

COASTAL BEND BREASTFEEDING COALITION BYLAWS

Article I: Name, Purpose and Location

1.01 Name: The name of the organization is Coastal Bend Breastfeeding Coalition, hereafter referred to as "CBBC" or "the coalition".

1.02 Purposes: CBBC is organized and operated for service, educational, and charitable purposes to promote and support breastfeeding in the Coastal Bend community in the state of Texas. None of its assets shall benefit any member except as reasonable compensation for services rendered under contract, or reimbursement of expenditures incurred on behalf of the organization.

1.03 Offices: CBBC may have, in addition to its registered office, offices at such places as the coalition may from time to time determine or as the activities of CBBC may require

Article II: Membership

2.01 General Powers: The activities, property, and affairs of CBBC shall be managed by its designated officers.

2.02 Members: Membership representation shall be sought from all area hospital systems providing maternity or pediatric services, area nursing and medical education programs, ambulatory practice in OB and pediatrics, nutrition or WIC services, the Health Department, La Leche League, and any other breastfeeding advocate in the community. Membership in the Coalition indicates that the individual or institution supports the WHO (World Health Organization) code concerning the marketing of breastmilk substitutes.

2.03 Dues: Annual dues will be paid in January of each year. The amount will be set by the membership. Non-payment of dues by March will be cause for lapse in membership. Reinstatement of membership will be with payment of dues.

2.04 Privileges: Dues paying members are eligible to serve as officers or on committees. All members that have attended one of the previous three meetings and have paid annual dues will have voting privileges on motions requiring a vote, in nomination or in election of officers.

2.05 Place of Meeting: Meetings of the CBBC shall be held at places as specified in the meeting notice.

2.06 Regular Meetings: Regular meetings of the CBBC shall be held every other month (odd months), usually on the third Wednesday of the month, or as agreed upon by the CBBC. Agenda items will be discussed and acted upon, plus any new business as needed. Subcommittees and the treasurer will report on a regular basis. Meetings are open to all interested parties 18 years of age and older.

The regular meeting in November shall be the annual meeting and will be for the purpose of electing new officers in even years and for receiving annual reports. Special meetings may be called by the officers as needed.

2.07 Quorum and Manner of Acting: At all meetings, the presence of a majority of dues paying members shall be necessary and sufficient to conduct business. Members present by proxy (by sending another person as a substitute) may be counted towards a quorum. Without a quorum, issues may be discussed, but issues requiring a vote will be considered subject to subsequent approval of the majority. If a member is unable to attend, s/he may designate another group member as an alternate for voting purposes. The minutes shall list the person voting as proxy.

2.08 Conflict of Interest: Members will disclose conflict of interest as needed to the Coastal Bend Breastfeeding Coalition. Members disclosing a conflict of interest can volunteer or be requested to recuse themselves from voting on an area of potential conflict of interests. Disagreements about voting on areas of potential conflict of interest can be settled by majority vote.

2.09 Telecommunication: Minutes, meeting notices, and any issues requiring urgent decision between meetings can be transmitted and business conducted between meetings via email or postal mail as needed. Likewise, decisions can be voted upon via email by all voting members as defined in section 2.04

2.10 Parliamentary Authority- The rules contained in the Modern Edition of Robert's Rule of Orders will govern the coalition in all cases where the rules are not inconsistent with these bylaws and any special rules of order, which the Coalition may adopt.

2.11 Compensation: No one shall receive compensation for his/her services as an officer or as a member except as reasonable compensation for services rendered under contract. Nothing contained herein shall preclude any officer from receiving reimbursement for expenses incurred on behalf of the organization or from serving the organization in another capacity and receiving compensation therefore.

2.12 Fiscal accountability: Expenditures of less than \$200 may be approved by at least two of the officers as needed between meetings. Budgets for projects over \$200 should be pre-approved by the CBBC members and expenses reported to the treasurer. Itemized receipts or invoices shall be provided for any expenses requiring reimbursement.

