

EMERALD COAST ALLIANCE FOR BREASTFEEDING SUPPORT
BYLAWS

MENU OF OPTIONS

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BY-LAWS OF THE
EMERALD COAST ALLIANCE for BREASTFEEDING SUPPORT

ARTICLE 1- NAME

SECTION 1. The name of this organization shall be the Emerald Coast Alliance for Breastfeeding Support (ECABS).

ARTICLE 2-OFFICE

SECTION 1. The Alliance's principal office shall be the residence of the Alliance's President. The Steering Committee may designate another location at its discretion. The mailing address will be Emerald Coast Alliance for Breastfeeding Support, c/o Jen Wowk-Ward, ECHD, WIC & Nutrition, 1295 W Fairfield Drive, Pensacola, FL 32501

ARTICLE 3- LOCATION

SECTION 1. The Emerald Coast Alliance for Breastfeeding Support serves the counties of the Northwest Panhandle of Florida as well as the border counties of Alabama. Most coalition activities take place in the lead city, Pensacola, Florida. Because the Alliance is a network of partners, it does not have one meeting site. The different partners will alternate hosting meetings throughout the area, so that more than one facility or geographical area can be represented. Meetings will be held at least four times a year. Scheduling of meetings may be alternated at different times of the day so that more members may participate.

ARTICLE 4- MISSION/GOALS

SECTION 1. The mission of the Alliance is improve community health, by providing collaboration, education, and resources for the support, protection, and promotion of breastfeeding on the Emerald Coast by:

- Modeling policies and practices that promote and support breastfeeding in all sectors of the healthcare system.
- Increasing services and support to families who are breastfeeding, with a focus on the underserved population, to impact breastfeeding initiation and continuation rates.
- Increasing the incidence and duration of breastfeeding by identifying and solving problems through effective community networking.
- Improving community awareness and positive attitudes about breastfeeding by providing access to varied resources and factual information.
- Improving area health professionals' breastfeeding promotion, assessment and management skills by identifying needs and providing access to professional education.
- Supporting the establishment of model policies in worksites, child care facilities and schools that foster a positive environment for breastfeeding.
- Increasing acceptance and support for breastfeeding among key community leaders.

ARTICLE 5- LEGAL STATUS/POLICIES

SECTION 1. The Alliance shall be a non-partisan, non-profit organization and shall not support candidates for public office. The Alliance may take positions on relevant perinatal or breastfeeding issues by majority vote. All approved actions to support a position will be carried out by the Steering.

SECTION 2. The Alliance shall never be operated for the primary purpose of profit and no part of its net earning or membership fees shall be used to the benefit of private individuals.

ARTICLE 6- MEMBERSHIP AND DUES

SECTION 1. MEMBERSHIP

There shall be three categories of membership in the Alliance: Alliance, Associate, and Business.

- a. Alliance Membership - Any person (18 years old or older) shall be eligible for Alliance Membership. Alliance Members shall have the privileges of voting and holding office. They are expected to serve on a committee and have responsibility to assist other members of the coalition in achieving the stated goals and to promote the collaborative activities of the Alliance.
- b. Associate Membership - Associate Membership shall be open to persons who are interested in the objectives of the Alliance. Associate Members shall not have the privileges of holding office or voting. They are expected to choose a committee assignment and have responsibility to assist other members of the coalition in achieving the stated goals and to promote the collaborative activities of the Alliance.
- c. A Business Member of the Alliance may be either an Alliance or Associate member and shall be any business or organization, which maintains an interest in the Alliance and it's purposes, and does not have a conflict of interest with the goals of the Alliance. The business may identify one designated person to be their representative to the Alliance. Otherwise additional representatives of such organizations, businesses, or industries shall not be considered members unless they have individually applied.

SECTION 2. MEMBERSHIP POLICIES

- a. Application for membership should be made to the Emerald Coast Alliance for Breastfeeding Support. The application may be sent to any of the officers of the Alliance or to the main Alliance address.
- b. Exceptions to the membership qualifications can be recommended by a two-thirds vote of the Board of Directors.
- c. Any of the following are subject to termination proceedings without Board of Directors action:
 1. Individuals or organizations specifying or wishing to terminate their membership.

- d. Any of the following are subject to initiation of termination proceedings which require Board of Directors action:
 - 1. Individuals or organizations whose activity is detrimental to the goals and purpose of the organization.
 - 2. Individuals or organizations that no longer have or exhibit interest in Breastfeeding.
- e. The Board of Directors may cancel, by majority vote, the membership of any member whose conduct is deemed prejudicial to the objectives, welfare, or character of the Alliance, including any member of the Board of Directors, provided notice of such alleged misconduct shall first be mailed to the said member at least 10 days prior to the meeting of the Board at which said misconduct is to be considered. The Member may appear in person to challenge the proposed action of the Board.

