

# ONslow COUNTY BREASTFEEDING COALITION BYLAWS

## ARTICLE I: Name and Mission

### 1.1. NAME.

The name of this Coalition is the Onslow County Breastfeeding Coalition.

### 1.2. MISSION.

The mission of the Onslow County Breastfeeding Coalition is to educate, promote, protect, and support breastfeeding as the norm for infants and children in Onslow County. We are dedicated to researching and connecting resources to make each breastfeeding experience a positive one.

## ARTICLE II: Membership

### 2.1. CATEGORIES OF MEMBERSHIP.

#### 2.1.1. ACTIVE MEMBERS.

Membership of the Onslow Breastfeeding Coalition is open to anyone who is in agreement with the mission and vision of the Coalition, signs a declaration of support for the Coalition's mission and vision, and who participates in the Coalition activities.

Membership is renewed on an annual basis. A fee will be required for active membership. In order not to exclude any person, a membership fee waiver will be available for those not able to pay. The Board of Directors will be responsible for: the fee amount, method of fee payment, application and the initiation of the fee.

2.1.1.1. *Individual Members*: Individuals who meet the criteria detailed above are considered active members. They are allowed voting privileges for all matters to be determined by the general membership.

2.1.1.2. *Organizational Members*: Representatives from interested affiliated groups may participate in coalition activities and discussions; one representative from each group may vote on coalition affairs and elections.

#### 2.1.2. HONORARY/SUPPORTING MEMBERS.

Individuals, organizations, and corporations who support the mission and objectives, but do not meet the requirement for active membership are nonvoting honorary/supporting members.

### 2.2. MEMBERSHIP TERMINATION.

The Board of Directors may, by the affirmative vote of three-fifths (3/5) of the full Board of Directors, terminate a membership for cause. Grounds constituting "cause" shall be determined by the Board of Directors in its sole discretion. Such member shall be given reasonable notice of the proposed termination and shall be entitled to a hearing before the Board of Directors at the next regularly scheduled Board of Directors meeting.

Membership may also be terminated by the failure of a member to continue to satisfy the relevant membership requirements.

### 2.3. MEMBERSHIP DUTIES.

It shall be the duty of all members to support the purposes of the Coalition and to abide by the provisions of these Bylaws and all Coalition policies and procedures established by the Board of Directors. All other duties, including dues, of the membership shall be determined by the Board of Directors, and reviewed on an annual basis.

## ARTICLE III: BOARD OF DIRECTORS

### 3.1. OFFICERS.

Officers are responsible for the operation of the Coalition. All officers must be active members of the Coalition. The officers of the Coalition shall be President/Chair, Vice President/Co-Chair, Recording Secretary, Corresponding Secretary, and Treasurer. The Officers are members of the Board of Directors.

### **3.1.1. DUTIES OF OFFICERS.**

#### *3.1.1.1. The President/Chair shall:*

- A. Determine the agenda and preside over membership and Board of Director meetings.
- B. Be an ex-officio member of all Coalition Committees.
- C. Present an annual report to the members.
- D. Function as primary contact person for the organization.
- E. Coordinate programs;
- F. Serve a one-year term.

#### *3.1.1.2. The Vice President/Co-Chair shall:*

- A. Immediately assume the duties of the President/Chair in the event the President/Chair becomes unable to complete the term of office or is removed from office;
- B. Coordinate and oversee the Chairs of the Committees and act as liaison for the Committees to the Boards;
- C. Assist in coordination of programs;
- D. Serve a one-year term.

#### *3.1.1.3. The Secretary shall:*

- A. Record minutes at all meetings, except for committee meetings;
- B. Submit meeting minutes to the Board for approval;
- C. Distribute the meeting minutes to the membership;
- D. Correspond as necessary, including notifying members of meetings as requested by the President and Vice President;
- E. Designate a temporary secretary, if unable to attend meetings;
- F. Serve a one-year term.

#### *3.1.1.4. The Social Media Coordinator shall:*

- A. Serve as the role of the Webmaster;
- B. Maintain the Coalition website;
- C. Collaborate with the **Social Media Committee**;
- D. Serve a one-year term.

