

# The New Mexico Breastfeeding Task Force (NMBTF) ByLaws

FINAL: September, 2017

## Article I. Name and Purpose

Section 1 **Name.** The name of this organization is The New Mexico Breastfeeding Task Force (NMBTF). This organization is also known as Breastfeeding New Mexico or BreastfeedingNM.org.

Section 2 **Purpose.** The organization is organized to support the mission of the NMBTF.

The mission of the New Mexico Breastfeeding Task Force is to improve the health of New Mexico families by creating supportive environments in which breastfeeding is the cultural norm. We strive to bridge the gap in breastfeeding disparities and are committed to making sure all families have the support they need to reach their breastfeeding goals. A breastfeeding culture includes all forms of feeding human / mother's milk including pumping, donor milk feeding and milk sharing.

Section 3 **Commitment to Diversity and Inclusion.** The New Mexico Breastfeeding Task Force recognizes that in order to meet our mission, all of our members, volunteers, chapter leaders, contractors, staff and Board members need and deserve to be mentored and sustained in collegial relationships that recognize the value of who they are, what they've been through and the biases that they are navigating in an effort to achieve health for themselves and their communities.

The NMBTF is committed through policy, practice and relationship to achieving equity in our leadership, membership and practices. As such, we will continuously work to ensure that our mission is accomplished through an equity lens and practice that honors and promotes ethnic, cultural and lived experience diversity, in part by acknowledging the presence and impact of racism, other forms of discrimination, and unconscious bias. We are committed to doing this through training, peer education, open dialogue and evaluation thereby creating an organization wherein people of color -and other marginalized groups- can assert their experiences, perspectives and needs with transparency and support from our staff. We expect our mission to be enhanced by said transparency and our work to be strengthened in the process.

## **Article II. Membership**

Section 1 **Eligibility for Membership.** Application for voting membership shall be open to anyone who is willing to serve the residents of the State of New Mexico in the promotion and support of breastfeeding.

- a) We strive to have membership reflect the ethnic diversity of New Mexico.
- b) Members in good standing must comply with the World Health Organization Code of Marketing Breastmilk Substitutes (AKA: The Code or The WHO Code).
- c) Membership is granted after completion and receipt of a membership application and membership dues.

Section 2 **Rights of Members.** Members are allowed voting privileges for all matters to be determined by the membership.

Section 3 **Classification of Members.** There shall be four classifications of membership.

- a *Individual Members:* Individuals who meet the criteria stated above are considered current members in good standing.
- b *Student/Peer Counselor/CLC Members:* Individuals who meet the criteria stated above and are either currently enrolled in an educational program or institution, or who serve as peer counselors, are student/peer counselor/CLC or other lactation paraprofessionals are members with the same rights as individual members.
- c *Nonprofit/Government:* Representatives from nonprofit or government agencies may participate in NMBTF activities and discussions. WHO Code compliant agencies in this arena may apply for agency membership. Two designated persons from the nonprofit group or government agency who represents the agency in their membership may vote.

- d *Business Members*: Representatives from WHO Code compliant businesses may participate in Task Force activities and discussions and may apply for a business. Up to four members, whose names are submitted to the NMBTF during application process, may be under a business membership. Each member has voting rights as an individual member. (See Article III, Section 1 for allowable exceptions.)

Section 4 **Visitors**. Visitors may attend open meetings and participate with information, discussion and opinions. They may also work on special projects with the consent sponsoring member. Visitors are not eligible to vote.

Section 5 **Annual Dues**. The amount required for annual dues for each classification shall be established each year by a majority vote of the members at the September meeting. Continued membership is contingent upon being current with membership dues. Membership continues for one calendar year and begins each January. Fee waivers may be available for those unable to pay the membership fees and may be discussed with the NMBTF State office directly. Members who join by fee waiver are encouraged to participate in local chapter or at state level.

