

Bylaws Utah Breastfeeding Coalition

Revised January 13, 2011

Article 1 Name

The name of the organization shall be the Utah Breastfeeding Coalition hereinafter referred to as the "Coalition."

Article 2 The Purpose of the Coalition is:

To collaboratively support, promote, protect, and celebrate breastfeeding in the State of Utah.

Article 3 The Goals of the Coalition are to:

1. Encourage mothers to initiate and continue breastfeeding.
2. Increase public understanding that breastfeeding is the normal course for nourishing children and that efforts to undermine breastfeeding are serious threats to the health of children and women.
3. Contribute to a supportive and accepting social environment with respect to breastfeeding.
4. Model policies and practices that promote and support breastfeeding in all sectors of the health care system.
5. Support the establishment of model policies in work sites and child care facilities that foster a positive environment for breastfeeding.
6. Encourage active support for breastfeeding among key community leaders.
7. Encourage key agency leaders and others who influence these individuals or groups to take action and develop concrete policies in support of breastfeeding.

Article 4 Membership

Section 1.1

Membership shall be open to any person residing or working in Utah who is interested and who 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.

Section 1.2

There shall be three categories of membership: Organizational, Individual, and Corporate sponsor. The terms of membership shall be one year or five years unless otherwise designated. No person or organization shall be denied membership because of race, sex, religious preference, ethnic considerations, or any other grounds in which it is impermissible to discriminate. If a conflict of interest is apparent by an individual or group, membership may be denied by a majority vote of the Board of Directors.

Section 2 – Individual Members: Individuals with a commitment to the objectives and who are willing to support the work of the Coalition may become members.

- A. Individual members will 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.
- D. Individual members will be in good standing if dues are paid every year.
- E. Dues will be reviewed and determined annually by the board of directors.

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 will be evaluated by review of the organization's mission statement and approval of the executive committee. The organization must meet requirements of non-profit status. Responsibilities:

- A. An organization will be represented by one delegate who will attend coalition meetings and is entitled to one vote on behalf of their constituents on any business before the coalition.
- B. Organizational member delegates are encouraged to participate in one or more committees of the Coalition. Delegates will be eligible for discounted member rates at coalition events. However, members of the organization who are not delegates will not be eligible for discounted member rates, unless they hold individual membership status.
- C. Organizational member delegates may be elected as officers of the Coalition, but in doing so they do not necessarily represent the interests of their organizations.
- D. Dues for the organization membership will be reviewed and determined annually by the board of directors.

Section 4 - Corporate Partners:

Businesses, corporations and other organizations which do not meet criteria for non-profit status with a commitment to support the purpose and objectives of the Coalition may become corporate partners.

- A. Levels of corporate sponsorship will be determined by the Board of Directors.
- B. Corporate partners may select a delegate who has voting privileges, and is eligible to serve as an officer of the Coalition.
- C. Corporate Partners are expected to contribute cash or in kind donations or services to the market equivalent of at least \$100 per year or \$450 every five years. Corporate partners will receive acknowledgment of their partnership on the Coalition's promotional materials as directed by the executive council.

Article 5

Section 1 The affairs of the Coalition shall be managed by a Board of Directors which is composed of the officers of the Coalition.

Section 2 Chairs of the committees shall be nominated and elected as outlined in Article 8. Chairs of committees and the Board of Directors will constitute the Executive Committee.

Section 3 - Meetings of the Board of Directors

A. Meetings of the Board of Directors shall be held at least quarterly at each place, date and time as may be designated by the President.

B. Except as otherwise provided by law, in articles of incorporation of the Coalition, or in these Bylaws, the presence in person or representation by proxy of 65% shall constitute a quorum.

Section 4 -The duties of the Board of Directors shall include:

- A. Conduct Coalition business consistent with the Bylaws.
- B. Enter into agreements with individuals; agencies or organizations as desired to carry out Coalition activities;
- C. Meet at least quarterly;
- D. Make regular reports to the membership concerning action taken by the Board of Directors;
- E. Establish annual membership dues and corporate sponsor levels;
- F. Review and approve proposed amendments to the Bylaws prior to submission for membership approval and;
- G. Review and approve or reject proposed project abstracts submitted by the committees.

