

BYLAWS
Ohio Breastfeeding Alliance

Preamble

Ohio Breastfeeding Alliance (OBA) shares the vision of the Innocenti Declaration, adopted in 1990, to promote, support and protect breastfeeding through the creation of an active coalition of coalitions, organizations and individuals within the state of Ohio as part of a worldwide call and the United States Breastfeeding Committee response to establish a multisectoral national breastfeeding committee with participation by statewide coalitions.

Vision

Reestablish breastfeeding as the biological and cultural norm for feeding and nurturing infants and young children throughout Ohio.

Mission

Improve the health of Ohio citizens by working collaboratively to promote, support and protect breastfeeding and human milk feeding.

ARTICLE 1

Name

The name of this organization shall be the Ohio Breastfeeding Alliance, referred to in this document as "OBA"; this name is reserved for the exclusive use of OBA.

ARTICLE 2

Purposes and Limitations

Section 2.1. Ohio Breastfeeding Alliance (OBA) is an educational, nonsectarian service organization serving the geographical area of the state of Ohio. Its purpose is to collaborate with regional/area/local coalitions, organizations, agencies and individuals who are in agreement with the OBA mission and wish to participate in achieving the OBA objectives to:

- Increase Ohio breastfeeding rates to meet United States Healthy People Objectives (Department of Health & Human Services) for minimum percent exclusive and overall breastfeeding.
- Increase breastfeeding as a health care intervention and disease prevention strategy in the state of Ohio, as it relates to infectious disease, obesity, heart disease, diabetes, cancers, etc.

Section 2.2. OBA is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (IRC). None of its assets shall benefit any director or officer except as reasonable compensation for

services rendered under contract, or reimbursement. Notwithstanding any other provision of these Bylaws, OBA shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under IRC Section 501(c)(3) or by a nonprofit corporation formed under the laws of the state of Ohio. (Section 2.2 info re: 501[c][3] and tax exempt status to be added when completed.)

ARTICLE 3 Membership

Section 3.1. Members. “Member” may be any coalition, organization or individual who is vested in the purposes and objectives of OBA, including dedication to promoting, supporting and protecting breastfeeding, and an adherence to the International Code of the Marketing of Breast-milk Substitutes, hereafter referred to as the “International Code” or “the Code.”

3.1.2. Member Categories. There shall be two categories of membership:

3.1.2.1 Active. Active membership shall be open to coalition, organization or individual who is vested in the purposes and objectives of OBA.

Requirements to become an Active Member include: signing a declaration of support for the OBA mission statement and objectives, submitting current appropriate membership application with due/fees, and supporting OBA activities. Only active Members shall have the privilege of voting and the right to hold office.

3.1.2.2. Supporting. Supporting membership shall be open to all other coalitions, organizations or individuals who support the OBA and its purposes but do not meet the requirements for Active membership and are interested in working collaboratively to improve the health of Ohio through breastfeeding promotion and support. Supporting Members may attend coalition meetings and participate in projects, but they may not vote and do not have the right to hold office.

Section 3.2. Membership Application. Membership in OBA shall be obtained only after acceptance of a completed current membership application, as described in the in the OBA Policy and Procedure Manual, which may be referred to as the PPM, and receipt of the required membership dues. Questions regarding membership eligibility shall be determined by the Leadership Board, in its sole discretion.

3.2.1. Individual Membership. In addition to fulfilling other criteria for Active or Supporting membership, an individual shall have attained the age of eighteen (18) years prior to submitting an application.

3.2.2. Inclusion. Membership shall not be denied to adults because of gender, race, color, age, religion, national origin, marital status, sexual preference, disability or political affiliation.

Section 3.3 Determination of Membership Dues and Obligation to Pay. The Leadership Board shall fix the amount of annual membership dues, but any change in dues must be approved by a vote of Active Members as described in Section 4.4. Dues shall be paid on or before the due date approved by the Leadership Board. Dues are not refundable for any reason.

Section 3.4. Duration of Membership. Membership in OBA may terminate by voluntary resignation or as otherwise provided by these Bylaws or by Ohio law.

3.4.1. Resignation. Any Member may voluntarily resign upon written notice to any member of the Leadership Board. Resignation of a Member shall be effective upon receipt of notice, unless the notice specifies a later date.

3.4.1.1. Resignation of Active Member Coalition or Organization. When resignation refers to an Active Member coalition or organization, written notice shall be endorsed by the Member coalition or organization governance body.