Section 6 **Member Resignation and Termination**. Any member may surrender their membership by filing a written resignation with the Board Secretary. Board Secretary will respond in kind to electronic resignation to verify communication. A member can have their membership terminated by a majority vote of current membership present at scheduled meeting. Resignation and termination shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 7 **Member Manner of Acting** Votes may be conducted at regular or specially scheduled NMBTF meetings as determined by members present during that meeting. Any member present, via email or by video/audio conference can vote.

Section 8 **Conflict of Interest.** When a real or potential conflict of interest exists that conflict must be disclosed to the Board in accordance with our Conflict of Interest Policy. Disagreements about voting on areas of potential conflict of interest shall be settled by a majority vote of the Board.

### **Article III. WHO Code of Conduct**

Section 1 **International Code of Marketing of Breastmilk Substitutes (WHO Code) Compliance, World Health Organization.**

- a) No individual or company in violation of the WHO Code or who profits from products considered to be breastmilk substitutes as defined by the WHO Code may be a member of the Task Force or be present at any meeting of the Task Force.
- b) Should disagreements occur about what constitutes WHO Code compliance, The National Alliance for Breastfeeding Advocacy (NABA REAL) Code Help Center shall be consulted and a decision shall be determined by a majority vote of the Board.
- c) No program, publication, or activity of the Task Force shall be underwritten by an organization, company, business, affiliated company, that is not WHO CODE compliant.
- d) Exceptions can be made for organizations on the Baby Friendly Designation pathway and for outpatient settings who have committed to a path of WHO Code compliance.

### **Article IV. General Membership Meetings**

Section 1 **Regular Meetings.** The State Task Force will meet quarterly the months of March, June, September and December the date and the location to be determined by the NMBTF Chair.

Section 2 **Notice of Meetings.** Current Members shall be provided notice of each meeting and the agenda made available not less than two weeks prior to the meeting.

Section 3 **Quorum.** A minimum of 5 members is required to satisfy quorum.

Section 4 **Special Meetings**. The Chair shall call special meetings as needed. Meetings may be held in person, via asynchronous virtual methods, or by audio / video conference. Notice shall be sent to members at least one week prior.

Section 5 **Voting**. Unless otherwise provided in these bylaws, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the votes takes place.

- a) Election voting may be extended to all current members via email.
- b) Electronic voting will be available within 72 hours of a membership meeting election and be time limited.

#### **Article V. Officers of New Mexico Breastfeeding Taskforce (NMBTF)**

Section 1 **Board Officers**: There shall be three officers of the NMBTF Board, consisting of a Board Chair, Board Secretary and Board Treasurer. NMBTF Officers will have overlapping first years where the outgoing officers shall mentor and support the transition of leadership. NMBTF Officer duties are as follows:

- a) The **NMBTF Chair** shall set the agenda, convene regular and special meetings, and shall preside over the membership and board meetings (or arrange for another member of the board to preside). The Board chair has a role in strategic planning and in deploying the vision of the NMBTF and provides direct supervision of the State Coordinator/Executive Director.
- b) The **NMBTF Secretary** shall be responsible for keeping records of membership and board actions including minutes at all membership and board meetings, sending out meeting notices, keeping distributing minutes and agenda to members and board members. The NMBTF Board Secretary maintains a current NMBTF member and board list, accepts nominations and resignations, and oversees elections including maintaining ballots and certifying election results.
- c) The **NMBTF Treasurer** shall make a report at each membership and board meeting, shall chair the finance committee and shall, upon request, make financial information available to members and the public. The NMBTF Treasurer, in consultation with State Coordinator/Executive Director and the finance committee, shall establish the annual budget (see Finance Committee for more directives).

## **Article VI. The NMBTF Board**

### **Section 1 Role, Size and Compensation.**

- a) The NMBTF Board makes decisions to best meet the mission and goals for the organization.
- b) All efforts will be made to have NMBTF Board representation reflect the cultural diversity of New Mexico.
- c) The board shall have up to 20, but not fewer than 5 members.
- d) The board receives no compensation other than reasonable expenses related to board meeting attendance and trainings.
- e) All members of the Board of Directors must be approved by a majority vote of the members present and voting.
- f) The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties, and shall continue in office until their successors shall be duly elected and qualified.
  - (1) Monitor and strengthen programs and services.
  - (2) Ensure legal and ethical integrity.
  - (3) Enhance the organization's public standing.

