

**BYLAWS of
Ohio Breastfeeding Alliance
(Dayton, Montgomery County, Ohio)**

PREAMBLE

Ohio Breastfeeding Alliance 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

Our vision is to re-establish breastfeeding as the biological and cultural norm for feeding and nurturing infants and young children throughout Ohio.

MISSION

Our mission is to improve the health of Ohio citizens by working collaboratively to promote, support and protect breastfeeding and human milk feeding.

**ARTICLE I
NAME**

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 II
PURPOSE AND POWERS**

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.

Section 2:

OBA is organized for charitable and educational purposes as defined by Section 501(c)(3) of the Internal Revenue Code (IRC), or the corresponding section of any future federal tax code, and as set forth in its Articles of Incorporation. 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 charitable corporation formed under the laws of the state of Ohio.

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.

ARTICLE IV MEMBERS

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.

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.

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.

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.

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.

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.

**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) **Notice of Meeting.** Members and the public shall be notified of the date, time, place, and/or means of voting (if a meeting is not held in person) of a General Meeting not less than ten and not more than sixty days before the General Meeting is held.

- d) **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.

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.

**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).

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.

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.

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.

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 at least two days 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.

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) 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.

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.

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.

**ARTICLE VII
EXECUTIVE COMMITTEE**

Section 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 of this corporation, referred to in this document as the EC. Duties of all EC members are described in the OBA Policy and Procedure Manual.

Section 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.

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

- a) **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.
- b) **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 VIII
INURMENT**

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 IX
UNITED STATES BREASTFEEDING COMMITTEE**

OBA is registered with the United States Breastfeeding Committee 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.

ARTICLE X FINANCES

Section 1:

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

Section 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 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, such contracts and instruments not being entered into without the consent of the Leadership Board.

ARTICLE XI BOOKS AND RECORDS; PROPERTY

Section 1:

Records. 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 Members shall be maintained.

Section 2:

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

- a) **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.
- b) **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 all the property of OBA.

- c) **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.
- d) **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 XII LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 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 the laws of the State of Ohio.

Section 2:

Indemnification. To the fullest extent permitted by the laws of the State of Ohio, 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:

- a) 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
- b) 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 XIII DURATION AND DISSULTION

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.

ARTICLE XIV 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 XV MISCELLANEOUS

Section 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 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 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 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.

Policy approved by Majority of the Board of Directors on October 14, 2015.

Policy approved by vote of the Membership on November 18, 2016.

Signed *Lori Nester, Chairman*

Attest: *Ann Davis, Secretary*