

## **By-Law 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 I**

#### **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 is based in Jackson, Mississippi. The Coalition, however, shall serve the entire State of Mississippi. Satellite locations may be organized whenever needed.
- 1.3 Purpose. The Mississippi Breastfeeding Coalition is organized for the 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 reimbursement. MSBFC neither endorses nor opposes any causes beyond its primary purpose. Primary purposes of the MSBFC are to:
- 1.3.1 Work collaboratively to increase the incidence and duration of breastfeeding in Mississippi
  - 1.3.2 Promote public awareness and support for breastfeeding as the cultural norm
  - 1.3.3 Develop networks for sharing information among groups concerned about improving the health of mothers and babies through breastfeeding topics
  - 1.3.4 Assist in the development of satellite breastfeeding coalitions
  - 1.3.5 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. Members must have an organizational or personal dedication to protection, promotion, and support of breastfeeding and observe the WHO

Code of Marketing Breastmilk Substitutes.

Any 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 without being a paid member, however, will not be able to be counted as a voting member.

All rights, privileges, and dues of members shall be determined by the Board of Directors.

The Board of Directors shall have the right to deny or terminate the membership of any individual or organization whose word or actions are illegal or are deemed incompatible with the mission, vision, values, and objectives of the Mississippi Breastfeeding Coalition.

Membership dues shall be reviewed annually by the Board of Directors. Dues will be assessed yearly, due by January 31 and valid through December 31 of that year. Members failing to submit dues by March 1 will be unable to vote on any business legally before the membership until dues have been paid.

2.2 Voting Members. Criteria for voting members shall include an annual completion of the official MSBFC membership form and submission of the established membership dues which are due by January 31 of the current year.

2.3 Organizational Members. Representatives from interested affiliated groups may participate in coalition activities and discussions. One representative from each group may vote in elections provided that the organization has paid the appropriate membership fees/ dues.

2.4 Membership Meetings. Meetings of the MSBFC shall be held bi-monthly in the metropolitan Jackson and surrounding areas, 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 server established for the Coalition, and official business may be communicated and conducted through this means.

2.5 Voting. Members shall vote to elect officers and to amend the by-laws. A majority of those members responding shall be sufficient to carry a vote. Voting may be done by email, ballot, or show-of-hands at a meeting. In the case of voting for officers, where there is more than one person on the ballot for an office, that vote shall be made by secret ballot at a Coalition meeting. All questions except as otherwise required by law or in the Articles of Incorporation or these Bylaws shall be decided by an affirmative vote of the majority of Directors present at a meeting where a quorum is present. In the case of a tie, the President shall hold the

deciding vote. No official business shall be transacted at any meeting at which a quorum of the Board of Directors is not present.

## **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 the bylaws. The Board of Directors will be comprised of the Elected Officers of the Coalition and additional elected Directors up to a total of seven (7).
- 3.2 Number and Qualifications. The Board of Directors shall consist of at least three (3) but not more than seven (7) directors which number may be increased or decreased from time to time by amendment to the Bylaws. Directors shall have been members of the MSBFC for at least six (6) months and must have attended at least two (2) meetings, during the current year. It is preferable to represent a diverse group of professionals who impact breastfeeding families, such as (2) physician, (2) hospital, (3) Mississippi State Department of Health, (4) lactation consultant, (5) lactation counselor, (6) community group, (7) La Leche League, and (8) 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. However, may vote to be used as a tie-breaker in the case of an even number of Directors. The Coalition President shall 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 and shall serve a term of two (2) years, elected in November of each year for the term beginning in January of next year, preferably alternating so as not to leave the Board of Directors without succeeding members. To maintain consistency, Directors shall be eligible for successive terms as needed, or until their resignation, retirement, disqualification, or removal from office.
- 3.4 Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from 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 an annual or special meeting thereof within 30 days of such vacancy, with the exception of President.

Resignation or 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

3.5 Directors, if notice of the intention to act upon such matter shall have been given in the notice of such meeting.

3.6 Meeting of the Board. The Board of Directors shall meet twice annually, in the Fall and Spring. Meetings shall be in 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. 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 year. Any and all business may be transacted at any regular meeting.

3.7 Actions without a Meeting. Any action required or permitted to be taken by the Board of Directors under these bylaws may be taken without a meeting, if all Directors individually and collectively consent in writing, email, or facsimile, setting forth the action to be taken. Such written notice shall have the same force and effect as a unanimous vote of the Board.

3.8 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 proxy.