2.11 Disbanding of the Coastal Bend Breastfeeding Coalition: Upon dissolution of the CBBC, all funds held by the Coastal Bend Breastfeeding Coalition would be forwarded to the Texas Breastfeeding Coalition.

Article III: Working Committees

3.01 Structure: The CBBC shall appoint such working committees deemed necessary to accomplish the specific objectives agreed upon. These committees will consist of active members and will have a designated person to act as chair. The chair will report all activity to the

CBBC at regular meetings. The committee will be responsible for the development and implementation of an action plan, with a timeline, on an annual basis, subject to CBBC review and approval.

3.02 Accountability: All projects and action plans shall contain adequate provision for evaluation and/or follow-up as appropriate

3.03 Function: Such committees shall be charged with the responsibility of implementing the objectives of the organization. Short term task forces may be formed as needed to accomplish specific tasks. Standing committees will consist of:

- 1) Education Committee (promotion of public, professional, and patient education),
- 2) Mother-Friendly Worksites (promotion of benefits of breastfeeding and of Mother-Friendly worksites to employees and employers)
- 3) Baby Friendly Hospitals (promotion of the Baby Friendly Hospital initiative)
- 4) Membership Committee (recruitment of members)
- 5) Media/PR Committee (public education and information dissemination).

Article IV: Officers and Employees Powers and Duties

4.01 Elected Officers: The elected officers of CBBC shall be a President, Vice-President, Secretary, and Treasurer. The remaining members of the CBBC shall be members-at-large. The executive committee shall consist of all current officers.

4.02 Election: All elected officers shall be elected by a simple majority of members during the November monthly meeting in even numbered years, or by previously submitted ballot. They will serve a two-year term. Office duties will begin the following January. Previous officers will mentor new officers as needed.

4.03 Term of Office: The officers of CBBC shall serve for a term of two years and shall be eligible for successive terms as needed, or until resignation, retirement, disqualification, or removal from office

4.04 Filling of Vacancies: Any vacancy shall be filled by the affirmative vote of a simple majority of the remaining officers at any CBBC scheduled meeting. Any officer elected or appointed to fill a vacancy shall hold office until the end of the original (two years) term of office which they are completing.

4.05 Removal: Any officer may be removed, either with or without cause, at any CBBC scheduled meeting by the affirmative vote of a simple majority of the officers, if notice of the intention to act upon the matter is given in the notice of the meeting. Failure to attend three consecutive meetings or send a proxy shall be grounds for removal, by majority agreement of the remaining officers.

4.06 President: The President shall preside at all CBBC meetings, but the Vice-President may also act in this capacity. The President will sign any lease, grant application or contract authorized by the CBBC members, except when the signing thereof shall be delegated by the CBBC. The President shall also report at each regular meeting and be responsible for the

preparation of the meeting agenda, with input from other officers, regular members and committees.

4.07 Vice-President: The Vice-President shall perform the duties of the President in the event of his/her disability or absence, together with other duties designated by the CBBC members or committees. The vice-president shall be in charge of preparing the annual report to be given at the annual meeting.

4.08 Secretary: The Secretary shall have charge of such books, documents, and papers as deemed necessary. They will also be responsible for the recording and distribution of minutes for the meetings, record of attendance, and meeting notices. A second secretary may be named if needed for correspondence. The secretary shall keep a current list of dues-paying and voting members.

4.09 Treasurer: The Treasurer shall be responsible for collection of dues, all funds and disbursements of CBBC and shall deposit income in the name of CBBC. S/he will notify the secretary of new members and notify previous members of lapse in dues payment. S/he shall also prepare a written financial report at least annually to present to the CBBC and prepare all required financial reports.

4.10 Additional Powers and Duties: In addition to the above enumerated duties, the officers shall perform such other duties and carry out projects as may be assigned by the CBBC members.

Article V: Revision of By-Laws

5.01 Revision of By-Laws: Two weeks notice of proposed changes in by-laws will be sent to all members prior to the meeting at which amendments will be presented for a vote. These by-laws may be revised by a two-thirds vote at that meeting or by previously submitted ballot.

(Revision by Patricia Olenick 03-08)
Approved 2008