

# Georgia Breastfeeding Coalition Bylaws

## Article I - Name

The name of the organization shall be the Georgia Breastfeeding Coalition, abbreviated when necessary and/or appropriate to GBC, hereinafter referred to as the "Coalition."

## Article II - Purpose

The Coalition's purpose, as the official State Coalition associated with the United States Breastfeeding Committee, is to promote breastfeeding as the cultural and social norm and improve and maintain the health of Georgia's families by protecting, supporting, and promoting breastfeeding in the State of Georgia. The Coalition serves as the umbrella organization for regional and local breastfeeding coalitions.

## Article III - Goals

The Coalition shall work with and through Georgia communities, healthcare facilities, worksites, schools, and faith-based organizations to promote and encourage breastfeeding. The goals include, but are not limited to the following:

1. To promote and encourage the development and adoption of legislation, policies, community outreach programs and educational programs that teach families about the benefits of breastfeeding.
2. To provide services to families to support breastfeeding.
3. To join with other organizations providing services and information to families to encourage breastfeeding.
4. To receive, invest, and disburse funds as appropriate to fulfill the purposes of the Coalition and the daily activities required thereof.
5. To hold and manage property for the purposes of the corporation.

## Article IV - The Board of Directors

The affairs of the Coalition shall be managed by a Board of Directors, herein referenced as the Board.

### Section 1 - Composition of the Board:

The Board shall be composed of the officers of the Coalition, nominated, and elected according to the provisions of Article V, and general board members, nominated and elected as described in Article IV, Section 5. The Board shall be a minimum of 5 people, and not exceed 15 people.

### Section 2 - Executive Committee:

Chairs of Standing Committees and the Board of Directors will constitute the Executive Committee, nominated and elected as outlined in Article VII.

### Section 3 - Meetings of the Board of Directors:

A. Meetings of the Board of Directors shall be held either in person or by electronic means at such a place, date and time as may be designated by the President, with at least 14 days notice.

B. Except as otherwise provided by law, in Articles of Incorporation of the Coalition, or in these bylaws, the presence as defined in part A or representation by proxy of 51% shall constitute a quorum.

C. A quorum is required for approving a budget, determining criteria for membership, and voting on bylaws.

### Section 4 - Duties of the Board of Directors:

Board duties shall include, but are not limited to, the following:

- A. Conducting Coalition business consistent with the bylaws.
- B. Entering into agreements with individuals, agencies, or organizations as desired to carry out Coalition activities.
- C. Meeting at least quarterly.
- D. Review and approve proposed amendments to the Bylaws
- E. Review and approve or reject proposed project abstracts submitted by the committees.

### Section 5 - General Board Members:

General board members are nominated and elected for a 2-year term in the same manner as officers of the Coalition and serve as ex-officio members of at least one standing committee.

## **Article V - Officers of the Board of Directors**

### Section 1 - Officers of the Board:

The officers of the Board shall be President, Vice President, Past President, Secretary, and Treasurer. Officers shall be nominated and elected as outlined in Section 9.

### Section 2 - President:

The President shall:

- A. Set or accept the agenda and preside over Board meetings.

B. Implement Parliamentary procedure at the discretion of the President to maintain decorum and efficiency in meetings.

C. Be an ex-officio member of all Coalition committees.

D. Present an annual report to the Board.

E. Function as the primary contact person to related national and international organizations (e.g.US Breastfeeding Committee).

F. Serve a two-year term.

### Section 3 - Vice President:

The Vice President shall:

A. Immediately assume the duties of the President in the event the President becomes unable to complete the term of office.

B. Be an ex-officio member of such Coalition committees as are assigned by the President.

C. Serve a two-year term.

### Section 4 - Past President:

The Past President shall:

A. Provide an historical perspective, advise the President, and support the board.

B. Serve a two-year term and.

C. Be defined as the immediate past President (i.e. the President who just vacated office).

### Section 5 - Secretary:

The Secretary shall:

A. Correspond as necessary, including notifying Board members of meetings and distributing meeting minutes as requested by the President.

B. Serve as an ex-officio member of the Nominating standing committee.

C. Record minutes at general and Board meetings.

D. Submit meeting minutes to the President for approval in a timely manner.

E. Designate a temporary recording secretary if unable to attend meetings.

F. Serve a two-year term.

#### Section 6 - Treasurer:

The Treasurer shall:

A. Collect and account for all Coalition funds while serving as ex-officio Chair of the Finance Standing Committee.

B. Provide interim and annual financial reports to the President and Board.

C. Submit all required federal and state filings.

D. Serve a two-year term.

#### Section 7 - Conflicts of Interest:

Serving as an officer of the Coalition shall not prevent one from serving in any other capacity, whether volunteer or paid, as long as there is no conflict of interest with the stated purpose of the Coalition. Any potential conflict of interest must be disclosed to the Standing Nominating Committee prior to the election, or, in the case of a sitting member, disclosed to the President and all other members of the Board as soon as practical, but no later than a week, whenever the situation arises.

#### Section 8 - Vacancies in Office

A. Officers may resign for any reason by delivering written notice of such resignation to the Board and will remain eligible for elected office.

B. An officer may be removed from office by a majority vote of the Executive Committee. Said officer has the right to hear and address the reasons for removal prior to the vote, if desired.