SECTION 3. MEMBERSHIP DUES

- a. Annual dues for each category of membership shall be recommended by the Board of Directors and approved by a majority vote of the members in attendance at the meeting at which a dues change is considered. Dues shall be paid by December 1st for the following calendar year. Members shall be considered in arrears if their dues are not paid by February 1st.
- b. Membership Dues - Annual dues shall be as follows: (for use with Option 1, modify for options 2 and 3)

	Alliance	Associate
Individual	\$20	\$0
Business, etc.	\$50	N/A

- c. Any individual can petition Board of Directors for a waiver of the membership dues.

ARTICLE 7- SOURCES OF REVENUE

SECTION 1. The fiscal year is the calendar year, unless otherwise identified by the Board of Directors. Dues will be set by the Board and collected annually.

SECTION 2

- a. Funds

The following sources for funding will be explored:

- 1. State, federal, or other public or private grants.
- 2. The solicitation of contributions, individual and corporate.
- 3. Interest from bank deposits, certificates, bonds, and other investments.

- b. Donations

- 4. The Alliance shall be empowered and authorized to accept gifts and bequests for specific purposes, subject to the approval of the Board of Directors.
- 5. Any such gifts or bequests for a specific purpose or purposes shall be held and managed by the Board of Directors. The books of account, record-keeping and

financial statements pertaining to such trust funds shall be prepared and kept in separate accounts.

ARTICLE 8- MEETINGS

SECTION 1. There shall be an annual membership meeting to elect Officers and Board members and to set general goals for the upcoming year on the 3rd Thursday of October of each year, unless changed by a majority vote of the Steering Committee. Special meetings may be called by the President or any five members.

SECTION 2. A motion shall carry by a simple majority of the individual members present.

SECTION 3. The Board of Directors shall meet as required, usually on a monthly basis. These meetings shall be open to all interested members of the Alliance. Special meetings of the Board of Directors may be called at any time by the President or Secretary, by notice in writing to each Director and Officer, at least two days before such meeting.

SECTION 4. Any action required or permitted to be taken at a meeting of the Board of Directors, or other committee designated by the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote as a meeting. Subject to applicable notice provisions, the Board of Directors or members of any committee designated by the board, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting shall constitute presence in person at such meeting, except where the person's participation is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 9- BOARD OF DIRECTORS/COMMITTEES

SECTION 1. The Alliance shall have a Board of Directors consisting of the President, the Vice President, the Secretary, the Treasurer and 3 At-Large members appointed by the President and the Board, as well as the Committee Chairpersons for the Five Pillars of the Alliance. The immediate past president shall be President Emeritus and shall serve as an ex-officio member of the Board. Officers and Directors shall serve without pay. The Board of Directors shall be the policy making body of the Alliance and empowered to make decisions on behalf of the Alliance. The Board of Directors may choose to place questions before the membership for guidance or resolution of issues. If the Board seeks a vote of the membership to resolve an issue, the Board must be bounded by the conclusion of that vote.

SECTION 2. The first annual election for Officers shall be held during the third week in October 2010, and in such meetings one-half of the Directors will be elected for a one year term and one-half of the Directors will be elected for a two year term. The Directors named in the charter of this Alliance, and any Directors that have been elected by the Board of Directors to fill the vacancies from time to time, shall serve until the annual

election the 3rd week of October or until their successors are elected. Thereafter, one-half of the Directors shall be elected each year at the annual membership meeting, to hold office for a term of two years or until the election of their successors. Directors elected at the annual membership meeting shall take office at January 1 following their election. Any Director or Officer may be removed either for or without cause, at any annual or special meeting of members by the affirmative vote of a majority in number of the persons constituting a quorum at the meeting. An Officer or Director may resign by letter addressed to the Board of Directors at any time. Vacancies in the Board of Directors shall be filled by vote of a majority of the Board of Directors at the meeting at which the vote is taken. The person or persons so appointed to fill such vacancies shall hold office until the conclusion of the term of the vacating office holder. Nominations for Officers presented at the annual membership meeting shall be made by a Nominating Committee of at least five members appointed by the President prior to the election. Nominations may also be made from the floor.

SECTION 3. The Officers and Directors present at any meeting of the Board of Directors shall constitute a quorum to transact business, provided at least a majority of the Board of Directors is present.

SECTION 4. The Board of Directors shall make an annual report to the annual membership meeting.

SECTION 5. No Officers or Directors shall be eligible for, or be elected to a third consecutive term to the same office, unless agreed upon by majority vote of the membership at the annual election meeting.

