

CALIFORNIA BREASTFEEDING COALITION BYLAWS

Article I: Name

The name of this organization shall be the **California Breastfeeding Coalition (Coalition)**.

Article II: Purpose

To improve the health and wellbeing of Californians by working collaboratively to protect, promote, and support breastfeeding.

Article III Office

Principal Office. The principal office of the organization shall be located at such place as the Board of Directors may from time to time authorize.

Article IV Nonpartisan Activities

This organization shall be nonprofit and nonpartisan. No substantial part of the activities of the organization shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Article V Dedication of Assets

The properties and assets of this organization are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this organization. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes provided that the organization continues to be dedicated to the exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article VI Members

Section 1. There shall be three categories of membership: Breastfeeding Organizations, Associate, and Corporate. The Board shall have the authority to establish and define nonvoting 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.

Section 2. Breastfeeding Organizations:

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

A. An organization will be represented by two delegates who will attend coalition meetings. Each member organization will be 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.

B. Organizational member delegates are encouraged to participate in one or more committees of the Coalition.

Section 3. Associate Organizations: Non-profit and/or government organizations 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 but are non-voting members.

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

Section 4. Corporate Partners: Businesses 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. They may attend coalition meetings but are non-voting members.

Section 5. Dues

Membership is renewed on an annual basis, beginning in January. A nominal fee may be required for active membership. This fee is determined by the Board of Directors and may be adjusted annually.

ARTICLE VII Meetings

Section 1: Annual Meeting. The date of the regular 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, the Executive Committee, or a simple majority of the Board of Directors.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by e-mail, not less than ten days before the meeting.

ARTICLE VIII Voting

The membership shall vote to elect officers and to amend the by-laws. A majority of those members responding shall be sufficient to carry a vote. Items to be voted upon shall be announced in writing. Voting may be done by e-mail and/or by ballot at meetings.

ARTICLE IX Officers of the Coalition

Section 1.

The membership shall vote to elect officers and to amend the by-laws. A majority of those members responding shall be sufficient to carry a vote. Items to be voted upon shall be announced in writing. Voting may be done by e-mail and/or by ballot at meetings.

Section 2. Duties and Responsibilities

Executive Committee

1. Chairperson
 - Chair and facilitate all meetings
 - Chair executive committee (EC) meetings

- Serve as spokesperson when needed
- Serve as central point of contact for inter-group communication
- Maintain communication with EC
- Provide assistance/leadership to other executive committee members as needed
- Respond to members concerns/ideas

2. Membership/Communications Coordinator/Secretary

- Maintains membership list and contact information
- Creates and maintains email lists (or whatever is used to communicate)
- Assists with maintenance of website
- Serves as central point of contact for intra-group communication
- Ensures timely communications as needed
- Send out and tally election ballots as needed
- Maintains meeting minutes of the Board of Directors and the annual meeting of the corporation.

3. Meeting Coordinator

- In consultation with other EC members, sets agenda for annual meeting(s)
- Identifies location(s) for meeting(s)
- Handles meeting registrations
- Coordinates prepares meeting materials – handouts, nametags etc.
- Serves as catering/facilities liaison
- Coordinates support during meetings as needed

4. Treasurer/Fundraising Coordinator

- Serves as liaison with fiscal agent
- Consults with rest of EC on fiscal decisions
- Processes expenses and maintains financial records
- Initially, coordinates proposals/plans re: fiscal agents

5. Advocacy and Legislative Representative

- Represents Coalition's interests at meetings
- Provides summaries of these meetings for membership
- Keeps membership apprised of relevant legislation and other issues

Section 3. Qualification of Directors

- 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.
- B. Each director must be a current member of a member breastfeeding organization or associate organization as defined in Article VI Section 3.

Section 4. Number of Directors

The authorized number of directors shall be not less than five (5) and not more than seven (7) with the exact number of directors to be fixed by a resolution duly adopted by the board of directors.

Section 5. Election and Terms

The Chairperson will appoint a Nominating Committee of three members who will solicit nominations from among the membership of the organization. The slate of candidates will be reported to the Chairperson and e-mailed to all voting members during the first week of November.

Space shall be provided on the ballot for write-in votes. Ballots shall be returned to the Nominating Committee by December 1st, tallied and reported to the Chairperson. Officers shall be elected by a majority of those voting. New officers assume their responsibilities in January.

The *Board of Directors* shall be elected by e-mail vote and will serve a term of two years. The Chairperson and the Treasurer will be elected in the odd years. The Meeting Coordinator, the Membership Coordinator and the Advocacy and Legislative Representative will be elected in the even years. Board Members are eligible for re-election. If a vacancy occurs in the office of President, that vacancy shall be filled by appointment by a majority vote of the remaining members of the Board of Directors.

Section 6. Resignations

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

Section 7. Removal from office

A director may be removed from office by a 2/3 vote of the Board of Directors.

Section 8. Vacancies

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.

Section 9. Regular meetings

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

Section 10. Special meetings

Special meeting of the Board of Directors for any purpose may be called by the Chairperson or any two (2) directors.

ARTICLE X 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. 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 Chairperson.

B. Except as otherwise provided by law or in these Bylaws, a majority vote of Board members present or participating by phone is needed for Board of Directors approval.

Section 3 -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 for each membership category;
- 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 XI COMMITTEES

Committees shall be named by the Board of Directors to fulfill functions as needed. The Board may create committees as needed, such as fundraising, or special projects. Board Members appoint all committee chairs by a simple majority. 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 XII FISCAL YEAR

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

ARTICLE XIII DISSOLUTION

The California 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 any non-profit organization(s) whose purpose and objectives promote breastfeeding education and support.

ARTICLE XIV 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.

Adopted: July 12, 2009

President: Bonnie Henson

ATTEST:

Secretary: Emily Lindsey