

Bylaws Utah Coalition To Promote Breastfeeding

Revised March 28, 2006

Article 1 Name and Relationships

The name of the corporation shall be the Utah Coalition to Promote Breastfeeding hereinafter referred to as the "Coalition." The Coalition will do business as the Utah Breastfeeding Coalition.

Article 2 The Purpose of the Coalition is:

To collaboratively promote, protect breastfeeding and support 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

There shall be four categories of membership: Organizational, Associate, Honorary, 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 - 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 (i.e., 501 (c) 3 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. They also are invited to participate in the business before the executive committee and will have voting rights as equal participants.
- 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 organizations will be \$40 per year or \$170 for five years.

Section 3 - Associate Members: Individuals with a commitment to the objectives and who are willing to support the work of the Coalition may become associate members.

- A. Associate members will attend coalition meetings and are entitled to one vote on coalition business.
- B. Associate members are encouraged to participate in one or more committees of the Coalition.
- C. Associate members may be elected as officers of the Coalition.
- D. Dues for associate members will be \$15 per year or \$ 70 for five years.

Section 4 - Honorary Members:

- A. The Executive Director of the Utah Department of Health is automatically eligible for honorary membership in the Coalition subject only to his/her acceptance.
- B. An individual of outstanding achievement in the field of maternal and child health may be elected to honorary membership. Nomination for honorary membership shall be by formal action to the Board of Directors, and election shall be by unanimous vote of the Board of Directors.
- C. Honorary members can vote, and are eligible to serve as officers of the Coalition.
- D. The term of Honorary Membership can be for one year or for another period of time that is deemed appropriate by the Board of Directors. Honorary Members are not charged dues, but are eligible for discounted member rates to coalition events.

Section 5 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.

Section 6 Meetings:

- A. Coalition meetings shall be held at least quarterly
- B. Except as otherwise provided by law, in articles of incorporation of the Coalition, or in these Bylaws, a majority vote of members present, participating by phone, or voting by proxy vote is needed for the transaction of business.

Article 5 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 6 Officers of the Coalition

Section 1

The officers of the Coalition shall be President, President Elect, Recording Secretary, Corresponding Secretary and Treasurer. Officers shall be nominated and elected as outlined in Article 8, Section 1 and Article 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 one 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 Recording Secretary shall:

- A. Be appointed by the President;
- B. Record minutes at all meetings, save for committee meetings;
- C. Submit meeting minutes to the President for approval;
- D. Designate a temporary recording secretary if unable to attend meetings;
- E. Serve a two year term.

Section 5 - The Corresponding 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. 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 2/3 majority votes of the Board of Directors.

Section 9 Any vacancy occurring in the offices of the Coalition shall be filled by appointment by a majority vote of the remaining members of the Board of Directors.

Article 7 Board of Directors

Section 1 The affairs of the Coalition shall be managed by the 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.

- A. The Executive Committee shall be involved in the voting of spending authority for accounts in excess of \$500.00
- B. The Executive Committee shall also function in an advisory capacity to the Board of Directors and participate in all voting processes as deemed necessary by the President of the Coalition.

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, a majority vote of Board members present, participating by phone, or voting by proxy is needed for Board of Director approval.

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 8 Committees

The following are standing committees but are not all inclusive of other committees that may be needed to carry out Coalition business. The Board of Directors may establish ad hoc committees as necessary.

Section 1 - The Nominating and Membership Committee shall:

- A. Consist of at least three members and shall be appointed by the Board of Directors for a term of two years. No member shall serve more than one consecutive term. The Nominating Committee shall elect their own chairperson. The committee shall:
- B. Nominate at least one candidate for President Elect each year.
- C. Nominate at least one candidate for Corresponding Secretary every odd numbered year;
- D. Nominate at least one candidate for Treasurer every odd numbered year and;
- E. Receive recommendations from each committee for Committee Chairpersons.

- F. Nominate at least three candidates for committee chairpersons including one from each committee.
- G. Function as assistants to the election process.
- H. Work with the Promotion and Marketing Committee to promote and maintain membership.

Section 2 - The Promotion and Marketing Committee shall:

- A. Have as their primary objectives to increase the awareness and knowledge of breastfeeding among the general public, pregnant and breastfeeding women, and health care providers.
- B. Draft project plans relating to promotion and marketing and make recommendation to the Board of Directors relative to those projects; and
- C. Elect their own chairperson, for a one year term, who is responsible for scheduling and conducting meetings and reporting to the Board of Directors on the activities of the committee. This individual will also hold voting rights on the executive committee.
- D. Recommend to the Nominating Committee by December 1st of each year a committee chairperson.

Section 3 - The Policy Development and Implementation Committee shall:

- A. Have as their primary objective to help develop and recommend the implementation of policies in birth care centers, health care facilities, government programs and centers, worksites, child care facilities and others that may influence the initiation and duration of breastfeeding in Utah.
- B. Draft project plans relating to special promotion and marketing and make recommendation to the Board of Directors relative to those projects; and
- C. Elect their own chairperson for a one year term, who is responsible for scheduling and conducting meetings and reporting to the Board of Directors on the activities of the committee. This individual will also hold voting rights on the executive committee.
- D. Recommend to the Nominating Committee by December 1st of each year a committee chairperson.

Section 4 - The Education Committee shall:

- A. Have as their primary objective to increase the knowledge about breastfeeding management and support among pregnant and breastfeeding women, health care providers, and others.
- B. Draft plans relating to special promotion and marketing and make recommendations to the Board of Directors relative to those projects; and
- C. Elect their own chairperson who is responsible for scheduling and conducting meetings and reporting to the Board of Directors on the activities of the committee. This individual will also hold voting rights on the executive committee.
- D. Recommend to the nominating committee by December 1st of each year a committee chairperson.

Article 9 Conducting of Elections and Appointments

Section 1 The Board of Directors shall be responsible for conducting elections by January 31st of each year.

- A. The Nominating Committee shall be responsible for submitting a slate of candidates to the Board of Directors by December 1st.
- B. 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.
- C. Unless otherwise indicated, a simple majority vote shall elect.
- D. Election results will be reported to the Coalition membership at the Annual Meeting.

Section 2 - 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.