SECTION 6. At the August meeting, the President shall appoint a Nominating Committee of at least three (3) members. The Nominating Committee shall present a slate of one or more nominees for each office at the November meeting. Nominations from the floor shall be allowed at this time also.

SECTION 7. Vacancies in office shall be handled as follows:

- In the event the President is unable to complete his or her term, the Vice President shall become the President for the un-expired portion of the time.
- Vacancies in offices other than the President shall be filled for the expired term by the Board of Directors.

SECTION 8. If a member of the Board of Directors has three successive unexplained absences from meetings of the Board of Directors, the Board of Directors shall have the authority, at its discretion to remove the Director from the Board. The Director will be given notice of the proposed action to remove him or her from the Board, and will be given a reasonable opportunity to defend him or herself.

SECTION 9. COMMITTEES.

The Alliance shall have the following standing committees:

- a. Finance Committee. The Finance Committee shall be chaired by the Treasurer and manage record keeping of Alliance finances and undertake revenue generation activities of fund-raising and grant writing for the benefit of the Alliance. The Finance Chairperson shall be responsible for collecting the annual dues of the organization. The committee will prepare the Alliance's Annual Budget, which shall be presented no later than the final meeting of the Board preceding the budget year. It shall assist the Treasurer in every way possible and work with the other committees and the Board on matters pertaining to finances of the Alliance.
- b. Healthcare Provider Education Committee. The HCP Education Committee shall identify learning resources to meet needs of and prepare educational opportunities for healthcare providers. Committee is to consist of at least 1 each of OB, Pediatrician, Family Practice physician, Lactation Consultant, and perinatal nurse for representation.
- c. Community/Outreach Committee: This committee emphasizes educational outreach to schools, patients/clients, presence at health fairs, & community events.
- d. Advocacy Committee: This committee will work with businesses and seek to have a voice in local/state government (get out petitions, email members with issues) and assist with implementation of the Business Case for Breastfeeding.
- e. Management Committee: This committee will be responsible for management of the website, newsletter, and other means of organization and membership of the Alliance. This committee shall be responsible for all matters pertaining to membership, working with the general membership to enlarge the Alliance, keeping a roster of members and supplying information to the Board and Committees, introducing new members, and, in the name of the Alliance, taking note of significant events in the lives of members. This Committee shall report regularly at meetings of the Board and the general membership and shall prepare a roster of the membership for distribution at the February meeting in conjunction with the Secretary.
 1. The Planning Subcommittee shall develop and bring to the Board recommendations for short- and long-term projects in which the Alliance might engage to advance its purposes. Various subcommittees can be developed to meet these objectives. On the Board's recommendation, an ad hoc committee shall be appointed to initiate action on the proposal. Representatives from area hospitals, and other organizations who are perinatal stakeholders should be invited to serve on this subcommittee so that each facility/organization will be represented. The Alliance Planning Team will meet at the discretion of the President and/or the Board of Directors
- f. Ad Hoc subcommittees may be created as needed to meet the needs and goals of the Alliance

ARTICLE 10- DUTIES OF OFFICERS

SECTION 1. The President shall be the principal officer of the Alliance and shall:

- Be the primary spokesperson for the Alliance, except that the Board of Directors may designate another member to serve in this capacity as necessary;
- Preside at all meetings of the Board of Directors and of the Alliance;

- Be an ex-officio member of all committees;
- Sign all instruments, contracts, and legal documents in writing on behalf of the Alliance requiring a signature, along with the Secretary when necessary;
- Perform such other duties as pertain to the office and may be required of him/her by the Board of Directors;
- Coordinate the work of the officers and committees so that objectives and policies of the Coalition are maintained and promoted;
- Appoint At Large Directors and Chairpersons for all committees with the approval of the Board of Directors.

SECTION 2. The Vice President shall:

- Act as special assistant to the President and represent the President whenever so designated or if that officer is either absent or unable to serve;
- Be empowered to sign any documents as authorized by the Board of Directors. This power may be invoked in the even of an emergency during the absence of the President or due to the Presidents inability or refusal to act;
- Be a voting member of the Board of Directors;
- Perform all such duties as requested by the President or Board of Directors;
- Be responsible for preparing and distributing the Alliance's newsletter;
- Be the recipient of ideas and suggestions of any person or organization, which has an idea or project to propose.

SECTION 3. The Secretary shall:

- Keep minutes of the proceedings of all general membership and Board of Directors meetings of the Alliance;
- Preserve in a file all records of value to the Alliance to include a chronological file of all minutes of all meetings;
- Be a voting member of the Board of Directors;
- Sign with the President all contracts and legal documents;
- Maintain a current roster of membership including the name, address, telephone number, and membership category of each member;
- Conduct the correspondence of the Alliance;
- Perform such other duties as requested by the President or Board of Directors.