Section 2 **Board Membership.** Each board member will sign and honor a letter of commitment. Whenever possible, board members should not also be employees or contractors with the NMBTF. The volunteer board will strive to include:

- a) Board Officers: Chair, Secretary, Treasurer
  - i) As per Article 5, section 1
- b) Finance Specialist
  - i) Finance committee member
- c) Tribal representative and liaison
  - i) Link between culture of identification and NMBTF Board and committees.
  - ii) Member of equity and inclusion team

- d) Medical Liaison
  - i) Serves as liaison between board, membership and physician standards of practice and professional organization(s)
  - ii) Must be MD or DO healthcare provider in specialty which serves breastfeeding families.
- e) Communications Specialist
  - i) Communications committee member
  - ii) Link between NMBTF board, Development programs, members and the public
- f) Licensed Independent Healthcare Provider or IBCLC Liaison
  - i) Liaison between professional organization(s), evidence based standards of care and the NMBTF Board and committees
  - ii) Member of a professional healthcare organization the serves breastfeeding public
  - iii) Link between NMBTF board, the Lactation Profession and breastfeeding mothers
- g) Regional Liaison
  - i) Northwest, Southwest, Northeast, Southeast, and Central regions
    - (1) Central region may have up to 2 liaisons elected to the board
  - ii) Link between citizens of geographic region and NMBTF Board and committees, member of local chapter
  - iii) Voice of the chapter at NMBTF Board meetings
- h) Member at Large
  - i) Liaison between community and NMBTF
- i) Community Health Worker (CHW), Promotora, Home Visitor or other such community outreach worker.
  - i) Link between NMBTF board, profession community supporters and breastfeeding mothers

Section 3 **Terms.** Each NMBTF Board member shall be elected to serve a three year term, and are eligible for reelection for up to two consecutive terms per position.

Section 4 **Meetings and Notice.** The membership and Board will meet quarterly in person at a location and time determined by the State Executive Director. Board meetings will be open unless otherwise announced. Each NMBTF Board member is responsible to attend at least 3 NMBTF Board meetings each year.

- a) Special meetings of the Board shall be called upon the request of the Board Chair, or one third of the NMBTF Board membership.
- b) Meetings may be held in person, via asynchronous virtual methods, or by audio / video conference.
- c) Notice shall be sent to board members at least one week prior.
- d) If an item for board action is best addressed before a board meeting, the following factors will be considered by the NMBTF Chair before determining whether to ask for an action by special meeting:
  - i. How soon a decision is required.
  - ii. Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
  - iii. Whether the action is a routine action that the Executive Committee can take in lieu of the board.
- e) The NMBTF Board may conduct virtual meetings.
- f) The NMBTF Chair will determine the length and manner of virtual meetings.
- g) Asynchronous virtual meetings may be called only by the NMBTF Chair, who will establish rules concerning the time and manner of the discussion and voting.
- h) The NMBTF Board will discuss the motion for the predetermined and limited length of time, after which the motion cannot be amended.
- i) Motions introduced at asynchronous virtual meetings can be passed only with approval of a majority vote from a standard quorum the board.



- j) The NMBTF Secretary is responsible for reporting back to the board the outcome of electronic votes within 72 hours of the close of a virtual meeting.
- k) The NMBTF Secretary is responsible for collating, reporting and saving all votes received electronically.
- l) The NMBTF Secretary will place this action or lack of action from special meetings into next board meeting minutes. This will include the information from the virtual meeting for formal ratification (to confirm adoption of the act), and documentation.