3.9 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 Officers. The Officers of the MSBFC shall be a President, Past President, Vice-President, Secretary, and Treasurer. No person shall be elected as an officer or director that has not been members of the Coalition for at least six (6) months and must have attended at least

two (2) meetings during the current year. All officers will serve a two-year term of office and may be re-elected for subsequent terms. The Officers of the Coalition constitute the Board of Directors.

4.2 Election. The Board of Directors, or designated Nominating Committee, shall prepare a slate of candidates from among the membership of the MSBFC and present the slate of officers to the membership at the October meeting. All candidates shall have been a member of the MSBFC for at least six (6) months and must have attended at least two (2) meetings during the current year. A ballot will be handed out in the October meeting, mailed by first class mail service to each voting member of the MSBFC at least 30 days prior to the return date on the ballot, or alternatively send by email to each voting member at least 10 days prior to the voting date. Email ballots shall be returned to the Committee Chairman of the Nominating Committee. Each voting member shall cast only one vote by ballot for each officer position. A majority of members present at the November meeting eligible to vote shall constitute a quorum. All officers shall be elected by a majority vote of ballots returned, in the case of mailed or emailed ballots. The term of office shall be January of each year.

#### 4.3 Duties of the Officers

4.3.1 President. The President is primarily responsible for implementing the Agenda established by the Board of Directors at their annual fall meeting. At the adoption of these By-laws, beginning in 2019, the President shall be elected in the even years. Duties of the President shall include the following:

4.3.1.1 Preside at all bi-monthly meetings of the Coalition

4.3.1.2 Develop and prepare monthly meeting agendas

4.3.1.3 Serve as non-voting member of the Board of Directors

4.3.1.4 Report on operations of the MSBFC at each scheduled Board of Directors meeting

4.3.1.5 Serve as primary contact person to the National and International Organizations (e.g., United States Breastfeeding Committee)

4.3.1.6 Serve a two-year term

4.3.2 Past President. The Past President shall provide an historical perspective, support the Board, and serve a one-year term.

4.3.3 Vice-President. The Vice-President is primarily responsible for ensuring Coalition committees and task forces operate effectively. After the adoption of these By-laws, beginning in 2019, the Vice- President shall be elected in the odd years. Duties of the Vice- President include the following:

- 4.3.3.1 Preside at monthly meetings of the Coalition in the absence of the President
- 4.3.3.2 Perform the duties of the President in the event of an absence or disability
- 4.3.3.3 Designate and provide oversight to standing committees and task groups within the Coalition for special project implementation.
- 4.3.3.4 Serve as ex officio member of all Coalition committees
- 4.3.3.5 Ensure photographic documentation of Coalition meetings and events
- 4.3.3.6 Ensure websites and other technologies (i.e., webcasts, video documentaries, etc.) are kept up- to- date and accurate
- 4.3.3.7 Serve a two-year term
- 4.3.3.8 Other duties as designated by the President or Board of Directors
- 4.3.4 Secretary. The Secretary shall have charge of such books, documents, and papers as the Board shall determine. After the adoption of these By-laws, beginning in 2019, the Secretary shall be elected in even years. Duties of the Secretary include:
  - 4.3.4.1 Record minutes of all bi-monthly meetings. This includes arranging a proxy if he or she is unable to attend.
  - 4.3.4.2 Keep a record of attendance
  - 4.3.4.3 Disperse minutes to members
  - 4.3.4.4 Be responsible for notices of meetings and all correspondence necessary for the operation of the Coalition
  - 4.3.4.5 Ensure the effective operation of all social media accounts
  - 4.3.4.6 Maintain and store sign-in sheets for bi-monthly Coalition meetings
  - 4.3.4.7 Serve a two-year term
- 4.3.5 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. After the adoption of these By-laws, beginning in 2019, the Treasurer shall be elected in odd years. Duties of the Treasurer include:
  - 4.3.5.1 Prepare expense report for distribution at bi-monthly Coalition meetings
  - 4.3.5.2 Prepare expense report for distribution at Board of Directors meetings
  - 4.3.5.3 Maintain and update a list of active Coalition members. This list will be reported to the Secretary at least bi- monthly for all Coalition meetings
  - 4.3.5.4 Serve a two-year term
- 4.3.6 Directors. Additional Directors up to the maximum number of total Directors may be elected to the Board of Directors that holds no official Executive office. The Directors

of the MSBFC shall be elected by the membership of the MSBFC and shall serve a term of two (2) years, elected in November of each year, preferably alternating so as not to leave the Board of Directors without succeeding members. After the adoption of these By-laws, beginning in 2019, the additional board members, title A, B, and C if needed, shall be elected in alternating years, for example A-even, B-odd, C-even.