C. Vacancies in elected offices, other than that of President and Past President, shall be filled for the unexpired term within 90 days of the vacancy. The office of Past President may remain vacant or may be filled by appointment of a previous Past President.

D. Any vacancy occurring in the elected offices of the Coalition shall be filled by Presidential appointment and approved by a simple majority vote of the remaining members of the Executive Committee. Those eligible for appointment must meet the requirements of Section 9A.

E. Upon vacating office for any reason, the officer must provide to his/her successor, or another Board member if a successor is not yet designated, all records and property belonging to the Coalition within 30 days. Any confidential business discussed among officers must remain confidential and such information cannot be used in any manner contrary to the purposes of the Coalition, even if one is not currently serving on the Board.

#### Section 9 - Nominations and Elections:

The Board shall be responsible for conducting any required elections by November 30th, to fill any vacancy created by an expiring term for the following year.

A. Nominations may be submitted to the Nominating Standing Committee no later than 60 days prior to the election. Nominees must be committed to pursuing the purposes of this Coalition, and any known conflicts of interest must be disclosed in the vetting process. Nominees for President and Vice President must have served at least 1 term on the Board in the past 4 years.

B. Board members in good standing may cast one vote for eligible nominees of each office. Write in votes are not eligible. Voting can be conducted by mail, electronically, or in person. Nominees shall be presented to the Board no later than 30 days prior to the election by the Nominating Standing Committee.

C. A simple majority vote shall elect, as tabulated by the nominating committee, and certified by the President. In the event of a tie, or when determined beneficial to the Coalition, any office may be held jointly by no more than 2 people.

D. Election results will be reported to the general Coalition membership within 30 days of the election.

E. Officers may serve more than one term if elected to do so, but no more than 2 consecutive terms in a single office.

#### **Article VI - Administrative Authority**

The President and Treasurer are approved for access to Coalition funds. Spending authority for accounts in excess of \$500.00 must be approved by a majority vote of the Board.

#### Section 1 - Fundraising:

Additional funds for Coalition activities may be generated by any means lawful and reflective of the Coalition's purpose, as approved by the Board.

### Section 2 - Staff:

Paid staff members, if hired, shall be accountable to the Board. Personnel policy must be approved by a majority vote of the Board to govern the hiring process and establish the responsibilities of paid staff.

### Section 3 - Compensation:

Coalition officers shall receive no salary. However, the Board may determine by majority vote to reimburse some or all the reasonable expenses actually incurred by the officers in connection with their duties as officers of the Coalition as needed. The officer eligible for the reimbursement in question shall abstain from any such vote.

## **Article VII** Committees

### Section 1 - Committees:

Ad Hoc Committees shall be appointed as needed by the Board for any matters of business necessary. Committees so appointed shall cease to exist when the purposes of said committee have been completed. Chairmanship and membership of such committees will be relinquished upon disbanding the committee. Some committees shall be designated by the Executive Committee as Standing Committees, due to purposes necessary to the daily activities of the Coalition, the need for which is generally presumed to continue year after year. Such committees shall be disbanded only with a change to the bylaws of the Coalition.

### Section 2 - Standing Committees

Current standing committees include:

- A. Nominating
- B. Bylaws and Policy
- C. Finance
- D. Fundraising

### Section 3 - Committee Membership:

Committee Membership is self-nominated and approved by the Board. The Committee Chair is self-nominated and elected by a simple majority vote of committee membership, unless otherwise designated in the bylaws. Committee Chairs serve a term of one year unless the Board determines that a multi-year term is important for continuity of work. Standing Committee Chairs also serve on the Executive Committee for the same term of service.

## **Article VIII** - Grievance and Appeals

If any Board member feels as if he/she has been discriminated against or removed from office in a way inconsistent with bylaws, he/she may send written notice to the Executive Committee and

have his/her case re-evaluated. The member will have the right to present information to the Executive Committee if desired. The Executive Committee will then make a decision via a two-thirds majority vote and inform the interested party by written notice within 60 days of receipt of the request for appeal.

#### **Article IX - Compliance**

Each provision of the bylaws should be considered enforceable both jointly and severally as provided for by law.

##### Section 1 - Enforceability:

Should any portion of these bylaws be found to be unlawful, said provision will be immediately stricken from the bylaws and corrected or replaced as appropriate via the bylaw amendment process.

##### Section 2 - Amendments:

Any Board member in good standing may propose an amendment to the bylaws by submitting it in writing to the President and Secretary, who must then submit it to the Bylaws and Policy Standing Committee within 10 days. Any proposed amendment must be evaluated within 30 days of submission. If determined to be in keeping with the purpose of the Coalition by a plurality vote of the Bylaws and Policy Standing Committee, any eligible amendment must be sent within 10 days of the committee vote for consideration by the Board. The Board must consider said amendment within 30 days of referral from committee. Any amendment to the bylaws shall be adopted with a three-quarters majority vote of the Board.

#### **Article X - Dissolution:**

Notification of intent to dissolve the Coalition must be distributed to the Board membership list. The Coalition may be dissolved by a majority vote of those voting on the Board. Upon dissolution, any assets shall be distributed to the USBC or to any non-profit organization whose purposes include breastfeeding education and support. The Board will decide the distribution by majority vote.