**Section 5 Officers and Board Member Duties.** NMBTF Board Officers are also known as the NMBTF Executive Board and includes NMBTF Chair, NMBTF Treasurer and NMBTF Secretary and have the authority to act in emergencies or in areas of human resource management which do not warrant a special meeting of the NMBTF membership or NMBTF Board and on matters for which the NMBTF Chair seeks their advice and assistance. Each board member has duties related to their position which include, but are not limited to information Article VI Section 2.

**Section 6 Vacancies.** When a vacancy exists in any board position midterm, an appointee will be placed in that position.Said appointee will serve to the end of the original term and be eligible for election at the end of the original term.

- a) When a vacancy on the NMBTF Executive Board exists midterm, the NMBTF board will appoint a member of the organization to serve out the rest of the vacant term.
- b) When a vacancy of the NMBTF board occurs midterm, the NMBTF Executive Board will appoint a member to of the organization to serve out the rest of the vacant term.

**Section 7 Election of Board Members.** Board members will be elected at the September quarterly meeting by the membership of the NMBTF. Each Board member must be a member in good standing of the NMBTF throughout their term of service.

- a) In case of a tie, the NMBTF Board Chair will cast the tie-breaking vote.
- b) All NMBTF Board members will serve for three years.
- c) Each elected NMBTF Board member shall hold only one office at a time and may serve two consecutive elected terms in the same office.
- d) Contractors and employees of the NMBTF are discouraged from serving in a board position at the same time they are serving in a paid taskforce role.
- e) Each exiting NMBTF Board member will pass all pertinent records and reports to his or her successor, or to the NMBTF Board Secretary, within 30 days of the election.

**Section 8 Resignation or Removal from the Board.** Any NMBTF Board Member may resign at any time by delivering written notice to the NMBTF Secretary. Such resignation shall take effect upon receipt or at the time specified in the notice.

- a) Board members may be removed by a two-thirds vote of the NMBTF Board.
- b) Board members who miss 2 consecutive quarterly Board meetings may be considered for removal from the Board.
- c) Board members under consideration for removal must first be notified by written notice at least two weeks prior to the meeting at which the vote takes place.

**Section 9 Quorum.** Quorum set for the NMBTF Board shall be at least 50% of the current Board membership.

**Section 10. Management of Funds.** Purchases or expenditures outside of normal and budgeted operating costs, require approval by the NMBTF Board.

**Section 11. Rules of Conduct.** The rules contained in Robert's Rules of Order shall govern all meetings where they are not in conflict with the bylaws, rules of order or other NMBTF rules.

## **Article VII. Committees**

**Section 1 Committee Membership.** Committees may consist of members and Board members, with the

NMBTF Chair and/or Executive Director (ED) acting as an ex officio member of all committees.

- a) Committee chairs shall report back progress and resource requests to the Board quarterly unless otherwise directed.
- b) The NMBTF ED and NMBTF Board may create committees as needed.
- c) At least one NMBTF Board member or project manager shall be an ex-officio member on each committee to report back progress and resource requests to the Board.

Section 2 **Committee Chair.** Committee chairs shall be elected by the membership.

Section 3 **Standing Committees.** The following standing committees shall be held by the organization:  
Finance and Conference Planning.

Section 4 **Finance Committee.** The NMBTF Board Treasurer is the chair of the Finance Committee and includes at least one other Board member (i.e. Finance Specialist), Development Specialist, and the organization's Accountant.

- a) The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, grants, contracts, and the annual budget with staff and Board members.
- b) The fiscal year begins October 1 and ends September 30.
  - a. A budget shall be drafted in the summer for each year and approved by a majority vote of the members present at September meeting.
  - b. Annual reports are required to be submitted to the Board in December showing income, expenditures, and pending income. Working with the accountant, the treasurer shall present a financial statement at the end of the year, to be reviewed by the contracted auditors.
  - c. The Executive Director or at least one executive Board member shall approve the expenses of the organization. Authorized signers shall be the Executive Director, president, treasurer, and secretary.
  - d. The financial records of the organization shall be made available to the membership and/or Board members upon request.