SECTION 4. The Treasurer shall:

- Administer all funds of the Alliance;
- Deposit receipts in a financial institution in the Alliances name as approved by the Board of Directors;
- Pay all bills and disburse funds as authorized by the Board of Directors;
- Maintain an itemized and accurate record of all receipts and expenditures in a permanent file;
- Be a voting member of the Board of Directors;
- Present financial status reports at monthly meetings to the Board, at the quarterly meetings of the membership, and prepare an annual statement accounting for Alliance funds;

- Prepare the records for the oversight of an Audit Committee when requested to do so by the Board of Directors;
- Perform such other duties as requested by the President or the Board of Directors.

SECTION 5. Directors at Large shall:

- Serve as chairs of standing committees as appointed by the President.
- Be a voting member of the Board of Directors;
- Provide advice and assistance in carrying out Alliance activities.
- Be responsible for preparing and distributing the Alliance newsletter.
- Perform such other duties as requested by the President or the Board of Directors.
- One Director at Large shall serve as Medical Director for the Alliance in a voluntary capacity.
 - The Medical Director shall be a physician;
 - The appointment shall be renewed each year by the new Board of Directors;
 - The Medical Director may be invited by the Steering Committee to serve as an official Spokesperson of the Emerald Coast Alliance for Breastfeeding Support on matters related to breastfeeding, particularly on medical or research issues, in which a response to news media reports is requested or desired.

SECTION 6. Each officer shall deliver to his or her successor within fifteen (15) days after retiring from office, all records, papers, and other property belonging to the Alliance.

ARTICLE 11- PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of Robert's Rules of Order (newly revised) shall govern all proceedings of the Alliance.

ARTICLE 12- AMENDMENTS

SECTION 1. For a period of nine months after the date of adoption by the Coalition these By-Laws, may be changed by a simple majority of its individual members present at any of the called meetings.

After nine months from the date of adoption, the By-Laws may be amended, suspended or altered by a two-thirds (2/3) majority of the members present. provided that a notice has been given to the membership at a previous meeting.

ARTICLE 13- FINANCIAL RECORDS/AUDITS

SECTION 1. Expenses

- a. Bills: The Treasurer shall pay all expenses of the Coalition no later than the tenth day of the month after receipt of billing.
- b. Travel: The Treasurer, with Steering Committee approval, shall pay all necessary and reasonable travel expenses. A travel voucher is required. (Mileage is the federal standard.)

- c. The financial records of the Coalition shall be ordered to be audited by an independent committee of three (3) members to comprise an Audit Committee. This will be ordered by a majority vote from the Steering Committee, or by a two-thirds (2/3) vote of the coalition membership.

These three members cannot be members of the Board of Directors. The Committee's duties shall be to audit the Treasurer's books and/or records. The report of the audit results shall be made at the regular membership meeting with a copy of the report given to each member of the Board of Directors and a copy for the permanent file kept by the Secretary.

ARTICLE 14- DISSOLUTION

SECTION 1. The Alliance may be dissolved by majority vote of the available members, provided that the disbursement of all moneys and properties be acted upon prior to dissolution, and in accordance with the requirements of the Articles of Incorporation and Non-profit Corporation Act then in existence.

ARTICLE 15- ADOPTION OF BYLAWS

Approved by the Membership on the 14th day of January, 2010 as witnessed by,

_____ (President) _____ (print name) _____ (date)

_____ (Secretary) _____ (print name) _____ (date)

ARTICLE 16- CHARTER OFFICERS

At the Charter Board Meeting Held the 14th day of January, 2010, the following Board Members accepted and took office as the Charter Board of Directors for the Emerald Coast Alliance for Breastfeeding Support:

- | | |
|--------------------------------------|--|
| <u>Ronda Yoder, DSN, ARNP</u> , | President & Committee Chair, Management |
| <u>Position not filled</u> , | Vice President |
| <u>Karen Shelton, RN, IBCLC,</u> | Secretary |
| <u>Jennifer Wowk-Ward, IBCLC,</u> | Treasurer & Committee Chair, Finance |
| <u>Anne Sanborn, BA, MPH, IBCLC,</u> | At-Large Director & Committee Chair, Community |
| <u>Julie DeCesare, MD, FACOG,</u> | At-Large Director |
| <u>Pamela Klein, MD, FAAP,</u> | At-Large Director, Medical Director |
| <u>LeeAnn Montaina, RN, IBCLC,</u> | Committee Chair, Advocacy |
| <u>Donna Maxwell, MSN, ARNP</u> | Committee Chair, Healthcare Providers |