USA, Inc. will provide evidence-based information and support, and promote breastfeeding as the biological and cultural norm. This is accomplished through a network of accredited breastfeeding counselors and comprehensive educational resources for the benefit of mothers and babies, families, and communities.
3. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Fiscal Year

The fiscal year of the corporation shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE 2. MEMBERSHIP

Section 1. Membership Classes

Breastfeeding USA will have a class of Voting Members with requirements and rights designated below. The Board may also designate classes of non-voting members.

Section 2. Eligibility for Voting Membership

Voting membership with its associated rights and privileges will be open to eligible volunteers who have met the criteria as outlined in the Breastfeeding USA Policy Manual and whose names and addresses are recorded in the roster of voting membership. Voting Members shall include accredited Breastfeeding Counselors and other volunteers making significant contributions to the organization beyond informal participation at the local level.

Section 3. Dues

Dues may be levied upon all voting members by the Board of Directors. The Board is authorized to set the amount of dues and make them payable at such times or intervals as the Directors may prescribe. To maintain voting rights, voting members must be current in payment of any membership dues levied by the organization or have received a waiver of dues payment at the discretion of the Board of Directors.

Section 4. Meetings

1. **Annual Meeting** - A meeting of the voting members of the organization shall take place annually. The meeting shall be presided over by the President of the Board, or a chairperson designated by the Board of Directors. The specific date, time and location of the meeting will be designated by the chairperson. The voting members shall elect directors to the board, receive reports on the activities, direction and finances of the organization, and be provided an opportunity to address the board and membership. The Annual Meeting may be held in electronic format.
 1. **Notice of meetings:** Notice of the annual meeting shall be given to each voting member, not less than 30 days prior to the meeting
 2. **Quorum:** The members present at any properly announced meeting shall constitute a quorum.
 3. **Voting:** All issues to be voted on with the exception of the vote for Directors, and the provisions for amending the bylaws (Article 3 Section 4 and Article 5 Section 2) shall be decided by a simple majority of those present at the meeting in which the vote takes place, either by voice, by the raising of hands or by electronic ballot. The vote for Directors will be by secret ballot which may be cast at the annual meeting or previously through mail or electronically at the discretion of the board.
2. **Special Meetings-** Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. Voting members of the organization may also call a special meeting by presenting to the Board of Directors a petition signed by twenty percent (20%) of the voting members (electronic signatures are acceptable). Notice of special meetings shall be given to each voting member not less than 20 days prior to the meeting.

Section 5. Rights of Members

The rights, interests, and privileges of each voting member of this organization will be equal and further defined in the Breastfeeding USA Policy Manual.

Section 6. Termination of Membership

Membership in this corporation will terminate upon any of the following:

1. Receipt by the Board of Directors of the written or verbal retirement or resignation of a voting member;
2. Failure of a voting member to maintain the qualifications of membership as set forth in these Bylaws;
3. Failure of a voting member to maintain agreed upon organizational standards and ethics as stated in the Policies which this corporation and its members have accepted.

Section 7. Grievances

The Board shall at all times maintain a standing Grievance Committee. Any person whose voting membership has been terminated by the Board, or has had membership privileges revoked by the organization, can request that the Grievance Committee convene in order to initiate a review of the actions taken, according to the provisions outlined in the Policy Manual. The services of the committee must be requested within 60 days of the action taken. Exceptions may be made upon appeal to the Grievance Committee.

ARTICLE 3. BOARD OF DIRECTORS

Section 1. Board Role, Size, and Compensation

1. The board is responsible for overall policy and direction of Breastfeeding USA, and may delegate responsibility of day-to-day operations to the committees and or staff.
2. The board shall have up to thirteen (13), but no fewer than five (5) directors.
3. The board shall serve without compensation except that board members shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular Board duties.
4. Each director shall be at least eighteen years of age.
5. A candidate for election to the Board must be a voting Member in good standing in Breastfeeding USA for at least six (6) months prior to the date of nomination.

Section 2. Terms

1. All duly elected board members shall serve a term of three years. Each director shall hold office until the expiration of the term and until a successor has been elected and or until one's resignation or removal.
2. Directors may be removed for cause, which may include, but is not limited to nonfulfillment of duties as required by these bylaws, misconduct, theft or misrepresentation of our organization, all by majority vote of the board members.
3. Directors may serve up to two consecutive terms. A director seeking a second term shall run for reelection.
4. Any board member that completes two consecutive terms must wait two years before running for the Board of Directors again.
5. If a director is not able to fulfill his/her term of office, the board shall appoint an interim member, giving first consideration to the most recent election candidates. Individuals who are ineligible to run for Board of Directors positions under Section 2 c above may not be appointed as interim Board members. Board appointments will be announced to the voting members within 30 days of the decision.
6. If the interim board member serves a term of less than two (2) years, that term will not count as a first term, and the board member will subsequently be eligible to serve for two consecutive full terms.