3.4.2. Resignation and Rights and Privileges. All rights and privileges of a Member shall cease on the termination of membership.

3.4.3. Cause for Termination. Failure to pay dues on or before the due date approved shall result in termination of membership.

3.4.4. Financial Obligation. Resignation does not extinguish any Member's existing financial obligations to OBA.

Section 3.5. Member Removal. The Leadership Board may, by a two-thirds vote, remove a Member or the representative for a Member coalition or organization for cause after an appropriate hearing. Such Member, or the representative of a Member, shall be given "reasonable notice" and shall be entitled to an appropriate hearing before the Leadership Board at its next scheduled meeting. (Grounds for "cause" and "reasonable notice" are described in the OBA PPM.) At this time the Member shall be able to respond and present evidence on all issues involved.

3.5.1. Appeal Rights. A Member whose membership is terminated pursuant to Section 3.4 may appeal the decision of the Leadership Board by paying any financial obligations and by requesting an Appeals Task Force be developed within three (3) months after the date of termination. Upon consideration of the written appeal, and by a majority of the Appeals Task Force, the Appeals Task Force may recommend that the Leadership Board reinstate said Member.

3.5.1.1. Representative Replacement. When removal refers to the representative of a Member coalition or organization, the Member coalition or organization may choose another representative to replace the one removed.

3.5.1.2. Denial of Appeal. A Member whose appeal is denied may reapply for membership at yearly intervals. A reinstated Member shall not be entitled to benefits or privileges retroactively, which were lost as a result of removal of membership.

3.5.2. Financial Obligation. Removal of membership does not extinguish any member's existing financial obligations to OBA.

Section 3.6. Voting. In general, decision-making for OBA is to be by Member consensus. When unable to reach consensus, a vote may be held at any regular or special meeting of OBA. Active Members shall be entitled to vote on all matters submitted to a vote of the membership, including the election of Leadership Board members. Each active Member, whether representing a coalition or organization, or an individual, shall be entitled to one (1) vote on each such matter.

ARTICLE 4 Member Meetings

Section 4.1. Annual Meeting. The Leadership Board shall schedule an Annual Meeting of Members each year, and all Members shall be welcome to attend. The place and time shall be specified in a notice of the meeting made available to all Members.

4.1.1. Report to the Members. The Leadership Board Chair and Financial Officer, or their designees, shall report on the activities and financial condition of the OBA at the Annual Meeting of the Members.

4.1.2. In Lieu of Annual Meeting. If the Annual Meeting of Members is not held, a special meeting may be held in lieu of an annual meeting with all the force and effect of the Annual Meeting

4.1.3. Failure to Hold Annual Meeting. The failure to hold an Annual Meeting at a time stated as in accordance with these Bylaws does not affect the validity of any OBA action or work any forfeiture or dissolution of the OBA.

Section 4.2. Regular Meetings. The OBA general body will meet at least two times a year to conduct official business, and all Members shall be welcome to attend. The place and time shall be specified in a notice of the meeting made available to all Members.

4.2.1. Official Business. Official business may include, but is not limited to: committee and task force reports, discussion of projects and goals, nomination/election of officers, Bylaws review/revision, and so on.

4.2.2. Regular Meeting With Annual Meeting. A regular meeting may be held in conjunction with the Annual Meeting of Members.

Section 4.3. Special Meeting. A special meeting of the membership may be called by the Leadership Board Chair or by at least a ten (10) percent of the active Members, by petition signed by such Members and delivered to any Leadership Board member. All Members shall be welcome to attend a Special Meeting; the place and time shall be specified in a notice of the meeting made available to all Members.

4.3.1. Holding Special Meeting. The Leadership Board shall fix the time, date and place for all Special Meetings, but such meetings shall be held not later than ninety (90) days after receipt of a petition properly filed by active Members.

Section 4.4. Manner of Acting. Any elections and all decisions requiring a vote of the active membership shall be passed by a simple majority of those voting. Voting may be held in person, by mail, electronically (to the extent permitted by law), or by any combination of these methods, at the discretion of the Leadership Board, as described in the OBA Policy and Procedure Manual.

Section 4.5. Meetings and Innocenti Declaration. Because OBA endorses the Innocenti Declaration, quiet breastfed infants “in arms” may remain with their mothers at any meeting of the membership.

