

BYLAWS OF THE MINNESOTA BREASTFEEDING COALITION

MISSION

The mission of the Minnesota Breastfeeding Coalition is working collaboratively to create an environment in Minnesota where breastfeeding is recognized and supported as vital to the health and development of children and families.

ARTICLE I NAME AND PURPOSE

Section 1. Name

The name of the organization shall be the Minnesota Breastfeeding Coalition. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2. Purpose

The Minnesota Breastfeeding Coalition is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The purpose of this corporation is:

- to work collaboratively to increase the initiation, duration, and exclusivity of breastfeeding in Minnesota;
- to promote public awareness and support for breastfeeding as the cultural norm;
- to increase awareness of and compliance with the WHO Code;
- to develop networks for sharing information among groups concerned about improving the health of mothers and babies through breastfeeding;
- to serve as a resource for health care professionals and the general public through dissemination of information and materials on breastfeeding topics;
- to encourage the development of local breastfeeding coalitions;
- to raise charitable funds for the above; and
- to engage in such other activities as are consistent with the foregoing.

ARTICLE II MEMBERSHIP

Section 1. Categories of Membership

There shall be three categories of membership: Breastfeeding Organizations, Associate Organizations, and Corporate Partners. The Board shall have the authority to establish and define non-voting categories of membership. Membership shall be granted upon a

majority vote of the Board. The Board of Directors shall have the right to deny, or terminate, the membership of any organization.

1.A. Breastfeeding Organizations

Local, county and/or regional breastfeeding coalitions, associations, committees, collaborative, or task forces with a common interest and commitment to the purpose and objectives of the Coalition may become member organizations.

1.A.1. Each breastfeeding organization will designate one delegate entitled to vote on behalf of the organization's members. It is the responsibility of each breastfeeding organization to provide the delegate's contact information to the Coalition. The voting delegate may not be on the ballot for election. If a voting delegate is on the ballot for board of director election or is a write-in, the breastfeeding organization shall designate an alternate delegate to cast the vote on behalf of the organization's members.

1.A.2. Additional members from each breastfeeding organization are encouraged to participate in Coalition meetings as non-voting participants.

1.A.3. Additional members from each breastfeeding organization are strongly encouraged to participate in one or more sub-committees of the Coalition.

1.B. Associate Organizations

Non-profit and/or government organizations with a commitment to the purpose and objectives and a willingness to support the work of the Coalition, though their primary focus is not breastfeeding, may become associate members.

1.B.1. Members of Associate Organizations may attend Coalition meetings but are non-voting participants.

1.B.2. Associate members are encouraged to participate in one or more sub-committees of the Coalition.

1.C. Corporate Partners

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

1.C.1. Representatives from Corporate Partners may attend Coalition meetings but are non-voting participants.

1.C.2. Representatives from Corporate Partners are encouraged to participate in one or more sub-committees of the Coalition.

Section 2. Dues

Membership is renewed on a bi-annual basis. A nominal fee may be required for active membership. This fee is determined by the Board of Directors.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting

An in-person meeting of voting members will be held at least once a year. The date of the annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2. Special Meetings

Special meetings may be called by the Chairperson or by a simple majority of the Board of Directors. A petition signed by 10% of voting members may also call a special meeting.

Section 3. Notice of Meetings

Notice of each meeting shall be given to each voting member not less than ten days before said meeting.

ARTICLE IV VOTING BY MEMBERSHIP

Section 1. Coalition business

The membership shall vote to elect or re-elect Directors and to amend the bylaws. Items to be voted upon shall be announced in writing not less than 10 days before the vote is taken. Voting may be done electronically or at membership meetings by ballot.

Section 2. Quorum

The participation of twenty percent (20%) of the voting members of the Coalition shall be necessary to constitute a quorum for the transaction of Coalition business. No official business shall be transacted when a quorum is not achieved.

Section 3. Voting

The affirmative vote of a majority of voting members when a quorum is achieved shall decide all questions except as otherwise required by law or in the Articles of Incorporation or these Bylaws.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number of Directors

The authorized number of Directors shall be not less than five (5) and not more than eleven (11) with the exact number of Directors to be determined by a resolution duly adopted by the Board of Directors..

Section 2. Duties and Responsibilities of the Board of Directors

The Board of Directors shall consist of the following Directors:

1. Chairperson
 - a) Chairs and facilitates the annual meeting and regular Steering Committee meetings
 - b) does not vote on matters before the Board except in the case of a tie
 - c) performs other duties as detailed in the policies and procedures
2. Chairperson-elect
 - a) Chairs and facilitates meetings in the absence of the Chairperson
 - b) performs other duties as detailed in the policies and procedures
3. Past-chairperson (starts with 2016 Chairperson-elect)
 - a) Mentors and assists the Board
 - b) performs other duties as detailed in the policies and procedures
4. Secretary
 - a) Maintains membership list and contact information
 - b) performs other duties as detailed in the policies and procedures
5. Treasurer
 - a) Serves on the finance committee
 - b) oversees financial dealings of the coalition as outlined in the policies and procedures
6. At-Large Director(s)
 - a) oversees such sub-committees as may be formed according to policies and procedures, such as governance, finance, membership, etc.

