**Ford County Breastfeeding Coalition Bylaws**

**Article I - Name, Mission, Vision**

Section I - Name

The name of this organization shall be Ford County Breastfeeding Coalition. The organization shall also be known as FCBC.

Section II - Mission

To improve the health of Ford County residents by working collectively to promote, protect, and support breastfeeding families.

Section III - Vision

Reduce barriers and create an environment that supports families in achieving their breastfeeding goals.

**Article II - Membership**

Section I - Active Members

1. An Active Member is a member who has timely paid his or her dues established by the Board of Directors, and meet such other qualifications as the Board of Directors shall establish from time to time for membership.
2. Only Active Members are entitled to vote.
3. The Board of Directors, by duly adopted resolutions, may establish additional classes of membership not having the power to vote and prescribe the terms and conditions of such membership.

Section II - Membership Duties

1. It shall be the duty of all members to support the mission of the FCBC and abide by these Bylaws and all FCBC policies and procedures established by the Board of Directors.
2. All other duties, including payment of dues, of the membership shall be determined by the Board of Directors.

Section III - Membership Term and Renewal

The term of membership shall be for a period of one (1) year beginning February of each year and ending February of each year. Membership may be renewed annually.

**Article III - Board of Directors**

Section I - Powers and Eligibility

1. All programs, business, and property of the FCBC shall be governed by the Board of Directors.
2. The Board of Directors will be elected from among the Active Members of the FCBC.

Section II - Numbers and Composition

1. The Board of Directors will be comprised of a minimum of five (5) and a maximum of nine (9) active directors.
2. The active directors shall include the following five (5) officiers: Treasurer, and Secretary; and three (3) to seven (7) additional active directors.
3. The Executive Director of the FCBC will serve as an ex-officio, non-voting member of the Board of Directors, except for in the case of a tie.

Section III - Terms of Office

The members of the Board of Directors shall serve the following terms, unless the Officer or Director earlier resigns or is terminated.

1. Elected Officers (two (2) year terms):
	1. Treasurer (elected in odd years, takes office in even years)
	2. Secretary (elected in even years, takes office in odd years)
2. Additional Active Directors (two (2) year terms, staggered):
	1. Three to seven (3-7) Directors
3. Executive Director (two (2) year term)

Section IV - Term Limitations

1. No individual, with the exception of the Executive Director, may serve on the Board of Directors in any capacity for more than eight (8) consecutive years; provided, however, that each director shall serve until his or her successor has been duly elected.
2. An individual who has served eight (8) consecutive years may be eligible for reelection to the Board of Directors after one (1) year’s absence from the Board of Directors.

Section V - Nominations

Each year the Nominations Committee will put forth a slate of candidates who have met eligibility requirements and appropriate nomination processes as specified by the Nominations Committee. The Fiduciary duties of the Board of Directors shall be to serve and carry out the best interests of the FCBC as a whole.

Section VI - Elections

1. Ballots shall be distributed to the membership via email at least sixty (60) days prior to the Annual Meeting in February of each year, with a return date of thirty (30) days prior to the Annual Meeting.
2. Each Active Member may cast one vote for each person nominated in the election by complete, signing, and dating a written or electronic ballot, and returning it to the FCBC by the specified time.
3. Ballots will be tabulated by the Executive Director and confirmed by a representative of the Nominations Committee.
4. Members of the Board of Directors shall be elected by a plurality of the votes of the membership present in person at the meeting and those submitted electronically prior to the meeting. Members participated by remote communication shall be deemed present at the meeting.
5. Installation of officers will take place at the conclusion of the Annual Meeting.

Section VII - Duties of the Officers

1. The Executive Director:
	1. Be subject to the direction and control of the Board of Directors, preside at all meetings of the FCBC and the Board of Directors.
	2. Assume all other powers and duties as may be vested in that office by these Bylaws or the Board of Directors.
	3. In the name of the FCBC:

Execute legal and financial instruments (e.g. agreements, bonds, checks) that may be from time to time authorized by the Board of Directors.

1. The Treasurer shall::
	1. Be subject to the direction and control of the Board of Directors, have overall responsibility for the financial affairs of the FCBC and shall keep full and accurate accounts of all monies received and expended and make disbursements authorized by the Board of Directors.
	2. Assure that the financial records of the FCBC are available at all times for verification and inspection by the membership of the FCBC at the direction of a majority of the membership.
	3. Have such other powers and duties as are usually incident to that office, and as may be determined by the Board of Directors or Executive Director from time to time.
	4. In the absence of the Executive Director, or in the event of the Executive Director’s inability or refusal to act, the Treasurer shall perform all the duties of the Executive Director.
	5. When so active, the Treasurer shall have all the power of, and be subject to all the restrictions on, the Executive Director.
2. The Secretary shall:
	1. Prepare and maintain minutes of all meetings of the membership.
	2. Prepare and maintain minutes of all meetings of the Board of Directors.
	3. Prepare and maintain minutes of other committees that may, from time to time, carry out work on behalf of the Board of Directors.
	4. Be the custodian of records and shall keep the original or a copy of these Bylaws as amended or otherwise altered.