Section 4.5. Minutes. Minutes of each meeting of the Members shall be recorded by the Leadership Board Secretary and made available to the Members within a reasonable time.

ARTICLE 5 Leadership Board

Section 5.1. General Powers. The Leadership Board, which may be referred to as the Board, shall manage the business and affairs, and facilitate carrying out the goals and purposes of the OBA, subject to the limitations imposed by these Bylaws and applicable law. The Board may exercise all the powers of the corporation, except to the extent reserved to the Members in these Bylaws and the Articles of Incorporation of the OBA. The Board shall at all times act in the best interests of the OBA while conducting its business.

5.1.1. Delegation of Duties. The duties of any Leadership Board (Board) member, including the duties of those elected to the Executive Committee, may be delegated to another Board member, OBA Member or contractor retained by the OBA to perform such duties. Any such delegation shall not relieve the Board member of any responsibilities imposed by law or these Bylaws. Any Board member whose duties are delegated shall supervise and approve the actions of the individuals actually performing such duties.

Section 5.2. Composition and Qualifications. The number of Board members shall be no fewer than seven (7), with at least one (1) per OBA geographic region, and no more than eleven (11). Prior to election or appointment to the Board, a coalition or an organization, or an individual shall have been an Active Member of the OBA for at least six (6) months.

5.2.1. Members-at-Large. At its discretion, the Board may request that an organization or agency having a particular stake in promoting, supporting and protecting breastfeeding/lactation and with representatives or members throughout the state of Ohio, elect or appoint a Member-at-Large to serve on the Leadership Board as long as the total number of Board members does not exceed eleven (11).

Section 5.3. Meetings of the Leadership Board. The Leadership Board shall meet no less than four times per year. The Board may also conduct business by alternate means when necessary or without a meeting by unanimous consent.

5.3.1. Notice. Each Board member shall be given notice by e-mail of any Board meeting before the date of such meeting.

5.3.2. Quorum. A majority of the Board members shall constitute a quorum for the transaction of business at any Board meeting.

5.3.3 Manner of Acting. The Board may pass any action by a majority vote of its quorum, unless a greater number is required by the Articles of Incorporation or by these Bylaws. Board members cannot vote by proxy or by secret ballot.

5.3.4. Meetings by Remote Communications Technology. To the extent permitted by State Law, Board members may participate and vote in any Board meeting by any suitable electronic communications system. Other conditions for Board meetings are described in the OBA Policy and Procedure Manual.

5.3.5. Minutes. Minutes of each Board meeting shall be recorded by the Secretary and made available to the Members within a reasonable time.

Section 5.4. Matters of Concern. Any Director or Member disclosing a conflict of interest shall not be counted in determining the quorum for the meeting. Any such conflict shall be recorded in the minutes.

Section 5.5. Right to Vote. Each member of the Leadership Board shall be entitled to one (1) vote.

Section 5.6. Term Length and Limitations. Term length on the Leadership Board shall be three (3) years. There is no limitation to number of terms for OBA Board service.

Section 5.7. Resignation or Removal.

5.7.1. Resignation. Any Leadership Board member may resign at any time by delivering written notice to any other member of the Board. Any such resignation shall be effective upon receipt, unless a later date is specified. If a Board member resigns before her/his term is completed, that member is ineligible to run in the next OBA election.

5.7.2. Automatic Removal. Any Board member who fails, or represents a coalition or organization that fails, to maintain Active membership in OBA (by payment of annual dues in a timely manner) shall be automatically removed from the Board without a vote of the Board.

5.7.3. Removal for Cause. Any Board member may be removed for “cause” by an affirmative vote of at least two-thirds of Board members. Cause may include: conflict of interest or with OBA mission statement and objectives, gross misconduct or gross dereliction of duty as defined within the OBA Policy and Procedure Manual.

5.7.4. Recall. Any Board member may be removed by Active membership recall at any time, with or without cause. A recall election shall be initiated by filing with the Board a Petition for Recall signed by at least ten (10) percent of the OBA Active Members. Upon receipt of such petition, the Board shall promptly schedule

a recall election; a Board member is recalled if a majority of the eligible votes cast in the recall election vote in favor of the recall.

Section 5.8. Vacancy. Vacancies occurring on the Leadership Board for any reason may be appointed by majority vote of remaining Board members. A Board member so appointed to fill a vacancy shall complete the unexpired term of that Board member's predecessor.