- e. Upon the dissolution of the NMBTF, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the breastfeeding.
- f. All records for the most recent three years must be made available to the NMBTF's members and to the general public. Also, a nonprofit tax-exempt IRS Form 1023 and copies of the organization's annual income tax returns (IRS Form 990 or 990EZ) for the most recent three years must also be available for public review when requested.

Section 5 **Conference Planning Committee.** The NMBTF Executive Director is the chair of the Conference Planning Committee and includes at least one Board member (i.e. Finance Specialist), a content area expert (eg IBCLC or MD), and the Development Specialist.

Section 6 **Additional Committees.** If participation and membership permit the following committees may be established by the Board: Communications, Equity & Inclusion, Advocacy & Policy, etc. The Board may also appoint additional ad hoc committees as needed.

### **Article VIII. Local Chapters**

Section 1. **Local Chapters.** Local chapters will be formed within their local community by sending an application to the NMBTF Board for approval. Local chapters of the NMBTF may be named by their area of origin. Chapters will work with NMBTF Regional Manager, the State Coordinator, and the Board Regional Representative, towards fulfilling the NMBTF mission while meeting the needs of their local community.

Section 2. **Local Chapter Chair (LCC).** The LCC is elected by majority vote of chapter members. She/he (or a LCC designated chapter representative) will be responsible for quarterly reports presented at NMBTF meetings as well as required written reports submitted to NMBTF Board Regional Representative and managers. The LCC will work with her/his members to set meeting agendas, and lead or share the task of presiding over meetings with their membership.

- a) The Local Chapter Chair (LCC) will provide Chapter progress reports twice annually to their Board Regional Representative, and present updates at the NMBTF quarterly meetings.
- b) A full annual report will be submitted to the NMBTF Board and managers at the end of the fiscal year (September 30).
- c) When there is no LCS or LCT, the Local Chapter Chair fulfills duties of all offices as outlines in this section.

Section 3. **Local Chapter Secretary (LCS).** The LCS is elected by majority vote of chapter members. She/he will be responsible for meeting minutes, submitting minutes to the NMBTF Secretary, providing notice of meetings, and keeping an accurate and up to date record of chapter membership. When a group or Chapter email is in use, the LCS will manage these accounts and related communications.

Section 4. **Local Chapter Treasurer (LCT).** The LCC is elected by majority vote of chapter members. She/he will be responsible for keeping accurate records of income and expenses and sending an annual report to the NMBTF Treasurer no later than October 30. Local Chapters may open an account under the nonprofit status of the NMBTF. Failure to submit reports in a timely manner may result in loss of Chapter status.

Section 5. **Other Chapter Duties.** LCC, LCS and LCT shall perform the duties assigned to them in the NMBTF bylaws and as part of their own chapter bylaws, manuals and/or policies.

Section 6. **Chapter Meetings.** Local Chapters will decide the frequency of meetings depending upon their specific needs and at least every 2 months.

Section 7. **Chapter Elections, Limitations, Vacancies and Removals.** Local Chapters will each determine the specific procedures for electing and removing officers of their individual chapters.

### **Article IX. Amendments and Changes**

Section 1. These bylaws may be amended by a two thirds vote of the membership present at a quarterly meeting. Notice in writing of such an amendment must be given ten days prior to the meeting.

Section 2. Bylaws should be reviewed by the general membership minimally every two years.

- a) Suggested changes to the bylaws will be made available prior to the September general meeting for comment or suggested changes.
  - i) NMBTF Members will have one month following this meeting to suggest additional changes.
- b) NMBTF Board will review updates and vote on changes to the bylaws by a simple majority at the at the December Board meeting.

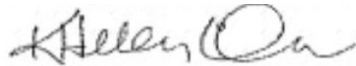
**Signature Page: Revision of Bylaws**

NMBTF Chair: Lissa Knudsen

Date:

NMBTF Secretary: Kym Halliday Clear

Date: 9/11/17

A handwritten signature in black ink, appearing to read "Kym Halliday Clear". The signature is written in a cursive style with a large, prominent "K" and "C".

NMBTF Treasurer: Andrea Vaughn

Date: