

Northern Colorado Breastfeeding Coalition Bylaws created 6/17/2019

Board of Directors

- President
- Vice President
- Secretary
- Treasurer
- Community Engagement and Advocacy Director
- At-large (1-2)

Officers (Executive Committee)

- President
- Vice President
- Secretary
- Treasurer
- Community Engagement and Advocacy Director

Article I – Name

The name of the organization is Northern Colorado Breastfeeding Coalition (hereinafter referred to as NCBC). NCBC has not been formed for the making of profit or personal financial gain. The assets and income of NCBC shall not be distributable to, or benefit the directors, officers, or other individuals. The assets and income shall only be used to promote the mission, vision, purpose, and goals of NCBC. NCBC shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. NCBC is organized exclusively for purposes listed in section 501(c)(3) of the Internal Revenue Code.

Article II – Vision, Mission, Purpose, and Goals of NCBC

Vision: Create an environment that supports and sustains breastfeeding success in Northern Colorado

Mission: The Northern Colorado Breastfeeding Coalition will provide the community with breastfeeding support, resources and education to increase the success and longevity of breastfeeding in Northern Colorado.

Purposes:

- **Advocacy.** To lead and collaborate with partners to advocate for equitable breastfeeding support in Northern Colorado on behalf of all breastfeeding families.
- **Partnership Development.** To align with partners to remove barriers and improve breastfeeding promotion and support.
- **Workplace/Child care.** To support workplace lactation accommodation and breastfeeding-friendly child care public health initiatives.
- **Healthcare.** Provide breastfeeding education to healthcare professionals for improving breastfeeding support.
- **Resources.** Be a resource for healthcare professionals and the public for promoting and optimizing breastfeeding.

Goals: NCBC may determine SMART (specific, measurable, achievable, realistic and timely) goals during annual strategic planning.

Assessment: The Board will assess, no less than every two years, performance and effectiveness of NCBC and determine future actions to achieve its mission.

Article III – Members

Supporters:

Identified as a core group of people who take an interest in the mission of NCBC.

Dues:

The Board of Directors determines the annual dues, payable to NCBC by supporters.

Voting:

Supporters may vote and elect Board of Directors at the end of their two (2) year term during Annual Meetings. A simple majority of supporter's present carries a motion.

Article IV – Board of Directors

Composition:

The Board of Directors will consist of the following elected positions: President, Vice President, Secretary, Treasurer, Community Engagement and Advocacy Director. In addition, up to two at-large supporters may be appointed by the Board of Directors to lead specific work.

Board Members Roles:

President. The President is the chief executive officer of NCBC and shall provide leadership and oversight in planning, implementing, and evaluating NCBC activities.

Vice President. The Vice President shall become familiar with the duties of the President and shall perform other duties as assigned by the President or the Board of Directors. In the absence of the President or in event of her or his inability or refusal to act, the Vice President shall perform the duties of the President.

Secretary. The Secretary shall issue meeting reminder notices, keep an attendance record and maintain the minutes of the meetings of the supporters and of the Board of Directors. The Secretary shall be the custodian of all meeting minutes, NCBC policies and bylaws.

Treasurer. The Treasurer shall be responsible for all funds of the NCBC. The Treasurer shall oversee the collection of determined

membership dues and donations, keep accounts of all monies, prepare annual financial statements, and prepare and submit all required reports to State and Federal governments (i.e. annual filing of Periodic Report to Colorado Secretary of State, Form 990-N e-post card to the Department of the Treasury Internal Revenue Service). The Treasurer shall monitor and report the expenditures of NCBC at board meetings or whenever requested by the Board.

Community Engagement and Advocacy Director. This position facilitates educational opportunities, supports treasurer in soliciting donations, manages scholarships, and engages NCBC in equitable breastfeeding support and promotion.

Number, Tenure and Terms:

The Board of Directors shall have up to seven (7), but not fewer than five (5) members. Each board member shall serve two (2) year terms and until her or his successor shall have been elected. There are no set term limits for elected board members. Up to two (2) at-large supporters may be appointed by the Board of Directors to lead specific work and shall serve a one-year term.

Nominations:

Nominations from supporters to fill expiring terms of elected Board members shall be presented to the Board of Directors in writing thirty (30) days prior to an election.

Election:

Elections shall be held bi-annually in conjunction with the Annual Meeting, the first meeting of the year. The term of office shall run from February 1st through January 31st. The Board of Directors may adjust these dates as needed.

Resignation, termination:

Resignation from the Board of Directors must be in writing and received by the President 30 days in advance. A Board member may be removed by a

two-thirds majority vote of the Board of Directors, whenever in their judgment the best interest of NCBC would be served.

Standards of Conduct for Board of Directors:

A board member shall perform her or his duties, including the duties as a board member: (1) in good faith; and (2) in a manner the board member reasonably believes to be in the best interest of the NCBC.

Article V – Meetings

Board of Director Meetings:

A minimum of three (3) evenly spaced meeting per year with a majority in attendance with face-to-face participation shall occur. A conference call of the full Board of Directors can substitute for one (1) of the three (3) meetings.

Notice: At least two (2) weeks prior notice shall be required for said meetings.

Quorum: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. The Board of Directors may vote on any issue through email unless otherwise specified by the President.

Meetings by telephone:

Members of the Board of Directors may participate in and act at any meeting through a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Action Without a Meeting

A decision or action taken by the Board of Directors may be made without a meeting only under conditions that require decision or action before the next regularly scheduled meeting of the Board. In such case, a telephone

meeting or a meeting held by electronic communications shall be deemed to comply with this provision under the discretion of the Board. The decision or action of the Board shall only be effective if there are writings which describe the decision or action included in the NCBC's minutes. Electronic communications constitute a writing for purposes of this section.

Notwithstanding the above paragraph, a director may request in writing that the Board of Directors not make the proposed decision or action without a meeting. In such a case, the Board of Directors shall hold a meeting to vote on the proposed decision or action.

Voting:

Voting shall be accomplished by one vote per Board of Director. The approval of matters before the Board of Directors shall require a majority vote of the quorum.

General Meetings:

General NCBC meetings shall be held no less than four (4) times a year at such time and place as is determined by the Board of Directors. An annual meeting of the supporters shall take place in the beginning of the year in which supporters shall elect Board of Directors (bi-annually), receive reports on activities from NCBC and provide guidance for the direction of NCBC for the coming year.

Article VI – Officers and Executive Committee

Officers:

Officers shall be the President, Vice President, Secretary, Treasurer, Community Engagement and Advocacy Director, and shall operate as the Executive Committee. No person shall hold more than one (1) elective office at a time.

Powers:

The Executive Committee shall have power to control and manage all the affairs of NCBC, including the authority to approve administrative

policies, manage funds of NCBC, formulate and approve the annual budget and strategic plan, manage initiatives, and approve amendments to the NCBC Bylaws.

Special Meetings of the Executive Committee:

Special meetings of the Executive Committee may be called by or requested of the President at any time. Notice of special meetings shall set forth the matters to be discussed. At least seventy-two (72) hours of notice is required.

Terms:

The Term of Offices shall be a minimum of two (2) years from the year elected or until their successors have been duly elected. There are no set term limits for Officers.

Vacancies:

The Executive Committee shall have the power to appoint supporters to fill any vacancy among the Officers or Directors for any unexpired term.

Executive Committee Roles:

President. The President is the chief executive officer of NCBC and shall provide leadership and oversight in planning, implementing, and evaluating NCBC activities.

Vice President. The Vice President shall become familiar with the duties of the President and shall perform other duties as assigned by the President or the Board of Directors. In the absence of the President or in event of her or his inability or refusal to act, the Vice President shall perform the duties of the President.

Secretary. The Secretary shall issue meeting reminder notices, keep an attendance record and maintain the minutes of the meetings of the supporters and of the Board of Directors. The Secretary shall be the custodian of all meeting minutes, NCBC policies and bylaws.

Treasurer. The Treasurer shall be responsible for all funds of the NCBC. The Treasurer shall oversee the collection of determined membership dues and donations, keep accounts of all monies, prepare annual financial statements, and prepare and submit all required reports to State and Federal governments (i.e. annual filing of Periodic Report to Colorado Secretary of State, Form 990-N e-post card to the Department of the Treasury Internal Revenue Service). The Treasurer shall monitor and report the expenditures of NCBC at board meetings or whenever requested by the Board.