#### *3.1.1.5. The Treasurer Shall:*

- A. Collect and account for all Coalition funds;
- B. Provide monthly and annual financial reports to the President and Board of Directors and/or Membership;
- C. Maintain a current email and member list, including all membership documentation;
- D. Serve a one-year term.

### **3.2. DIRECTORS.**

**3.2.1.** The affairs of the Coalition shall be managed by the Board of Directors, which is composed of the Officers, and the Directors.

**3.2.2.** All Board Members will sign a Conflict of Interest and Ethics Statement approved by the Board and must declare any conflict of interest prior to any Board of Director vote. The Directors will be nominated and elected annually.

**3.2.3.** Starting with the June 2022 meeting, Directors shall have been active members of the Coalition for at least three (3) months, and shall be elected to represent a diverse group of individuals and organizations who impact breastfeeding families, to include: (1) one health care provider; (2) one breastfeeding peer counselor or breastfeeding support group leader; (3) one lactation consultant (IBCLC or CLC); and (4) one at-large member. Officers are allowed to fulfill these requirements simultaneously.

### **3.3. MEETINGS OF THE BOARD OF DIRECTORS.**

Meetings of the Board of Directors shall be held at least quarterly at a place, date and time designated by the President. Except as otherwise provided by law, in articles of incorporation of the Coalition, or in these Bylaws (see section 4.1), a majority vote of Board members present, participating by phone, electronically, or voting by proxy is constitutes a quorum of the Board of Directors.

### **3.4. 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 and corporate sponsor levels;
  - 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.
  - H. Review and approve the annual operating budget. The Board of Directors shall be involved in the voting of spending authority for accounts in excess of \$500.00.
1. Positions on the Board of Directors are held by individuals, and as such are not reflective or representative of individual directors' member organizations. The duties of the Board of Directors shall be to serve and carry out the best interests of the Coalition as a whole.

### **3.5. TERMS OF OFFICE.**

There are no limits to the number of terms an individual may serve in an office.

### **3.6. NOMINATIONS.**

Nominations for candidates for individual offices and director positions shall be made at the May meeting. Nominations require a nomination and a second from the general membership. The President/Chair shall secure consent from each individual nominated.

### **3.7. ELECTIONS.**

The Board of Directors shall be elected by the Active Membership. Each voting member of the Coalition shall cast only one vote for each office in each election. Ballots presenting a slate of Board positions shall also provide space for write-in candidates. All Board members shall be elected by a simple majority of ballots returned. The Treasurer shall tabulate the ballots prior to the end of the May meeting, at which time the election results will be announced. Nominations or ballots received after the stated date will not be counted or considered.

In the event of a tie, the incoming elected board members will vote by secret ballot to break the tie. If the incoming Board of Directors votes are another tie, the incoming Vice President/Co-Chair will sway the vote.

### **3.8. RESIGNATION, REMOVAL, VACANCIES.**

#### **3.8.1. RESIGNATION.**

A Director may resign by delivering a letter of resignation to the President/Chair. Such resignation shall be effective upon receipt, unless it is specified to be effective on a later date. Should the President/Chair need to resign, the letter of resignation should be delivered to the Vice President/Co-Chair.

#### **3.8.2. REMOVAL.**

The Board of Directors, by a three-fifths (3/5) vote of its members, may remove from office any director who fails to perform his/her duties as outlined in these bylaws, or fails to attend three (3) consecutive general membership, committee, and/or Board of Directors meetings without being excused; the Board of Directors can waive this for exceptional circumstances.

#### **3.8.3. VACANCIES.**

A person elected by a majority vote of the remaining members of the Board of Directors until the next election shall fill any vacancy occurring in any office, except President/Chair, for the unexpired term. A vacancy occurring in the office of the President/Chair shall be filled by the Vice President/Co-Chair.

### **3.9. COMPENSATION.**

The Board of Directors shall serve without compensation but may be reimbursed for reasonable expenses.

## **ARTICLE IV: MEMBERSHIP MEETINGS AND CONDUCT OF BUSINESS**

### **4.1. QUORUM REQUIREMENTS.**

If One-fourth of the voting membership is present at a membership meeting, this constitutes a quorum at such meetings for the purpose of voting on all motions, questions, resolutions, and other actions, so long as the meeting has been properly announced and motions have been submitted in a manner consistent with these Bylaws and applicable law.

#### **4.2. VOTING.**

In general, decision-making for the Coalition will be by member consensus. When unable to reach consensus, a vote may be held at any regular or special meeting of the Coalition, following Robert's Rules of Order. All Active Members shall be entitled to vote on all matters submitted to a vote of the membership, except the election of Board of Director members, in which case only Active Members of a minimum of three (3) months may vote. Each Active Member, whether representing an organization or an individual, shall be entitled to one (1) vote on each such matter. Each member of the Board of Directors shall also be entitled to one (1) vote.

##### **4.2.1 ELECTION OF OFFICERS AND BOARD OF DIRECTORS.**

All Board members shall be elected by a simple majority of ballots returned. The Treasurer will tabulate ballots; non-candidate volunteers may be the tellers and count. Installation of officers will take place at the beginning of the January meeting.

##### **4.2.2. VOTING ON MOTIONS, QUESTIONS, RESOLUTIONS, AND ACTIONS.**

Any motion, question, resolution, or proposed action that requires a general membership vote shall be published at least one (1) week prior to the meeting in which the voting shall occur in no less than three (3) places: individual email, on the website, and on the Facebook event for that meeting.

##### **4.2.3. VALIDATION AND PASSAGE OF BALLOTS.**

Ballots must be cast in person to be considered valid. The sale or transfer of a vote is strictly prohibited.

#### **4.3. REGULAR COALITION MEETINGS.**

Coalition meetings will be held at least monthly. All members will be notified a minimum of 10 days before each meeting. Teleconferencing and other technologies may be used for membership and Board of Directors meetings.

#### **4.4. ANNUAL MEETING.**

The annual membership meeting shall be in June.

### **ARTICLE V: COMMITTEES**

#### **5.1 COMMITTEE ESTABLISHMENT**

The Board of Directors shall name standing and special or ad hoc committees. Committee Chairs shall provide meeting reports to the Board of Directors. Committees may be dissolved by a majority vote of the Board for cause.

#### **5.2 CATEGORIES OF COMMITTEES**

The Board of Directors may establish ad hoc committees as necessary. Individuals may volunteer to serve on more than one committee at a time. Committees shall elect their own chairperson, who is responsible for scheduling and conducting meetings and reporting to the Board of Directors on the activities of the committee. The following shall be standing committees:

- A. Social Media
- B. Outreach
- C. Fundraising
- D. Big Latch On
- E. Diversity, Equity & Inclusion

### **ARTICLE VI: AMENDMENTS**

#### **6.1. AMENDMENT OF THE BYLAWS**

The Bylaws may be amended in one of two ways:

1. At any business meeting by a three-fifths vote of the active membership present, eligible to vote, and voting. The membership shall be notified of intent to amend Bylaws and provided with proposed amendments at least twenty (20) days prior to the meeting at which the amendments are to be proposed.
2. Without previous notice at any annual meeting by ninety-nine percent of the active membership present, eligible to vote, and voting.

#### **6.2 DISSOLUTION OF THE COALITION**

Upon the dissolution of this organization, any monetary assets shall be distributed to The Big Latch On organization.

# APPENDIX 1

MEMBERS OF THE BOARD OF DIRECTORS ARE ELECTED TO SERVE THE OUSLOW COUNTY BREASTFEEDING COALITION (OCBC) AND ITS MEMBERSHIP. THE men and women who accept this position are expected to carry out their duties in a manner that inspires and assures confidence in the organization.

I have an obligation to the organization I serve, to the general public, and to myself to maintain the highest standards of ethical

## Confidentiality

- Keep confidential information confidential unless legally obligated to do otherwise.
- Refrain from using or appearing to use confidential information acquired in the course of my service for unethical or illegal

## Conflict of Interest

- Avoid direct or indirect, actual or apparent, conflicts of interest and advise all appropriate parties of any potential conflict.
- Refrain from engaging in any activity that would prejudice my ability or the ability of others to carry out duties ethically.
- Refuse any gift, favor, or hospitality that would influence or would appear to influence my actions or the actions of others.
- Refrain from violating any criminal or civil law or regulation.
- Refrain from engaging in or supporting any activity that would discredit the OCBC.
- Perform my duties in accordance with relevant laws, regulations, OCBC policies and standards.

A conflict of interest arises in any situation in which the Board of Directors member, and/or his or her immediate family, is involved in an activity that could adversely affect his or her judgment with respect to the business of the OCBC or otherwise diminish the interests of the organization. When such a conflict arises, the Board of Directors member with the conflict shall excuse himself or

I, the undersigned, have read, fully comprehend, and agree to the terms set forth in the above policy.

Shannon Gaydeski  
Signature

7/12/2021  
Date

Shannon Gaydeski  
Printed Name

Secretary  
Position

# APPENDIX 1

## Onslow County Breastfeeding Coalition Conflict of Interest and Ethics Statement

Members of the Board of Directors are elected to serve the Onslow County Breastfeeding Coalition (OCBC) and its membership. The men and women who accept this position are expected to carry out their duties in a manner that inspires and assures confidence in the organization.

I have an obligation to the organization I serve, to the general public, and to myself to maintain the highest standards of ethical conduct. I will not commit acts contrary to these standards nor will I condone the commission of such acts by others within the OCBC.

### Confidentiality

- Keep confidential information confidential unless legally obligated to do otherwise.
- Refrain from using or appearing to use confidential information acquired in the course of my service for unethical or illegal advantage, either personally or through third parties.

### Conflict of Interest

- Avoid direct or indirect, actual or apparent, conflicts of interest and advise all appropriate parties of any potential conflict.
- Refrain from engaging in any activity that would prejudice my ability or the ability of others to carry out duties ethically.
- Refuse any gift, favor, or hospitality that would influence or would appear to influence my actions or the actions of others.

### Integrity

- Refrain from violating any criminal or civil law or regulation.
- Refrain from engaging in or supporting any activity that would discredit the OCBC.
- Perform my duties in accordance with relevant laws, regulations, OCBC policies and standards.
- Represent the interests of all people served by this organization and not favor special interests inside or outside the organization.

A conflict of interest arises in any situation in which the Board of Directors member, and/or his or her immediate family, is involved in an activity that could adversely affect his or her judgment with respect to the business of the OCBC or otherwise diminish the interests of the organization. When such a conflict arises, the Board of Directors member with the conflict shall excuse himself or herself from all discussions and decisions related to the matter.

I, the undersigned, have read, fully comprehend, and agree to the terms set forth in the above policy.

Amanda H  
Signature

7-12  
Date

Amanda Humphreys  
Printed Name

Social Media  
Position  
Coordinator

## APPENDIX 1

MEMBERS OF THE BOARD OF DIRECTORS ARE ELECTED TO SERVE THE OUISLOW COUNTY DISTRICTS BOARD OF DIRECTORS (OCBC) AND ITS MEMBERSHIP. THE men and women who accept this position are expected to carry out their duties in a manner that inspires and assures confidence in the organization.

I have an obligation to the organization I serve, to the general public, and to myself to maintain the highest standards of ethical

### Confidentiality

- Keep confidential information confidential unless legally obligated to do otherwise.
- Refrain from using or appearing to use confidential information acquired in the course of my service for unethical or illegal

### CONFLICT OF INTEREST

- Avoid direct or indirect, actual or apparent, conflicts of interest and advise all appropriate parties of any potential conflict.
- Refrain from engaging in any activity that would prejudice my ability or the ability of others to carry out duties ethically.
- Refuse any gift, favor, or hospitality that would influence or would appear to influence my actions or the actions of others.
- Refrain from violating any criminal or civil law or regulation.
- Refrain from engaging in or supporting any activity that would discredit the OCBC.
- Perform my duties in accordance with relevant laws, regulations, OCBC policies and standards.

A conflict of interest arises in any situation in which the Board of Directors member, and/or his or her immediate family, is involved in an activity that could adversely affect his or her judgment with respect to the business of the OCBC or otherwise diminish the interests of the organization. When such a conflict arises, the Board of Directors member with the conflict shall excuse himself or

I, the undersigned, have read, fully comprehend, and agree to the terms set forth in the above policy.

Alicia M. Corey  
Signature

7-12-21  
Date

Alicia M. Corey  
Printed Name

Chair  
Position

## APPENDIX 1

Members of the Board of Directors are elected to serve the Onslow County Breastfeeding Coalition (OCBC) and its membership. The men and women who accept this position are expected to carry out their duties in a manner that inspires and assures confidence in the organization.

I have an obligation to the organization I serve, to the general public, and to myself to maintain the highest standards of ethical

### Confidentiality

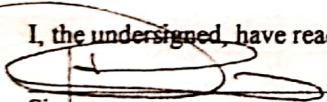
- Keep confidential information confidential unless legally obligated to do otherwise.
- Refrain from using or appearing to use confidential information acquired in the course of my service for unethical or illegal

### CONFLICT OF INTEREST

- Avoid direct or indirect, actual or apparent, conflicts of interest and advise all appropriate parties of any potential conflict.
- Refrain from engaging in any activity that would prejudice my ability or the ability of others to carry out duties ethically.
- Refuse any gift, favor, or hospitality that would influence or would appear to influence my actions or the actions of others.
- Refrain from violating any criminal or civil law or regulation.
- Refrain from engaging in or supporting any activity that would discredit the OCBC.
- Perform my duties in accordance with relevant laws, regulations, OCBC policies and standards.

A conflict of interest arises in any situation in which the Board of Directors member, and/or his or her immediate family, is involved in an activity that could adversely affect his or her judgment with respect to the business of the OCBC or otherwise diminish the interests of the organization. When such a conflict arises, the Board of Directors member with the conflict shall excuse himself or

I, the undersigned, have read, fully comprehend, and agree to the terms set forth in the above policy.

  
Signature

7/12/2021  
Date

Patricia Miller  
Printed Name

Treasurer  
Position



# APPENDIX 1

## Onslow County Breastfeeding Coalition Conflict of Interest and Ethics Statement

Members of the Board of Directors are elected to serve the Onslow County Breastfeeding Coalition (OCBC) and its membership. The men and women who accept this position are expected to carry out their duties in a manner that inspires and assures confidence in the organization.

I have an obligation to the organization I serve, to the general public, and to myself to maintain the highest standards of ethical conduct. I will not commit acts contrary to these standards nor will I condone the commission of such acts by others within the OCBC.

### Confidentiality

- Keep confidential information confidential unless legally obligated to do otherwise.
- Refrain from using or appearing to use confidential information acquired in the course of my service for unethical or illegal advantage, either personally or through third parties.

### Conflict of Interest

- Avoid direct or indirect, actual or apparent, conflicts of interest and advise all appropriate parties of any potential conflict.
- Refrain from engaging in any activity that would prejudice my ability or the ability of others to carry out duties ethically.
- Refuse any gift, favor, or hospitality that would influence or would appear to influence my actions or the actions of others.

### Integrity

- Refrain from violating any criminal or civil law or regulation.
- Refrain from engaging in or supporting any activity that would discredit the OCBC.
- Perform my duties in accordance with relevant laws, regulations, OCBC policies and standards.
- Represent the interests of all people served by this organization and not favor special interests inside or outside the organization.

A conflict of interest arises in any situation in which the Board of Directors member, and/or his or her immediate family, is involved in an activity that could adversely affect his or her judgment with respect to the business of the OCBC or otherwise diminish the interests of the organization. When such a conflict arises, the Board of Directors member with the conflict shall excuse himself or herself from all discussions and decisions related to the matter.

I, the undersigned, have read, fully comprehend, and agree to the terms set forth in the above policy.

Clare Hedlund                      7/12/21  
Signature                                      Date

Clare Hedlund                      Co Chair  
Printed Name                                      Position

APPENDIX 2

Onslow County Breastfeeding Coalition Certification of Adoption

CERTIFICATION OF ADOPTION: By our signatures, we hereby certify that these bylaws were distributed to all members of the Coalition, reviewed at the meeting of the Coalition in July 2021, and passed by a quorum vote as defined in the Bylaws. We further attest that the date of our signatures is the date of the adoption of these Bylaws.

DATE: July 12, 2021

SIGNATURES:

Jennifer M. Hall

[Signature]

Tranum Vaydeski

Amenda Humphrey

[Signature]

Alisia M. Cox

Carie Hedlund

[Signature]