The Board of Directors shall:

1. Conduct Coalition business consistent with the bylaws.
2. Enter into agreements with individuals, agencies or organizations as desired to carry out Coalition activities.
3. Meet at least annually.
4. Make regular reports to the membership concerning actions taken by the Board of Directors.
5. Establish bi-annual membership dues for each membership category.
6. Approve proposed amendments to the Bylaws prior to submission for membership approval.
7. Approve or reject proposed project abstracts submitted by the committees.
8. Appoint steering committee members.
9. Form and dissolve sub-committees as needed.

Section 3. Qualification of Directors

3.A. No Director may be funded or associated with the artificial infant food industry, which includes the production and/or sale of artificial infant food, bottles, or nipples.

3.B. Each Director must be part of a member Breastfeeding Organization, Associate Organization, or Corporate Partner as defined in Article II Section 1, or an active member of the MBC Steering Committee, or have specialized skills. Directors are encouraged to attend a local breastfeeding coalition meeting in person or by phone.

3.C. No Director shall receive compensation for his or her services as a Director or as a Steering Committee member.

3.D. Directors and Steering Committee members may be removed for having a conflict of interest as defined in the policies and procedures.

Section 4. Election and Terms of Directors

4.A. Nominations

The Chairperson will appoint a Nominating Committee of three Steering Committee members who will solicit nominations from among the membership of the Coalition. The slate of candidates will be reported to the Chairperson and sent or posted to all voting members with a deadline for voting at least 2 weeks after notification. Space shall be provided on the ballot for write-in votes.

4.B. Elections

Ballots returned to the Nominating Committee by the deadline will be tallied and reported to the Chairperson.

Directors shall be elected by a majority of those voting. New Directors assume their responsibilities in January.

4.C. Terms

A Chairperson-elect will be elected annually, with the prior year's Chairperson-elect assuming the position of Chairperson. The Chairperson-elect shall serve a term of two years through 2015. Starting in 2016, the Chairperson-elect shall serve a term of three years. All other Board of Director positions shall have a term of two years. Directors are eligible for re-election. Board members may not serve more than six consecutive years.

4.D. Vacancies

If a vacancy occurs in the office of Chairperson, that vacancy shall be filled by the Chairperson-elect and a new Chairperson-elect appointed by a majority vote of the remaining members of the Board of Directors to serve out the remainder of the current term.

Section 5. Resignations

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

Section 6. Removal from office

- A Director may be removed from office by a two-thirds vote of the Board of Directors.
- Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing of a majority of the voting membership.

ARTICLE VI STEERING COMMITTEE OF THE COALITION

Section 1. Composition of the Steering Committee

The Steering Committee of the Coalition shall consist of the elected Board of Directors and appointed Steering Committee members.

Section 2. Duties and responsibilities of the Steering Committee

The Steering Committee shall:

1. Conduct Coalition business consistent with the bylaws.
2. Meet regularly.
3. Make regular reports to the membership concerning actions taken by the Steering Committee.
4. Review proposed amendments to the bylaws prior to submission for membership approval.
5. Review and recommend proposed project abstracts submitted by the sub-committees.

Section 3. Appointment and terms of Steering Committee members

Steering Committee members shall be appointed by a majority vote of the Directors. Steering Committee members do not have a term and may be removed at any time by a majority vote of the Directors.

Section 4. Removal from office

Steering Committee members may be removed by a majority vote of the Directors.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS OR STEERING COMMITTEE

Section 1: Regular meetings

Regular meetings of the Steering Committee shall take place at such times, places, and dates as fixed by the Board of Directors.

Section 2. Special meetings

Special meetings of the Board of Directors or the Steering Committee for any purpose may be called by the Chairperson or a simple majority of Directors or by any four (4) Steering Committee members.

Section 3. Quorum

The presence of a majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors or Steering Committee. No official business shall be transacted at any meeting at which a quorum is not present.

Section 4. Voting

The affirmative vote of a majority of Directors present at a meeting where a quorum is present shall decide all questions except as otherwise required by law or in the Articles of Incorporation or these Bylaws. In case of a tie, the Chair shall hold the deciding vote.

Section 5. Definition of presence at meetings

Meetings may occur in person, or through any means of communication (including teleconference or web conference) by which all participants may simultaneously hear each other in real time.

ARTICLE VIII SUB-COMMITTEES

The Board may create sub-committees as needed to conduct Coalition business, such as fundraising, special projects, etc. Directors appoint all sub-committee chairs by a simple majority. Sub-committees may be permanent, thus an ongoing and integral part of the Coalition, or temporary, appointed to fulfill a function that will terminate within a designated timeframe.

ARTICLE IX FISCAL YEAR

The fiscal year of the coalition shall begin January 1 and end December 31 of each year.

ARTICLE X DISSOLUTION

The Minnesota Breastfeeding Coalition may be dissolved by a vote of a majority of voting members. In the event of dissolution, any assets shall be distributed to one or more non-profit organizations whose purpose and objectives promote breastfeeding education and support.

ARTICLE XI CHANGE OF BYLAWS

These bylaws may be amended or repealed by vote at any meeting of the membership, provided proper notice has been given to the entire membership for each proposed change.