- 4.4 Additional Powers and Duties. The Board of Directors shall conduct Coalition business consistent with the bylaws, enter into agreements with individuals, agencies, or organizations as desired to carry out Coalition activities, meet at least annually, make regular reports to the membership concerning actions taken by the Board of Directors, establish the membership dues for each membership category, approve proposed amendments to the bylaws prior to submission for member approval approve or reject proposed project abstracts submitted by the committees, form and dissolve sub-committees as needed. In addition to the above enumerated duties, the officers shall perform such other duties and exercise such further powers as man 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**

### **Conflict of Interest**

- 5.1 Conflict of Interest. A conflict of interest is any actual or potential situation in which a member or employee of the Coalition may gain from the Coalition's actions in hiring, promotion, funding, procurement, purchasing, political participation, or any other area involving potential gain for that member or employee or his/ her family member or associate.
- 5.2 Purpose. The purpose of the conflict of interest policy is to protect the Mississippi Breastfeeding Coalition's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- 5.3 Definitions for Conflict of Interest

5.3.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

5.3.2 Financial Interest. A person has a financial interest if the person has directly or indirectly, through business, investment, or family:

5.3.2.1 An ownership or investment interest in any entity with which the organization has a transaction or arrangement

5.3.2.2 A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement

5.3.2.3 A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement,

5.3.2.4 Compensation includes direct or indirect remuneration as well as gifts or favors that are not substantial

5.3.2.5 A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services precluded from voting on matters pertaining to the member's compensation

A financial interest is not necessarily a conflict of interest. Under Article V, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

5.4 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

5.5 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interest person, he/ she shall leave the governing body or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

5.6 Procedures for Resolving a Potential or Actual Conflict of Interest

5.6.1 An interested person may make a presentation at the governing board or committee meeting but after the presentation, he. She shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.



- 5.6.2 The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or agreement.
- 5.6.3 After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 5.6.4 If a more advantageous transaction or agreement is not reasonably possible under circumstances not producing a conflict of interest the governing board or committee shall determine by a majority vote of disinterested directors whether the transaction or agreement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or agreement.

#### 5.7 Violations of the Conflict of Interest Policy

- 5.7.1 If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 5.7.2 If, after the member's response and after making further investigation as warranted by the circumstances the governing body or committee determines the member has failed to disclose and actual conflict of interest, it shall take appropriate disciplinary and corrective action.

#### 5.8 Records and Proceedings

- 5.8.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- 5.8.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken.

5.9 Annual Statements. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- 5.9.1 Has received a copy of the conflicts of interest policy,
  - 5.9.2 Has read and understands the policy,
  - 5.9.3 Has agreed to comply with the policy, and
  - 5.9.4 Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of the tax-exempt purposes.
- 5.10 Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews should be conducted. This review should take place on a yearly basis.
- 5.11 Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization may need not use outside advisors. If outside experts are used, their use shall not relieve the governing body of its responsibility for ensuring that periodic reviews are conducted.
- 5.12 Artificial Infant Food Industry Conflicts.
- 5.12.1 No representative of the artificial baby milk industry or any individual or group who actively profits from the artificial baby milk industry may be present at any meeting of the Coalition.
  - 5.12.2 No program, publication, or activity of the Coalition may be underwritten by any artificial infant food company or the affiliate of such a company.
  - 5.12.3 The Coalition's intent is to adhere with the intent of the International Code of Marketing of Breast Milk Substitutes. Coalition sponsors and advertisers shall not market equipment or promote practices that contribute to the replacement of breast milk with artificial replacements.
  - 5.12.4 Sponsors shall not display any logos of any artificial infant food company or its affiliate.
  - 5.12.5 Advertisers and sponsors that market bottles or bottle-feeding supplies as accessories to breast pumps, which are meant as alternative means of feeding breast milk when latching is not possible, are acceptable.

## **Article VI**

### **Miscellaneous**

- 6.1 Dissolution. Upon dissolution of the corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, state government, or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court or competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.
- 6.2 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 3.9 and 4.5.
- 6.3 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 delegated by 501(c)(3) status.
- 6.4 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 a 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 Director, officer, or other functionary serving at the request of the Corporation against any liability asserted against and incurred by her in such a capacity or arising out of such status whether or not the corporation would have legal authority or obligation to indemnify.
- 6.5 Amendment. These Bylaws may be amended at any meeting of the membership by a simple majority vote of those voting members present at a regular meeting of the MSBFC

meeting. Proposals for amendments 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 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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Board of Directors, Member

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Board of Directors, Member

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Board of Directors, Member

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Board of Directors, Member

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