



Ohio Breastfeeding Alliance – *Human Milk for Human Health*

Meeting Minutes for November 13, 2015, General Meeting, Dublin, Ohio

Present: Lori Nester (Chair, R3 Rep), Ann Davis (secretary), Terri Rutz (R1 Rep), Jennifer Foster (Treasurer), Jill Davis (R4 Rep), Libby Svoboda (R5 Rep), Stephanie Carroll (R7 Rep).

Excused: Mary Burton (R6 Rep), Sylvia Ellison (R2 Rep).

Members: Lisa Davidson

The November 13, 2015 General Meeting met for the purpose of reviewing the proposed bylaws changes submitted by the Bylaws Committee. A document detailing the proposed changes is attached to these minutes.

Respectfully submitted by Ann Davis, Secretary, January 13, 2016.

PROPOSED REVISIONS TO OHIO BREASTFEEDING ALLIANCE BYLAWS

November 13 2015

This summary of Bylaws changes is presented for review of the OBA Membership. Copies of the current and proposed Bylaws are also included for review.

Preamble is unchanged.

Mission and Vision Statement are changed to make each a complete sentence, for grammatical purposes, by adding the words “Our mission is”; “Our vision is” at the beginning of the sentence.

Article 1 adds a reference to the revised Articles of Incorporation:

From: 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.

To: As set forth in the Articles of Incorporation, the corporate name shall be Ohio Breastfeeding Alliance, referred to in this document as “OBA”; this name is reserved for the exclusive use of OBA.

Article 2 is revised to update objectives, and to include language recommended by legal advice. The numbering nomenclature is also revised, and will continue throughout the document.

Section 2.1 is changed to Section 1, eliminating the numerical reference to the article. Similarly, Section 2.2 is changed to Section 2.

From: 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.

To: Section 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, businesses and individuals who are in agreement with the OBA mission and wish to participate in achieving OBA objectives to:

- a) Increase Ohio breastfeeding rates to meet United States Healthy People Objectives (Department of Health & Human Services) for minimum percent exclusive and overall breastfeeding;
- b) 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.;
- c) Protect breastfeeding as a natural civil right of mothers, babies and families;
- d) Increase knowledge of the evidence-based role of breastfeeding in infant and maternal health, and the biological role of breastfeeding in nurturing children.

Rationale: These objectives more accurately and thoroughly reflect the mission of OBA.

Article 3 Membership is now Article 4 Membership.

Article 3 is now Governance, an addition to the document, recommended by legal advice.

To: ARTICLE III GOVERNANCE The Corporation shall look to these Bylaws, the Articles of Incorporation, and the laws of Ohio with reference to charitable organizations, and Section 501(c)(3) of the Internal Revenue Code (as amended from time to time) for guidance in the operation of its affairs.

Rationale: This addition was recommended by legal advice, in order to explicitly refer to our governing documents.

Article 4 Membership is changed to update the membership categories from “Active” and “Supporting” to “Voting” and “Non-voting” and to clarify the definition of each category. The change also clarifies which category of membership the requirement to abide by the WHO Code applies to, and applies a general requirement to “Non-voting” members to except formula manufacturers or other makers or marketers of breastmilk substitutes from membership. This imitates language in the USBC bylaws that imposes a lighter burden on Non-Voting members than abiding by the WHO Code.

From: 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.

To: Section 1: “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 excepting such organizations whose primary purpose is to market or sell products or services in support of infant formula feeding.

There shall be two categories of membership:

- a) **Voting.** Voting membership shall be open to any coalition, organization, or individual who is vested in the purposes and objectives of OBA. Requirements to become a Voting Member include: signing a declaration of support for the OBA mission statement and objectives, submitting current appropriate membership application with dues/fees, and supporting OBA activities.
- b) **Non-Voting.** Non-Voting 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 Voting membership, and are interested in working collaboratively to improve the health of Ohio through breastfeeding promotion and support. Non-Voting Members may attend coalition meetings and participate in projects.

Rationale: The former bylaws applied adherence to the WHO Code to all members, since it was noted in the first paragraph defining “members.” The new bylaws do not apply adherence to the WHO Code to Voting Members, but do apply a standard to all members that excludes those who have an inherent conflict of interest with supporting breastfeeding because they manufacture or sell infant formula products and related items. This follows the standard used by the USBC in their bylaws. “Voting” and “Non-voting” are more explicit definitions of the roles of each category of membership.

From: 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.

To: Section 2: **Membership Eligibility.** Membership in OBA shall be obtained only after acceptance of a completed current membership application, as described in the OBA Policy and Procedure Manual, referred to in this document 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.

- a) **Minimum Age.** In addition to fulfilling other criteria for Voting or Non-Voting membership, an individual shall have attained the age of eighteen (18) years prior to submitting an application.
- b) **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.

Rationale: This section is more accurately about eligibility; the application itself is a subject for the Policies and Procedure Manual.

From: 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.

To: Section 3: **Determination of Membership Dues and Obligation to Pay.** The Leadership Board shall propose the amount of annual membership dues, but any change in dues must be approved by a vote of Voting Members. Dues are not refundable for any reason.

Rationale: The Leadership Board does not fix the dues amount, since it is approved by a vote of the membership; the new language reflects this.

Section 3.4 and 3.5 are changed to two sections, Section 4 and Section 5. Section 5 changes the procedure for removal of a member.

From: 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.

To: Section 4: Duration of Membership. Membership in OBA may terminate by voluntary resignation or as otherwise provided by these Bylaws or by Ohio law.

a) 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.

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

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

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

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

From: 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.

To: Section 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. 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.) The Member may request, and the Chair may choose to call, a special meeting of the Leadership Board in order to hold the hearing. At this time the Member shall be able to respond and present evidence on all issues involved.

a) Appeal Rights. A Member whose membership is terminated pursuant to Section 5 of this Article 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.

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.

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.

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

Rationale: This change allows the Leadership Board to remove a Member quickly, without holding a hearing beforehand. It establishes the timing of the subsequent hearing on the issues by allowing a special meeting, or for the hearing to take place at a regularly scheduled board meeting.

Section 3.6 Voting is changed to reflect acceptable manners of voting for members.

From: 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.

To: Section 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. 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. Voting Members shall be entitled to vote on all matters submitted to a vote of the membership, including the election of Leadership Board members. Each Voting Member, whether representing a coalition or organization, or an individual, shall be entitled to one (1) vote on each such matter.

Rationale: The manner in which members may vote is stated in this section, in addition to in Article 5, Section 3. This clarifies the manner in which the membership may be asked to respond to a ballot.

Article 4 Member Meetings is now Article 5 Member Meetings

Article 5 has been restructured to clarify the number and type of meetings to be held. The new language omits using the term "Annual Meeting" in favor of enumerating two General Meetings and an Annual Report to be delivered not necessarily *at* a General Meeting, but to be published once a year. This gives OBA greater flexibility in reporting to members. In addition, a published Annual Report will reach more members with news about OBA than the verbal Annual Report and the published minutes from the Annual Meeting may have achieved.

From: 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.

To: ARTICLE V MEMBER MEETINGS

Section 1: Meetings of Members. The Leadership Board shall schedule two General Meetings annually, 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. Whenever possible, Voting Members shall be given reasonable notice of proposals to be presented for voting during the General Meeting.

a) Annual Report. At one General Meeting, the Leadership Board shall publish an Annual Report of the activities and financial condition of OBA. This Annual Report shall also be distributed to Members via mail or electronic communication.

b) 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.

c) Failure to Hold General Meeting. The failure to hold a General 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 2: 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.

- a) 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 Voting Members.

Rationale: This wording simplifies the obligation of the Leadership Board to hold 2 member meetings per year, and eliminates the need to call one meeting the Annual Meeting. The new Article also requires the Leadership Board to publish an Annual Report, to be presented at one meeting, and available to all members outside of attendance at the General Meeting, or through the meeting minutes only.

From: 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.

To: Section 3: Manner of Acting. Any elections and all decisions requiring a vote of the Voting Membership shall be passed by a simple majority of those Voting Members who attend or, in the case of votes not held in person, respond. Voting may be held in person, or by mail, or 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: 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 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.

Rationale: This corrects and updates the numbering of these sections. The text is unchanged.

Article 5 Leadership Board is now Article 6 Leadership Board.

Article 7 Election or Appointment to the Leadership Board has been incorporated into **Article 6 Leadership Board.**

The revision clarifies how Leadership Board members are elected. Formerly, OBA played no part in appointing or electing Regional Representatives, and Members-at-Large did not have a process for election or appointment, except by their organization at the request of OBA. The revision puts in place a Nominating Committee to solicit and receive nominations for both Regional Representatives and Members-at-Large. Regional Representatives will be elected through a ballot, sent to OBA members in the respective region, from OBA. Members-at-Large will be elected through a ballot, sent to the entire OBA membership, from OBA. The revision also brings together two separate clauses in Article 5 and Article 7 regarding conflict of interest into one clause in Article 6 Section 4.

From: 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).

To: ARTICLE VI LEADERSHIP BOARD

Section 1: **General Powers.** The Leadership Board, which may be referred to in this document 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.

- a) **Delegation of Duties.** The duties of any Leadership 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 2: **Composition and Qualifications.** The number of Board members shall be no fewer than seven (7), and no more than eleven (11).

- a) **Regional Representatives.** The Board shall consist of at least one (1) representative for each OBA geographic region, nominated and elected by said OBA geographic region.
- b) **Members-at-Large.** For the remainder of available OBA Leadership Board seats, the OBA Membership shall elect Board Members at Large, nominated from OBA Member organizations or agencies having a particular stake in promoting, supporting and protecting breastfeeding/lactation and with representatives or members throughout the state of Ohio, as long as the total number of Board members does not exceed eleven (11).

Rationale: This section makes clearer the content of the Leadership Board in consisting of Regional Representatives and Members-at-Large.

From: 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.

To: Section 3: Election or Appointment. Each year the Nominating Committee will put forth a slate of candidates for open Leadership Board positions, pursuant to the eligibility requirements and nomination processes as specified in the Nominating Policies and Procedures.

- a) **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.
- b) **Election or Appointment Process.**
 - a. **Regional Representatives.** The Leadership Board shall accept the nominations from the Nominating Committee, and present the ballot to each region electing Representatives, for a vote of the Voting Members in that region. Election shall be by a plurality of votes cast.
 - b. **Members At Large.** The Leadership Board shall accept the nominations from the Nominating Committee, and present the ballot to the Membership, for a vote of all the Voting Members. Election shall be by a plurality of votes cast.

Rationale: This eliminates the confusion of responsibility for electing or appointing Leadership Board members, especially when there is more than one regional coalition, or when the regional coalition is not a member of OBA. The revision confines the election or appointment of Leadership Board members to OBA members instead of any interested party in Ohio. This change is in keeping with Ohio charitable organization and incorporation law, and with best practices for nonprofit member organizations. This change also provides for election by plurality if there are more than two nominees.

From: 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.

And

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.

To: Section 4:

- a. **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.

- b. 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.

Rationale: This change brings together the two separate clauses referring to conflicts of interest into one place.

From: 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.

To: Section 5: 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.

Rationale: This change is for numbering only; the text is unchanged.

From: 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.

To: Section 6: 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.

- a) **Notice.** Each Board member shall be given individual notice of any Board meeting before the date of such meeting.
- b) **Quorum.** A majority of the Board members shall constitute a quorum for the transaction of business at any Board meeting.
- c) **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.
- d) **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.
- e) **Minutes.** Minutes of each Board meeting shall be recorded by the Secretary and made available to the Members within a reasonable time.

Rationale: This change makes the manner in which Leadership Board members are notified of meetings more general and flexible, instead of being confined only to email.

From: 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.

To: Section 7: Right to Vote. Each member of the Leadership Board shall be entitled to one (1) vote.

Section 8: **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 Leadership Board service.

Section 9: **Resignation or Removal.**

- a) **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.
- b) **Automatic Removal.** Any Board member who fails, or represents a coalition or organization that fails, to maintain Voting membership in OBA (by payment of annual dues in a timely manner and signing a statement supporting the WHO Code) shall be automatically removed from the Board without a vote of the Board.
- c) **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.
- d) **Recall.** Any Board member may be removed by Voting 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 Voting 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 10: **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.

Rationale: This change is for numbering and formatting only; the text remains the same.

Section 11 combines two separate sections describing committee appointment into one clause in Article 6.

From: 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.

And

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.

To: Section 11:

- a) **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.
- b) **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.

Rationale: This combines two separate sections on committees into one. The text remains unchanged.

From: 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.

To: Section 12: Resolution of Disputes. The Leadership Board shall make the final decision in all disputes among committees, task forces, Board members, and Voting or Non-Voting Members concerning OBA functions and business.

Rationale: This change is for numbering only; the text remains unchanged.

Article 6 Executive Committee is now Article 7 Executive Committee. There are no changes to the text, only to the numbering.

Article 7 is now incorporated into Article 6.

Article 8 Inurement is unchanged.

Article 9 Finances is changed to Article 10 Finances.

Article 9 is now United States Breastfeeding Committee: OBA is registered with the United States Breastfeeding Coalition as the state Breastfeeding Coalition for the State of Ohio. OBA shall undertake any and all activities required of a USBC state coalition to the extent that such activities are not inconsistent with applicable laws, the Articles of Incorporation, or the Bylaws.

Rationale: This addition was inserted to legally recognize the relationship and position of OBA relative to the USBC.

Article 10 Finances is unchanged from Article 9 Finances.

Article 10 Books and Records: Property is now Article 11 Books and Records; Property. The text is unchanged.

Article 11 Limitation of Liability and Indemnification is now Article 12 Limitation of Liability and Indemnification. The text is unchanged.

Article 12 Duration and Dissolution is now Article 13 Duration and Dissolution. The text has been revised to reflect IRS 501(c)(3) rules.

From: 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.

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

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, provided the return, transfer, or conveyance is consistent with Section 501(c)(3) of the Internal Revenue Code. Any remaining assets shall be paid over and transferred, exclusively for the purposes of the Corporation, to one or more organizations described in Section 501(c)(3) of the Revenue Code.

Rationale: This follows the legal language of the IRS regarding duration and dissolution of tax exempt organizations.

Article 13 Amendments is now Article 14 Amendments. The text is unchanged.

Article 14 Miscellaneous is now Article 15 Miscellaneous. The text is unchanged.