Section 5.9. Committees and Task Forces. The Leadership Board shall have the right to designate any committee or task force deemed necessary to conduct the affairs of the OBA. These committees or task forces shall remain under the direction of the Board. No activity shall be undertaken by any committee or task force without the approval of the Board. No committee or task force shall have a separate budget unless the Board approves of any such budget.

Section 5.10. Resolution of Disputes. The Leadership Board shall make the final decision in all disputes among committees, task forces, Board members, and active or supporting Members concerning OBA functions and business.

ARTICLE 6

Executive Committee

Section 6.1. Executive Committee Members. A Chairperson, Co-Chair or Vice Chair, Treasurer and Secretary shall be appointed from among the Board members as the Executive Committee, referred to as the EC, of this corporation. Duties of all EC members are described in the OBA Policy and Procedure Manual.

Section 6.2. Election of the Executive Committee. The Executive Committee of OBA shall be appointed annually by a majority vote of a quorum of the Leadership Board at an annual meeting of the Leadership Board as described in the OBA Policy and Procedure Manual.

6.2.1. Chairperson and Co-chair or Vice Chair. To be appointed to the position of Chairperson, Co-Chair or Vice Chair, an appointee shall have served a minimum of one (1) year of a current Board term or returned by Board selection for a consecutive term.

6.2.2. Term Length and Limitations. There is no limitation to number of terms for appointment to the EC so long as the Board appointee meets any qualifications imposed by these Bylaws.

Section 6.3. Removal from Executive Committee Position. An Executive Committee member may be removed from her/his position by a two-thirds vote of the remaining Leadership Board members at any regular or special meeting for which adequate notice has been given. Any EC member so removed shall not be eligible to be appointed to the OBA Board EC for a period of three (3) calendar years following the effective date of that EC member's removal.

Section 6.4. Vacancy. Any vacancy may be filled for the unexpired portion of that term of office by a majority vote of OBA Leadership Board members.

6.4.1. Vacancy in the Position of Chairperson. If the position of Chairperson becomes vacant, the Vice Chair shall assume the position, and the position of Vice Chair shall be filled by appointment in the manner described above.

6.4.2. Vacancy in the Position of Co-Chair. If a position of Co-Chair becomes vacant, the other Co-Chair may assume the position of Chairperson alone, or either a Co-Chair or a Vice Chair may be appointed in the manner appointed above. To fill the position of Co-Chair, an appointee shall meet the qualifications stated for that position.

ARTICLE 7

Election or Appointment to the Leadership Board

Section 7.1. Election or Appointment. It is the responsibility of coalition or organization members and individual members within a particular OBA geographic region to elect or appoint a qualified regional representative to serve a three (3) year term on the Leadership Board.

7.1.1. Geographic Regions. The Leadership Board will determine the counties that comprise the OBA geographic regions. Any revision in the composition of the regions is at the discretion of the Board.

7.1.2. Election or Appointment Process. It is the responsibility of coalition or organization members and individual members within a particular OBA geographic region to develop a process to elect or appoint a regional representative to the Leadership Board.

Section 7.2. Committees and Task Forces Appointment. The Leadership Board shall have the right to appoint any Member to a committee or task force as deemed necessary to conduct the affairs of the OBA.

Section 7.3. Conflict of Interest. All candidates for or members of the Leadership Board and of any OBA Committee or Task Force shall disclose in writing the existence, nature and extent of any real, perceived or potential conflict of interest prior to election or appointment. Any conflict found after the election or appointment shall be disclosed. The material facts with regard to any real, perceived or potential conflict shall be documented as described in the OBA Policy and Procedure Manual.

Section 7.4. Compensation and Reimbursement of Expenses. All members of the Leadership Board and of any OBA Committee or Task Force shall serve without compensation, but may be reimbursed for authorized expenses.

ARTICLE 8 Inurement

All dues collected and other income of the OBA must be used for the purpose of the OBA and shall not be to the financial benefit of, or distributed to, any Member, but the OBA may pay reasonable compensation for services rendered by contractors and others. No OBA funds shall be used for any "hardship" or similar fund pursuant to which the OBA Membership dues (or any similar expense) of any individual Members are paid, but the OBA can agree to administer any such fund if it is funded entirely through donations by Members or others.

ARTICLE 9 Finances

Section 9.1. Fiscal Year. The fiscal year of this Corporation shall begin on January 1 and end on December 31.