Community Engagement and Advocacy Director. This position facilitates educational opportunities, supports treasurer in soliciting donations, manages scholarships, and engages NCBC in equitable breastfeeding support and promotion.

Nominations:

Nominations from supporters to fill expiring terms of Officers shall be presented to the Board in writing thirty (30) days prior to an election.

Election:

Elections shall be held in conjunction with the Annual Meeting, the first meeting of the year. The term of office shall run from February 1st through January 31st. The Board of Directors may adjust these dates as needed.

Vacancies:

The Board of Directors shall have the power to appoint Officers to fill any vacancy for any unexpired term.

Resignation, termination:

Officers may resign at any time by giving a written notice 30 days in advance to the Board of Directors. An officer may be removed by a two-thirds majority vote of the Board of Directors, whenever in their judgment the best interest of NCBC would be served.

Article XII – Conflict of Interest Policy

The NCBC Board of Directors, Officers and supporters shall all comply with the NCBC Conflict of Interest Policy.

Article XIII – Nondiscrimination

The NCBC shall have a non-discriminatory policy as to directors, officers, employees, and all other persons. Therefore, neither this corporation, its Board, nor any officer, employee, or agent shall discriminate against any applicant, or other individual based on race, creed, color, sex, sexual orientation, or national or ethnic orientation.

Article IX – Liability for Debts

Limitation:

No trustee shall obligate NCBC or commit it to any policy, program, purchase, sale or responsibility out of the ordinary course of business without the express authority of the Board of Trustees.

Indemnification:

Every director of the NCBC and his/her heir, executors or administrators, and estate and effects, respectively shall always be indemnified and saved harmless out of the funds of the NCBC from and against: All costs, charges and expenses whatsoever which such director sustains or incurs in or about an action or suit or proceeding which is brought, commenced or prosecuted against him or her, for an in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her about the execution of duties of his office as director; and all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses are as occasioned by his/her own willful act, neglect or default.

Protection of Directors:

No director shall be liable for the acts, receipts, neglects, or default of any other director, or for joining in any receipts or other act for conformity, or for any loss of expense happening to the NCBC through the insufficiency of deficiency of title to any property acquired by order of the board for or on behalf of the NCBC, or for the insufficiency or deficiency of any security in or upon which any moneys of the NCBC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or act of any person with whom any moneys, securities or effects of the NCBC shall be deposited, or for a any loss occasioned by any error of judgment or oversight on his part, for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

Article X – Other Considerations

Contracts:

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NCBC, and such authority may be general or confined to specific instances. Contracts may be signed exclusively by the Executive Director or Board Chair.

Loans:

No loans shall be contracted for on behalf of the NCBC and no evidence of indebtedness shall be issued in the name of the NCBC unless authorized by a resolution of the Board of Directors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the Corporation. Loans may be signed exclusively by the Executive Director or Board Chair.

Investment Managers:

The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the NCBC.

Books and Records:

The directors shall see that all necessary books and records of the NCBC required by the by-laws of the NCBC or by an applicable statute or laws are regularly and properly kept.

Fiscal Year:

The fiscal year of the NCBC shall terminate on the 31st of December of each year or on such dates the directors may by resolution determine.

Checks, Drafts, and Notes:

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the NCBC shall be signed by such officer or officers, agent or agents of the NCBC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Deposits:

All funds of the NCBC not otherwise employed shall be deposited to the credit of the NCBC as soon as practicable in such banks, trust companies, or other custodians as the Board of Directors may select.

Article XI – Dissolution of the Organization

The dissolution of the NCBC shall be accomplished within the legal requirements of the State of Colorado for dissolution of nonprofit corporations. Upon dissolution, the NCBC shall use its funds only to accomplish the purpose specified in these bylaws, and no part of such funds shall inure or be distributed to members of the organization. All remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board.

Article XII– Amendments

A two-thirds majority of the Executive Committee may amend these bylaws at any regular or special meeting of the Executive Committee with the approval of such amendment. Amendments proposed for approval must be submitted in written form at least two weeks prior to the next meeting.