

# ARKANSAS BREASTFEEDING COALITION BYLAWS

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## **NAME**

The Arkansas Breastfeeding Coalition Incorporated is a public charity with 501 (c) (3) status as established with the Internal Revenue Service. The name of this organization shall be referred to as Arkansas Breastfeeding Coalition Incorporated.

## **MISSION STATEMENT**

The Arkansas Breastfeeding Coalition, Inc. is a statewide multidisciplinary organization of individuals with the following mission: to improve the health and well-being of Arkansans by working collaboratively to promote, protect and support breastfeeding.

## **GOALS**

In keeping with the Mission Statement, the objectives of the Arkansas Breastfeeding Coalition are to:

- ❖ Increase public acceptance of breastfeeding, increase public awareness of the health risks associated with formula, and promote behavioral change that results in increased rates of breastfeeding initiation and duration.
- ❖ Promote public policies that support breastfeeding and encourage active support for breastfeeding among key community leaders.
- ❖ Educate health care providers and other community members about health care risks associated with not breastfeeding and how they can better support those mothers who choose to breastfeed their babies.
- ❖ Advocate, promote and educate for Healthy People 2020 breastfeeding goals.

## **ARKANSAS BREASTFEEDING COALITION COMMITTEE STRUCTURE DESCRIPTION**

### **Membership**

The membership of the Arkansas Breastfeeding Coalition will be composed of individuals interested in promoting, protecting and supporting breastfeeding. All participants in Arkansas Breastfeeding Coalition are members. Some members hold Executive Committee positions. Members are encouraged to serve on a committee. Members will interact through the Coalition's Facebook page and the Executive Committee will keep them informed through information posted there and on the web site.

## **Executive Committee**

The business of this organization shall be managed by an Executive Committee made up of elected officials and include a Chairperson, Vice Chair, Treasurer and Secretary who serve staggered terms of two years, and of Committee Chairs, who each serve terms of one year. The current year Vice-Chairperson shall assume the duties of Chairperson in odd years. Terms shall begin January 1, following fall election and expire December 31 of the second year. A new Vice-chairperson will be elected in the same odd year, i.e. 2011, 2013, 2015, etc. The Secretary and Treasurer will be elected in even years, i.e. 2012, 2014, etc. Committee chairs shall be elected yearly.

The Executive Committee will exist to facilitate and assimilate all information and activities concerning committee activities, funding, and communication to be reported to the Arkansas Breastfeeding Coalition, Inc. membership.

## **Election and Voting Processes**

### **For Executive Committee Positions:**

- The Membership Committee will take nominations for the following positions in October: Chairperson, Vice Chair, Treasurer and Secretary.
- Ballots will be prepared and distributed by the Membership Committee at the November Executive Committee meeting for voting by all who are present or who have sent in a vote electronically. The Membership Committee will prepare and distribute an electronic ballot within two weeks of the October meeting. Members who will not attend the election meeting may submit a signed ballot electronically to the Chair of the Membership Committee no later than 48 hours before the scheduled vote. The Chair of the Membership Committee will collect and print the electronically submitted ballots and bring them to the Executive Committee meeting, to be tallied with the live votes.
- Membership Committee will tally written and live votes and announce the new leaders immediately with changes going into effect January 1.

### **For Committee Chair Positions:**

- Each committee will take nominations for the position of Chair in October.
- Ballots will be distributed between the committee members and will be voted on during the month of November. A member of the committee who is not nominated will tally the votes and will submit the results and documentation to the Coalition Secretary of the newly elected leaders at or before the December meeting.
- Changes will go into effect January 1.

**Executive Committee voting, vacancies, resignations:** Each member of the Executive Committee has one vote. If there is a tie, the Chair may cast two votes. Vacancies of the Executive Committee shall be filled by a majority vote of the Membership for the balance of the year, except in the case of a vacancy in the position of Chair. If a Chair position is open, the Vice-Chair will take the position, as described below. Resignations from the Executive Committee must be in writing and received by the Secretary. An Executive

Committee member may be removed for other reasons after receiving due notice and a three-fourths vote of the present members.

**Duties of elected officials:**

**Chairperson:** Responsible for facilitation of the Executive Committee meetings, and for calling regularly scheduled and extra-ordinary meetings.

**Vice-Chairperson:** Assume the responsibility of Acting-Chair in the absence of the Chair. If the Vice-Chairperson is unable to assume the duties of the Chairperson as described, a Chairperson will be elected in the odd year. The Vice-Chairperson will become the Chairperson in the next election.

**Treasurer:** Works with committee chairs to establish budget needs and report these to the membership. They will also lead in the development of funding sources and ensure payment to vendors. All checks shall be signed by one approved Executive Committee member in addition to the Treasurer.

**Secretary:** Responsible for documentation and distribution of meeting minutes and maintaining history of past meetings in a file on the Yahoo Groups site. The Secretary will call for agenda items one week prior to an upcoming meeting, and notify members of scheduled meetings. The Secretary will send an electronic version of the agenda the day prior to the meeting and will bring paper copies to the meeting.

**Attendance Required:** In order to ensure broad representation and a quorum, all Executive Committee members have the responsibility to attend all regular or special meetings. A committee member may designate a substitute, to attend in their absence. These substitutes will not be part of the quorum. A member shall not be absent for more than three (3) consecutive meetings. Accommodations will be made for out-of-town members to attend via teleconference, upon request.