Article 6 Officers of the Coalition

Section 1

The officers of the Coalition shall be President, President Elect, Past President, Secretary, and Treasurer. Officers shall be nominated and elected as outlined in Section 9. No person shall be elected as an officer who is not a member of the Coalition. The officers of the Coalition constitute the Board of Directors.

Section 2 - The President shall:

- A. Determine the agenda and preside over membership and Board of Director meetings.
- B. Be an ex-officio member of all Coalition Committees.
- C. Present an annual report to the members.
- D. Function as primary contact person to the National and International Organizations (e.g., US Breastfeeding Committee).
- E. Serve a two year term.

Section 3 - The President Elect shall:

- A. Immediately assume the duties of the President in the event the President becomes unable to complete the term of office or is removed from office;

- B. Be an ex-officio member of Coalition Committees, as assigned by the President;
- C. Assume the Presidency following a one year term as President Elect.
- D. Serve a one year term.

Section 4 - The Past President shall:

- A. Provide an historical perspective and support the board.
- B. Serve a one year term.

Section 5 – The Secretary shall:

- A. Correspond as necessary, including notifying members of meetings and distributing meeting minutes as requested by the President and President Elect;
- B. Maintain a current member mailing list;
- C. Record minutes at all meetings, save for committee meetings;
- D. Submit meeting minutes to the President for approval;
- E. Designate a temporary recording secretary if unable to attend meetings;
- F. Serve a two year term.

Section 6 - The Treasurer Shall:

- A. Collect and account for all Coalition funds;
- B. Provide interim and annual financial reports to the President and Board of Directors and/or Membership;
- C. Serve a two year term.

Section 7

Officers may resign by delivering written notice of such resignation to the Board of Directors.

Section 8

An officer may be removed from office by a majority vote of the Executive Committee.

Section 9

The Board of Directors shall be responsible for conducting elections by January 31st of each year.

- A. Members current on dues payment may vote for nominees. Ballots are to be confidential. Voting can be conducted by mail, electronically, or in person. Ballots shall be distributed to the voting members no later than 30 days prior to the election.
- B. Unless otherwise indicated, a simple majority vote shall elect.
- C. Election results will be reported to the Coalition membership.

Section 10

- A. Vacancies in elected offices other than that of President shall be filled for the unexpired term by the Board of Directors within 30 days of the vacancy.
- B. Any vacancy occurring in the offices of the Coalition shall be filled by appointment by a majority vote of the remaining members of the Executive Committee.

Article 7 Administrative Authority

Section 1 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 Executive Committee.

Section 2 - Membership Dues

- A. Dues shall be reviewed annually by the Executive Committee.
- B. Dues will be assessed yearly, due by January 1 and valid through December of that year. Members failing to submit dues by March 1 will be unable to vote on any business legally before the membership until dues have been paid.

Section 3 Additional funds for Coalition activities may be generated as approved by the Board of Directors.

Section 4 Paid staff members, if hired, shall be accountable to the Board of Directors. Personnel policy must be approved by a majority vote of the Board of Directors.

Section 5 Coalition officers shall receive no salary. However, the Board of Directors may determine by majority vote, from time to time to reimburse some or all of the reasonable expenses actually incurred by the officers in connection with their duties as officers of the Coalition.

Article 8 Committees

Section 1 Committees and task forces shall be appointed as needed by the Board of Directors for any matters of business necessary. These committees shall cease to exist when the purposes have been completed.

Section 2 Current committees include, but are not limited to:

- A. Nominating and Membership
- B. Education
- C. Promotion & Marketing
- D. Policy
- E. Breastfeeding Cafe
- F. Worksite Lactation Support Task Force Coordinator
- G. Milk Bank Task Force
- H. Community Support Group Liason
- I. Website

Article 9 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 Board and have his/her case re-evaluated. The Executive Board will then make a decision and inform the interested party by written notice.