Section VIII - Resignation, Removal, and Vacancies

1. Resignation:
	1. A director may resign by delivering a letter of resignation to the Executive Director or Secretary of the Board of Directors.
	2. Such resignation shall be effective upon receipt, unless it is specified to be effective on a later date.
2. Removal:
	1. Any member of the Board of Directors may be removed from office with or without cause by a plurality of the votes of the membership present in person at the meeting and those submitted in writing.
	2. The notice of a meeting of the membership to remove a member of the Board of Directors shall state the specified directors sought to be removed.
	3. Notice will be given to the membership and Board of Directors at least thirty (30) days prior to the meeting.
	4. A proposed removal of a director at a meeting shall require a separate vote for each director sought to be removed.
	5. If removal is effected at a meeting, any vacancies created thereby shall be filled pursuant to Article III, Section VII, 3 Vacancies.
	6. Any director who is removed from the Board of Directors shall not be eligible to stand for reelection until the next regularly scheduled election.
3. Vacancies:
	1. A vacancy on the Board of Directors regardless of cause, shall be filled by the affirmative vote of a majority of the remaining Board of Directors.
	2. The individual appointed to fill such vacancy shall meet the qualification and eligibility requirements and shall serve only for the remainder of the term of the director to be replaced.

**Article IV - Meetings of the Membership**

Section I - Scheduled Meetings of the Membership

1. A scheduled meeting of the membership of the FCBC will be held at least once a year. The Annual Meeting shall be held in February of each year. Scheduled meetings may be held in person and/or via means of remote communication.
2. Notice of scheduled meetings shall be sent to all members not less than fourteen (14) days prior to the date of the meeting. The meeting will commence by confirming the presence of a Quorum.

Section II - Special Meetings of the Membership

1. Special meetings of the membership may be called by the Board of Directors at its discretion, at a date, time, and place set by the Board of Directors.
2. Upon the written request of a majority of the membership, the Board of Directors will call a special meeting at a date, time and place set by the Board of Directors, not less than fourteen (14) days nor more than ninety (90) days after the date of the written request.
3. Special meetings may be held in person and/or via means of remote communications.
4. Notice of special meetings shall be sent to all members not less than fourteen (14) days prior to the meeting. Notice shall include the agenda for the meeting, which will include a summary of matters upon which a vote will be taken. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the membership.

Section III - Quorum

The members present at any meeting of the membership with duly given notice shall constitute a quorum. Members participating via remote communication will be considered present so long as all parties can hear and be heard or follow the discussion.

**Article V - Meetings of the Board of Directors**

Section I - Meetings of the Board of Directors

1. Scheduled meetings of the Board of Directors shall occur at least once each quarter.
2. The Board of Directors may call special meetings of the Board.

Section II - Quorum

1. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
2. No official business shall be transacted at any meeting at which a quorum is not present and the only motion which the Executive Director shall entertain at such meeting is a motion to adjourn.

Section III - Active and Actions

1. The vote of the majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the Bylaws require a vote of a greater number. In the case of a tie, the Executive Director shall cast the deciding vote.
2. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting, if the action is approved by all members of the Board. Such action must be evidenced written consents electronically via email by a majority of the Board of Directors that describe the action taken and are signed and dated by each director.
3. Action taken by such written consent is effect as of the date of the last director signed the consent, unless the consent specifies a later effective date.

Section IV - Meeting Location and Method

1. Meetings of the Board of Directors, or any committee designated by such board, may occur in person, or through any means of remote communication by which all persons participating in the meeting can hear each other.
2. Participation in a meeting pursuant to this subsection shall constitute presence in person at such a meeting.

**Article VI - Committees**

Section I - Standing Committees

1. The FCBC may form standing committees a the discretion of the Board of Directors.
2. Each standing committee will consist of two (2) or more Directors of the FCBC.
3. All committees function in an advisory capacity only and do not have the authority to act on behalf of the Board of DIrectors.
4. Committee business may be conducted at in-person meetings or by remote communication.
5. The presence or participation of a majority of the committee members shall be necessary to constitute a quorum for the transaction of committee business.
6. All matters submitted to a committee vote shall be decided by the affirmative vote of a majority of committee members participating where a quorum is established.
7. In case of a tie, the committee chair shall hold the deciding vote.
8. The duties of the committee chairs shall be to serve and carry out the best interests of the FCBC as a whole.

Section II - Advisory Panels

1. The Board of Directors may appoint such advisory panels, as it believes to be in the best interest on furthering the purposes of the FCBC.
2. These panels may include members and non-members of the FCBC.
3. Membership on an advisory panel shall not confer a right to vote on FCBC actions and the advisory panel shall act only in an advisory capacity to the FCBC.

**Article VII - Administration**

Section I - Fiscal Year

The fiscal year of the FCBC shall begin on the first (1st) day of January of each year and end on the thirty-first (31st) day of December each year.

Section II - Notices

Notices may be communicated either by mail or by electronic mail at an e-mail address at which the member or director has consented to receive notice. Notice may also be communicated by personal - oral communication where reasonable.

Section III - Conflicts of Interest

The Board of Directors and staff will submit annual disclosures of conflicts of interest.

Section IV - Compensation

The Board of Directors shall serve without compensation, but may be reimbursed for reasonable expenses incurred in connection with their service on the Board of Directors.

**Article VIII - Amendment of Bylaws**

1. These bylaws may be amended, revised, or new Bylaws adopted by an affirmative vote of a majority of a quorum of members present in general or special meetings.
2. Any member of the chapter, either active or associate, may introduce an amendment or bylaw proposal.
3. The notice of a meeting shall include a summary of the proposed amendments.
4. Amendments and bylaws shall take effect immediately upon adoption, unless specifically provided for.