**Operating Guidelines**

- A. Quorum: A quorum of the Executive Committee meetings shall consist of half plus one of the number of the Executive Committee members. Business may be discussed in the absence of a quorum, but no votes may be taken.
- B. Rules of Order: Discussion and votes will be taken under Robert’s Rules of Order. The Chair shall be the interpreter of said rules.
- C. Voting: A simple majority of the present Executive Committee members shall be deemed sufficient for passage of any motion other than amending bylaws which shall require a supermajority of 75% of the total voting membership as shall a motion to suspend the rules. The voting for Executive positions also requires a difference in procedures, as outlined above.
- D. Attendance: Members of the Executive Committee will confirm their ability or inability to attend meetings at least 48 hours before the upcoming meeting.
- E. Cancellation of Meetings: A scheduled meeting may be determined to be cancelled if the Secretary received confirmation of less than five (5) members able to attend. Notification must be made 48 hours before the meeting. The

Secretary will notify members of cancellation no less than 24 hours before the meeting.

**Amendments of the By-Laws:** Amendments to the by-laws will be presented a month before the Executive Committee meeting at which there is to be a vote. The Secretary shall offer a ballot that may be signed and submitted electronically up to the day before the scheduled meeting. The by-laws may be amended by approval of written amendment by 75% of the votes.

### **Committees for Members:**

Committee chair people will be elected on a yearly basis, and will be members of the Executive Committee. At the start of each calendar year, members will be invited to sign-up for membership in a Committee. Among those who agree to serve, Chairs will be nominated and elected as designated above. All Committee Chairs will submit an annual report to the Executive Committee no later than December 15 of the calendar year.

In addition to the committees listed below, the Executive Committee may create committees as needed, without the need to amend the bylaws. The chairs of the created committees may or may not then serve on the Executive Council, as determined by the Executive Committee.

**Membership Committee:** To be effective, the Coalition needs members. The Coalition's ability to serve the community is directly related to the strength and size of the membership base. The Membership Committee develops and implements an action plan for recruiting, retaining, and educating members, develops guidelines for membership and is responsible for nominations and ballots for Executive Committee positions. The Press Director will also be a member of the membership committee. The Press Director will represent the Coalition in speaking with the press or making public statements or appearances. The membership committee is also responsible for keeping the web site and Facebook pages current. There may be payment available for someone to make changes to the web site.

**Grant Committee:** Responsible for seeking grant funding proposals for projects that contribute to the promotion, protection, and support of breastfeeding. Grant Committee is knowledgeable about grant funding guidelines and policies and shall keep records of proposals submitted, denied, and accepted. Responsible for reviewing any grants submitted to the Coalition with a request for the Coalition to act as the fiduciary agent. If the Grant Committee approves of such grants, they send it on to the Executive Committee for approval. Any organization requesting that the Coalition act as a fiduciary agent must act in accordance with the WHO Code of Marketing of Breastmilk Substitutes and must not have other activities in conflict with the Mission Statement and Goals of the Coalition.

**Education Committee:** The Coalition is focused on improving breastfeeding rates through advocacy and on raising awareness of the economic and health impacts of breastfeeding throughout Arkansas. The Education Committee will focus on training and sharing information regarding these activities and at times, will develop materials. The Education Committee shall keep records of all outreach and training. When the

Education Committee develops written materials, they shall make them available to the larger Coalition for use as needed, as outlined in the Developed Materials section.

**Health Disparities Committee:** The Coalition is focused on support for breastfeeding. Access to support and accurate information is often limited among ethnic and racial minorities and those of lower socioeconomic status. The Health Disparities Committee will monitor factors that cause disparities in breastfeeding rates in the state and will encourage activities and policies to increase breastfeeding among those populations that currently have lower rates.

**Regional Representatives:** This committee will have representatives from each region of the state and will bring information about the needs and interests specific to that region to the Coalition. They will also bring the information from the Executive Committee back to their area.

## **FINANCIAL**

The annual accounting period for the Arkansas Breastfeeding Coalition will be January 1 to December 30.

Compensatory arrangements will be approved by vote of the Executive Committee prior to payment.

The date and terms of all approved compensatory arrangements will be documented and maintained by the Treasurer. The Secretary will also document compensatory arrangements in the minutes.

Approval of compensatory arrangements will be based upon information about compensation paid by similar situated taxable or tax-exempt organizations for similar services. This information and its source will be documented in Executive Committee minutes.

## **MATERIAL DEVELOPMENT GUIDELINES**

Developed materials include press releases, publications, grant funding documents, and educational materials produced by committees and shall be subject to the restrictions outlined below.

All material will be made available to and are sharable with the Membership for use in Coalition-related activities. Ownership of the materials and any copyrighting will belong to the individual/individuals that developed the materials and acknowledgment of their authorship must be represented in some way, if used by others. Material offered by any sponsoring organizations/business must be met with final approval by vote of the Executive Committee and may not conflict with the World Health Organization International Code for the Marketing of Breastmilk Substitutes.

Only the Arkansas Breastfeeding Coalition, Inc., logo and the logo of any sponsoring organization/businesses will appear on any materials developed.

Only organizations/businesses that the Membership determine to meet the World Health Organization International Code for the Marketing of Breastmilk Substitutes will be considered as sponsors of any organization materials or activities.

### **DISSOLUTION CLAUSE**

Upon the dissolution of the Arkansas Breastfeeding Coalition, assets shall be distributed to one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code as voted on by a majority of available Coalition members.