

# By-Laws of the

## **Mississippi Breastfeeding Coalition**

### **Mission**

The mission of the Mississippi Breastfeeding Coalition is to improve the health of Mississippi by working collaboratively to promote and support breastfeeding.

### **Article 1**

#### **Name, Location, and Purpose**

1.1 Name. The name of the corporation is Mississippi Breastfeeding Coalition (MSBFC). This is a not-for-profit organization incorporated under the laws of the State of Mississippi.

1.2 Location. The MSBFC will be based in the metropolitan Jackson (Mississippi) area. The coalition, however, shall serve the entire State of Mississippi. Satellite coalitions may be organized wherever needed.

1.3 Purpose. The Mississippi Breastfeeding Coalition is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. None of its assets shall benefit any director or officer except as reasonable compensation for services rendered under contract, or reimbursement. MSBFC neither endorses nor opposes any causes beyond its primary purpose. Primary purposes of the MSBFC are to:

- Work collaboratively to increase the incidence and duration of breastfeeding in Mississippi
- Promote public awareness and support for breastfeeding as the cultural norm
- Develop networks for sharing information among groups concerned about improving the health of mothers and babies through breastfeeding
- Serve as a resource for healthcare professionals and the general public through dissemination of information and materials on breastfeeding topics
- Assist in the development of satellite breastfeeding coalitions
- Raise charitable funds for the above

## **Article II Membership**

2.1 General Membership. The MSBFC is an organization represented by community organizations and individuals interested in improving the health of Mississippi through promotion and support of breastfeeding. All rights, privileges, and dues of members shall be determined by the members eligible to vote.

2.2 Voting Members. Criteria for voting members shall including completion of the official MSBFC membership form and submission of the established membership dues. Members must have an organization or personal dedication to protection, promotion, and support of breastfeeding, and observe the WHO Code of Marketing of Breastmilk Substitutes.

2.3 Non-Voting Members. Any non-member individual or group interested in working collaboratively to improve the health of Mississippi through breastfeeding promotion and support may attend coalition meetings and participate in projects established by the membership.

2.4 Membership Meetings. Meetings of the MSBFC shall be held monthly in the metropolitan Jackson area, unless otherwise deemed appropriate by the Board of Directors. Meeting sites shall be selected for easy access to members, and hosted by various member organizations. In addition, ongoing electronic communication may be provided through the e-group list-serve established for the Coalition, and official business may be communicated and conducted through this means.

## **Article III Board of Directors**

3.1 General Powers. The activities, property, affairs, and agenda for the MSBFC shall be managed by its Board of Directors, who may exercise all such powers of the MSBFC and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation or by these bylaws.

3.2 Number and Qualifications. The Board of Directors shall consist of seven (7) directors which number may be increased or decreased from time to time by amendment to these Bylaws, provided that at no time shall the number of directors be less than three (3) and no decrease in number shall have the effect of shortening the term of any incumbent Director. Directors shall have been members of the MSBFC for at least six (6) months, and shall be elected to represent a diverse group of professionals who impact breastfeeding families, including: (1) physician; (2) hospital; (3) Mississippi State Department of Health;

(4) lactation consultant; (5) community group; (6) La Leche League; and (7) at-large member. A proxy may be selected to represent any Director at official meetings. In addition, the current elected Coalition President shall serve as a non-voting member of the Board. The Directors shall elect a Chair to call and preside at meetings of the Board.

3.3 Term of Office. The Directors of the MSBFC shall be elected by the membership of the MSBFC. To maintain consistency, Directors shall be eligible for successive terms as needed, or until their resignation, retirement, disqualification, or removal from office.

3.4 Election of Directors. Current Directors of the MSBFC (or a Nominating Committee designated by the Board) shall prepare a slate of Directors from among the membership. A ballot will be mailed by first class mail service to each voting member of the MSBFC at least thirty (30) days prior to the return date of the ballot. Each voting member shall cast only one vote by ballot for each Director position. A majority of members eligible to vote constitute a quorum. All Directors shall be elected by a majority vote of ballots returned.

3.4 Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, removal from office of any directors or as the result of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, at any annual or special meeting thereof.

3.5 Resignation and Removal. Any Director may resign by delivering a letter of resignation to the Chair. A Director may be removed, either for or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of any majority of the number of Directors, if notice of the intention to act upon such matter shall have been given in the notice of such meeting.

3.6 Meetings of the Board. The Board of Directors shall meet twice annually, in the Fall and Spring, commencing with the year 2003. Meetings shall be at such a place as shall be specified in the respective notices thereof. Written notice stating the place, day, and hour of each annual meeting of the Board of Directors shall be delivered not less than two (2) or more than fifty (50) days before the date of such meeting, to each Director entitled to vote at such meeting. Additional meetings may be held at such times and places as may be fixed by the Board and communicated to all Directors. The Fall meeting will be convened to nominate officers and establish the agenda for the coalition for the subsequent calendar year. Any and all business may be transacted at any regular meeting.