Section 3. Meetings

1. The board shall meet at least twice each year, at an agreed upon time and place. An official board meeting requires that each board member be given written notice at least 30 days in advance through normal board communication methods. Board meetings may be held in electronic format. The board meetings are open to voting members for observation only, with the exception of meetings in closed session. Voting members may attend a closed session by invitation of the board. Minutes shall be accessible to the general membership, with the exclusion of closed sessions.
2. A quorum is reached when at least 66% of the seated directors are present. No business of the organization may be conducted in the absence of a quorum, and the only action shall be to adjourn the meeting. The Directors present at a meeting in which a quorum is initially present, may continue to do business notwithstanding the loss of the quorum due to a withdrawal of Directors from the meeting, provided that any action taken thereafter must be approved by at least a majority of the required quorum for the meeting.
3. The Board may take action and conduct the business of the organization by unanimous written consent without a meeting.

4. The Board shall conduct business using *Democratic Rules of Order*. The board shall make every effort to make decisions by consensus and using civil discourse. If consensus is not achieved and an issue before the board is time sensitive, the board will vote on the issue. Minutes shall note the vote and the result. If matters are not time sensitive, they will be held over for further discussion at a later date, and shall be placed on the agenda of the following regularly scheduled meeting of the board, under old business. If consensus is not reached on old business items, the President may call for a motion, directors may make a motion and will vote on the issue.

Section 4. Board Elections

1. Six (6) months prior to an election, the Board shall appoint an Election Committee Chair who shall have the duty to gather no fewer than three committee members, none of whom may be candidates for director. The committee shall conduct the search for qualified and eligible board candidates, accept nominations of candidates, and conduct a fair and open election which will culminate and be certified by the Inspectors of the Election at the Annual Meeting of Breastfeeding USA.
2. Ballots shall be made available to all voting members, no later than thirty (30) days prior to the Annual Meeting. Ballots and all relevant candidate information shall be distributed in a format that allows all members access. Candidates may only campaign for votes among the members through approved methods, as outlined in the Breastfeeding USA Policy Manual.
3. Voting members will be provided a means to cast their votes confidentially.
4. Returned ballots will be confidential and shall be retained for further inspection for a period not less than one year and remain in the custody of the Inspector of the Election.
5. Inspector of the Election shall be appointed by the Election Committee and be responsible for the accuracy and certification of the Board election results. Certification entails verifying that the paper and electronic ballot count for each director is accurate and that ballots were cast solely by eligible members. The Inspector will certify the election results in writing and will provide these to the Chair during the Annual Meeting of the organization. The Inspector shall remain neutral throughout the election process, neither campaigning, nor showing favoritism for a particular candidate. A current, acting or interim Board member may not serve in this position.
6. Newly elected board members shall take their seats on the board the first day of the month following the election, October 1. Outgoing Board members will relinquish their positions the last day of the month of elections, September 30.

Section 5. Board Officers

Officers of the Board of Directors shall be a President, Vice-President, Secretary and Treasurer, nominated and elected by the board at the first meeting of the fiscal year. They shall be known as the Executive Committee. Any authority given to the Executive Committee shall be written in the Breastfeeding USA Policy Manual.

1. The President

- o Shall preside at all meetings of the board of directors
- o Shall present at each annual meeting of the organization an annual report of the scope of work of the organization.
- o May serve as the public spokesperson for the organization. Committee chairs not sitting on the Board of Directors will report directly to the president.
- o Will ensure the work of the board moves forward to pursue the mission of Breastfeeding USA.

2. The Vice-President

- o Shall, in the event of the absence or inability of the President to exercise the office, become acting president of the organization with all the rights, privileges and powers of the office.
- o Shall be a partner to the President, to achieve the mission of Breastfeeding USA.

3. The Secretary

- Shall keep and maintain all records and files as may be required in the conduct of business of the board.
- Shall record the minutes of all board meetings, including actions taken by the board in closed sessions.
- Shall act as the official custodian of these Bylaws, the Certificate of Incorporation, all current and past records of any amendments or changes of the documents of the organization and oversee the filing and record keeping of all corporate legal documents.
- Shall oversee the maintenance of the roster of voting members of the organization.
- Shall attend to such correspondence as may be assigned.

4. The Treasurer

- Shall have the care, custody and responsibility of all monies or securities belonging to the organization.
- Shall make a report of the organization finances at each board meeting, which shall be affixed to the minutes.
- Shall chair the finance committee, assist in the preparation of the budget, and help develop fundraising plans to support the organization's mission.
- Shall, in the context of financial best practices and transparency, make financial information available to board members and the public.
- Shall oversee the filing and record keeping of all corporate financial documents.

