

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;
6. And to maintain a membership level appropriate to supporting the above stated purpose and goals.

Article IV Membership

Membership shall be open to persons residing or working in Georgia who are interested in and can contribute to the Coalition. Representatives from the following areas will be encouraged to maintain membership: health care providers including hospital staff, private physicians, nurses, lactation consultants, health department personnel, and mental health professionals; social service providers; school personnel; La Leche League Leaders; community leaders and legislators; representatives of other community groups; and breastfeeding women. The Coalition actively seeks diversity in membership and leadership.

Section 1- Categories of Membership:

- A. There shall be three categories of membership: Individual, Organizational,, and Corporate Partner. No person or organization shall be denied membership because of race, sex, religious preference, ethnicities, or any other grounds prohibited by law. If a conflict of interest is apparent, membership may be denied by a majority vote of the Board of Directors, established in Article V, and hereinafter referred to as the "Board".

Section 2- Individual Members:

Individuals with a commitment to the purpose and goals and who are willing to support the work of the Coalition may become members.

- A. Individual members may attend coalition meetings and are entitled to one vote on coalition business.
- B. Individual members are encouraged to participate in one or more committees of the Coalition.
- C. Individual members may be elected as officers of the Coalition, to serve on the Board, as specified in Article VI Section 9.
- D. Individual members will be in good standing based on criteria established by the Board, published annually.

Section 3 - Organizational members:

Voluntary, Professional and Government organizations with a common interest and commitment to the purpose and objectives of the Coalition may become member organizations. This determination and approval by the Board will be based on review of the organization's mission statement continuity with Coalition goals. Member organizations must meet State and/or Federal eligibility criteria for non-profit status.

- A. Member organizations may be represented by one delegate who may attend coalition meetings and is entitled to one vote on behalf of their organizational Coalition business.
- B. Organizational member delegates are encouraged to participate in one or more committees of the Coalition.
- C. Organizational member delegates may not be elected as officers of the Coalition.
- D. Organizational members will be in good standing based on criteria established by the Board, published annually.

Section 4 - Corporate Partners:

Businesses, corporations and other organizations which do not meet criteria to become organizational members, but who display a commitment to support the purpose and objectives of the Coalition may become corporate partners.

- A. Criteria for corporate partnership will be determined annually by the Board.
- B. Corporate partners may select a non-voting delegate, who may serve on a committee.
- C. Corporate Partners are expected to contribute cash or in kind donations or services commensurate with their level of partnership. Corporate partners will receive acknowledgment of their partnership on the Coalition's promotional materials, as directed by the Executive Committee as defined in Article V.

Article V 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 VI, and general board members, nominated and elected as described in Section 5. The Board shall be a minimum of 5 people, 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 VIII.

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. Making regular reports to the membership concerning action taken by the Board;
- E. Establishing criteria for good standing of membership annually, as provided in Article IV;
- F. Review and approve proposed amendments to the Bylaws prior to submission for general membership approval and;
- G. 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 VI 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 general membership and 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 general membership;
- 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 members of meetings and distributing meeting minutes as requested by the President;
- B. Serve as an ex-officio member of the Nominating and Membership standing committee and as such maintain a current membership list;
- 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 as well as the general membership;
- 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 and Membership 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 both membership and 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 a member or 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 and Membership Standing Committee no later than 60 days prior to the election. Nominees must be active members in good standing, 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 and Membership 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 VII 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 - Membership Dues:

A. Dues may be determined at a later date by the Board, annually, no later than November 30th.

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Section 2- 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 3 - 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 4 - Compensation:

Coalition officers shall receive no salary. However, the Board may determine by majority vote to reimburse some or all of 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 VIII 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 and Membership

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

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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 IX Grievance and Appeals

If any 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 X 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 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 XI Dissolution:

Notification of intent to dissolve the Coalition must be distributed to the most current 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.