3.7 Quorum and Manner of Acting. At all meetings of the Board of Directors the presence of a majority of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business. If a Director is unable to attend, he or

she may designate another group member as an alternate Director for voting purposes. The minutes shall list the person voting as a proxy.

3.8 Compensation. No Director shall receive compensation for his or her services as a Director or as a member of a standing or special committee of the Board. Nothing herein contained shall be construed to preclude any Director from receiving reimbursement for expenses incurred on behalf of the Corporation or from serving the Corporation in any other capacity and receiving compensation thereof.

## **Article IV**

### **Officers of the Coalition**

4.1 Elected Officers. The elected officers of the MSBFC shall be a President, Vice-President, Secretary, and Treasurer. All officers will serve a one (1) year term of office, and may be re-elected for a subsequent term.

4.2 Appointive Officers. The Board of Directors may also appoint one or more assistant officers or other officers as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined by the Board.

4.2 Election. The Board of Directors, or designated Nominating Committee, shall prepare a slate of candidates from among the membership of the MSBFC. Commencing with the 2004 election, all candidates shall have been a member of the MSBFC for at least six (6) months. A ballot will be mailed by first class mail service to each voting member of the MSBFC at least thirty (30) days prior to the return date of the ballot. Each voting member shall cast only one vote by ballot for each officer position. A majority of members eligible to vote constitute a quorum. All officers shall be elected by a majority vote of ballots returned. The term of office shall begin in January of each year.

#### 4.3 Duties of the Officers.

- **President**. The President is primarily responsible for implementing the Agenda established by the Board of Directors at their annual fall meeting. The President shall preside at all monthly meetings of the Coalition, including developing and preparing monthly meeting agendas, and designating and providing oversight to standing committees and task groups within the Coalition for special project implementation. The President shall serve as a nonvoting member of the Board of Directors, and will be required to report on the operations of the MSBFC at each scheduled Directors meeting.
- **Vice-President**. The Vice-President may preside at monthly meetings of the Coalition in the absence of the President, and may perform the duties of the President in the event of absence or

disability, together with other duties as may be designated by the president or the Board of Directors.

- **Secretary.** The Secretary shall have charge of such books, documents and papers as the Board shall determine. The Secretary shall be responsible for recording the minutes of all monthly meetings (including arranging a proxy if he or she is unable to attend), keep a record of attendance, disperse the minutes to members, and be responsible for notices of meetings and all correspondence necessary for the operation of MSBFC. The Secretary will also write letters on behalf of the MSBFC as requested by the President or Board.
- **Treasurer.** The Treasurer shall be responsible for all funds and disbursements of MSBFC and shall deposit in the name of MSBFC all monies of MSBFC. The Treasurer shall perform all duties ordinarily incident to the office, including the preparation of an income and expense statement for the Fall annual meeting of the Board of Directors.

4.4 Additional Powers and Duties. In addition to the above enumerated duties, the officers shall perform such other duties and exercise such further powers as may be assigned by the Board of Directors.

4.5 Compensation. No Officer shall receive compensation for his or her services as an Officer or as a member of a standing or special committee. Nothing herein contained shall be construed to preclude any Officer from receiving reimbursement for expenses incurred on behalf of the Corporation or from serving the Corporation in any other capacity and receiving compensation thereof

## **Article V Miscellaneous**

5.1 Dividends Prohibited. No part of the net income of MSBFC shall inure to the benefit of any private individual or organization, and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or members. The Corporation may pay compensation in a reasonable amount to Directors, Officers, or members for services rendered and may reimburse as provided in Sections 3.8 and 4.5.

5.2 Dissolution. In the event of the dissolution of MSBFC, or that it ceases to carry out the objectives and purposes set forth, the Board shall make provision for the payment of all liabilities of MSBFC and shall disperse all assets to other non-profit organizations as designated by 501(c)(3) status.

5.3 Indemnification. MSBFC, in accordance with applicable law, shall indemnify any Director, officer or other functionary against reasonable expenses when he

or she is, or is threatened to be, named as defendant or respondent in a proceeding because of conduct arising out of service to the corporation where such individual acted in good faith and reasonably believed the conduct was in the corporation's best interest, and in the case of criminal conduct, had no reasonable cause to believe the conduct was unlawful.

Such indemnification may, to the extent authorized by the Board of Directors, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment.

The corporation may purchase and maintain a policy of insurance on behalf of any person who is or was a Director, officer, or other functionary serving at the request of the corporation against any liability asserted against and incurred by her in such capacity or arising out of such status whether or not the corporation would have the legal authority or obligation to indemnify.

Where no insurance coverage is maintained the determination whether or not to indemnify shall be made at a meeting of the Board with all Directors not named, or threatened to be named, as defendants or respondents eligible to vote.

5.4 Amendment. These Bylaws may be amended at any meeting of the membership by a three-fourths vote of the majority. Proposals for amendment shall be presented in writing and read at the meeting, and voted on at the next meeting. The Secretary shall maintain a file of bylaw amendments and shall prepare each year for the annual meeting a concorded set of the Bylaws to reflect the will of the Board.

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Chair, Board of Directors

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Board of Directors Member

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