Section 9.2. Funds and Annual Report. The OBA Leadership Board shall adopt and maintain an acceptable accounting system with appropriate checks and balances to safeguard funds, and a report of OBA financial activities shall be prepared annually.

Section 9.3. Contracts. The Leadership Board may authorize any Board member to enter into any contract or execute or deliver any instrument in the name of and on behalf of this Corporation.

ARTICLE 10 Books and Records; Property

Section 10.1. Records. The OBA shall keep records of Membership proceedings and proceedings of the Leadership Board and any Committees and Task Forces. A record of the names and addresses of all such Members shall be maintained.

Section 10.2. Property. The following shall constitute OBA property and shall be used only as described and permitted as follows:

10.2.1. Membership Roster. The OBA Membership roster may be used only to promote Member services or stimulate interest in OBA, as determined by the Leadership Board. It may not be used in whole or in part by any Member for the financial benefit of any individual. Uses of the Membership roster to provide Member services shall be described in the OBA Policy and Procedure Manual.

10.2.2. Name, Logo, Etc. The name "Ohio Breastfeeding Alliance" the acronym "OBA," the name(s) of OBA publications, the OBA website address (www.ohiobreastfeedingalliance.org), and the OBA logo are the property of OBA.

10.2.3. Intellectual Property. Any work created by any individual or a Member for OBA use is a work for hire and becomes the exclusive property of OBA.

10.2.4. Other Property. The property of OBA (and not of any individual Member) includes any other intellectual, real or personal property that has been given to, created by, or purchased by OBA. Member use of OBA property shall be described in the OBA Policy and Procedure Manual.

ARTICLE 11

Limitation of Liability and Indemnification

Section 11.1. Limitation of Liability. The personal liability of any present or former Board/EC member, or Committee/Task Force member of this Corporation is eliminated to the fullest extent permitted by State Law.

Section 11.2. Indemnification. To the fullest extent permitted by State Law, this Corporation shall indemnify each Leadership Board/Executive Committee member, and Committee and Task Force member against liabilities, costs, and expenses (including attorneys' fees and expenses) provided:

- Such costs are reasonably incurred by such individual or on his or her behalf in connection with any legal proceeding relevant to the individual's Board, Committee or Task Force membership; or
- The action taken or omitted by the individual is in connection with the individual's Board/EC, Committee or Task Force membership.

Such indemnification may include the advancement of expenses. Such indemnity shall be effective only in the event that the interested Board/EC, or Committee or Task Force member provides written notice to the Leadership Board, within a reasonable time after the institution of such action or proceeding. Any repeal, amendment, or other modification of this Article shall not adversely affect any right or protection of a Board/EC member, or Committee or Task Force member existing at the time of such change.

ARTICLE 12

Duration and Dissolution

The duration of this Corporation shall be perpetual, except that it may be dissolved in the manner provided by the State Law; provided, however, that no dissolution of this Corporation shall be effected unless approved by the Leadership Board and the General Membership of this Corporation as required by the State Law.

In the event of the dissolution of this Corporation, all liabilities and obligations of this Corporation shall be paid, satisfied, and discharged, or adequate provision made therefore. Assets held by this Corporation requiring return, transfer, or conveyance due to the dissolution of this Corporation shall be returned, transferred, or conveyed in accordance with such requirements. Any remaining assets shall be disseminated as described in the OBA Policy and Procedure Manual.

ARTICLE 13 Amendments

These Bylaws may be amended or restated by Active Members, and any amendments or restatements to the Bylaws shall be passed by simple majority of Members casting ballots according to the procedure described in the OBA Policy and Procedure Manual.

ARTICLE 14 Miscellaneous

Section 14.1. Governing Law. All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the State of Ohio.

Section 14.2. Severability. All provisions of these Bylaws are severable. If any provision or portion is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

Section 14.3. Parliamentary Authority. All meetings of this Corporation, including its Leadership Board and Members, shall be conducted according to the rules of parliamentary procedure set forth in the most current edition of *Robert's Rules of Order Newly Revised*, to the extent that such parliamentary procedures do not conflict with the Articles of Incorporation of this Corporation, these Bylaws, or applicable law.

Section 14.4. Policy and Procedures Manual (PPM). The Leadership Board may adopt any additional written policies or procedures for this Corporation to the extent they are not inconsistent with or contrary to these Bylaws.