Section 6. Indemnification of Officers

Every director, officer, and agent of the Organization shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding to which the director may be or have been made a party, or in which she/he may become involved, by reason of being or having been a director, officer, or agent of the Corporation, except in such cases where the director, officer or agent is found guilty of willful misfeasance or malfeasance in the performance of one's duties by a court of law.

Section 7. Conflict of Interest

1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse him/herself and will refrain from discussion and voting on said item. This action will be fully documented in the minutes.
2. The Breastfeeding USA Conflict of Interest Policy will be maintained in the Policy Manual. Annually, each board member will sign an acknowledgement of receipt of this policy.

Section 8. Committees, Professional Advisors

1. The Board may appoint standing and ad hoc committees as needed. The Board may disband an ad hoc committee when the committee is no longer needed or necessary. Standing Committees and ad hoc committees may be: Breastfeeding Counselor Accreditation; Breastfeeding Resources and Information Department; Education; Finance; Funding and Development; Grievance; Member Services; Online Communications and Publications; and Volunteer Support. The Board reserves the right to appoint and remove the chairs of each committee, restructure committees or rename committees as needed.
2. The Board may appoint and convene professionals from various medical, legal or organizational fields, to provide expert advice and guidance to the Board of Directors, and act as consultants to Board appointed committees and departments. The professional advisors will have no authority or obligations concerning the governing of this organization.

ARTICLE 4. FINANCIAL ADMINISTRATION

Section 1. Deposits and Accounts

All funds of the Corporation, shall be deposited in general or special accounts in such banks, or other depositories as the Board of Directors or the committee to which such authority has been delegated by the Board may select. For the purpose of payment or settlement of obligations and debts for the Corporation, checks and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any authorized officer or Member of the Corporation. All checks and electronic payment orders of the corporation exceeding \$500 must be authorized by two signatories of the corporation.

Section 2. Accounting Procedures

Documentation and tracing of deposit income as well as all corporate expenditures shall be securely maintained and accurately accounted for using modern methods of standard accounting principles. A system of checks and balances as outlined in the Policy Manual will be maintained at all times to protect the organization

Section 3. Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested on occasion in low risk securities, as the Board of Directors in its sole discretion may deem desirable, and which are permitted to organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 4. Financial Disclosure

The Annual Financial Report of Breastfeeding USA, Inc. including all Federal and State reporting forms, shall be made available to Members and other interested stakeholders of the corporation upon request.

ARTICLE 5. BYLAWS AND CERTIFICATE OF INCORPORATION

Section 1. Amendment by Board

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors using the following procedure and with the following limitations to the Board's authority.

1. The Board may entertain a motion to amend these bylaws at any regularly scheduled meeting of the Board
2. The Board Secretary will notify the voting class of Members no less than 20 days prior to a meeting at which action to amend the bylaws is proposed and on the meeting agenda. Members will have an opportunity to express an opinion of the proposed amendment.
3. The posting of the minutes from said board meeting shall constitute notification of the results of the motion to amend the bylaws.
4. If the motion is deemed with merit by the board it is moved to ongoing business and at the next meeting of the Board is read again, (referred to as the 'Second Reading') discussed, and eligible to be called for a vote.

5. The Board may not entertain a second reading of a motion to adopt, amend or repeal the bylaws for the following items without the prior approval of the voting members:
 1. Fix or change the minimum or maximum number of directors
 2. Increase or extend the terms of officers or directors
 3. Remove or amend the term limit of the directors
 4. Allow any director to hold office by designation or selection rather than by election by the voting members, beyond replacement of a mid-term director
 5. Increase the quorum for voting members' meetings
 6. Repeal, restrict, create, expand, or otherwise change member's voting rights
 7. Eliminate, disband or in any way suspend the Grievance Committee.

Section 2. Amendment by Members

New bylaws may be adopted, or these bylaws may be amended or repealed, by a two-thirds vote of all Members eligible to vote. Procedures for initiating such a change to the bylaws will be outlined in the Policy Manual. The Board of Directors will not hinder or interfere in any way with these proceedings.

Section 3. Certificate of Incorporation Amendment

The Certificate of Incorporation may be amended by a two-thirds majority vote of the Board of Directors. The Board Secretary will notify the voting class of Members no less than 20 days prior to the meeting at which action to amend the Certificate of Incorporation is proposed. Members will have an opportunity to express any opinion either in support or in opposition to the proposed amendment.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all the initial directors in the Certificate of Incorporation of Breastfeeding USA, Inc., a New York State nonprofit organization, and pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby adopt the foregoing bylaws, as the bylaws of this corporation, on December 7, 2010.

Jolie Black Bear, President
Norma Ritter, Vice President
Patty Jacobs, Treasurer
Sharon Knorr, Secretary
Carol Kelley
Beth Lichy