New Mexico
Breastfeeding Task Force

Board Bylaws and Membership Guidelines

Approved by the NMBTF Board December 6, 2018

Article I: Name and Purpose

Section 1: Name and Offices

The name of this membership organization is the New Mexico Breastfeeding Task Force, also known as NMBTF, Breastfeeding New Mexico or BreastfeedingNM.org. The principal office of NMBTF shall be in the City of Albuquerque, State of New Mexico, or such office at such other places within or without the State of New Mexico as the Board of Directors may from time to time determine.

Section 2: Purpose

NMBTF is a membership organization. Some, though not all members may be engaged in the work of NMBTF through Chapters. NMBTF is organized to support its mission.

The mission of NMBTF is to create supportive environments in which breastfeeding is the cultural norm.

NMBTF's vision is a world without barriers to breastfeeding.

The values of NMBTF include evidence-based practice, respect for all, consistent messaging, support, all voices heard, diversity, inclusion, and transparency.

The purpose of NMBTF is to bridge the gap in breastfeeding disparities by ensuring 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

In order to accomplish the NMBTF mission, members, volunteers, contractors, staff, and Board will be nurtured through collegial relationships that respect their individual values and the adversities and biases they have overcome in obtaining health for themselves and their communities. We commit to attaining equity, diversity, and inclusion throughout NMBTF by implementing policies and practices that honor, advocate, and strengthen diversity through training, peer-education, relationship building, open dialogue, and evaluation.

Section 4: Restrictions

a) The NMBTF is not formed for pecuniary or financial gain and no part of its assets, income, or profit shall be distributed to or inure to the benefit of its directors or officers.
b) No substantial part of the activities of the NMBTF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the NMBTF shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
c) The NMBTF shall conduct its affairs such that it will not jeopardize its exemption from federal and state income taxation.
d) It is, and shall be, the policy of the NMBTF that none of its facilities, activities or programs shall exclude from participation any person on the basis of race, religion, sex, national origin, sexual orientation, or gender identity.

Article II: NMBTF Membership

Section 1: Eligibility for NMBTF Membership

Application to become a member of the NMBTF shall be open to anyone willing to serve New Mexico residents in the promotion, protection, and support of breastfeeding.

- Membership shall reflect the diversity of New Mexico.
- Members in good standing must comply with the World Health Organization Code of Marketing Breastmilk Substitutes (the WHO Code).
- Annual membership is granted following receipt of completed membership application and fully paid membership dues.

Section 2: Rights, Roles, and Responsibilities of Members

Members have voting privileges for all matters to be determined by the membership, including the election of NMBTF Board members and officers.

Members have the right to be informed about NMBTF's finances, to receive reasonable notice for meetings, and to request a role in NMBTF volunteer committees and Chapters. Members have a responsibility to stay current with their membership dues and to communicate their ideas and concerns to staff or the Board as appropriate.

Section 3: Classification of Members

There are four classifications of membership:

a. *Individual Members* meet the eligibility criteria for membership.
b. *Student, Peer Counselor, and Certified Lactation Counselor (CLC) Members* meet the eligibility criteria for membership and are either currently enrolled in an educational program or institution or currently serve as peer counselors, CLCs, or other lactation paraprofessionals.
c. Nonprofit and Government agencies that are WHO Code compliant may apply for *Agency Membership* and, as such, may designate two employees to represent them in NMBTF activities and discussions as voting members.
d. Businesses that are WHO Code compliant may apply for *Business Membership* and as such, may designate four employees in the application who will be voting members.
    - Exceptions to the WHO Code compliant restriction may be granted for organizations on the Baby Friendly Designation pathway and for outpatient settings that have committed to a path of WHO Code compliance.

Section 4: Visitors to Membership Meetings and Chapters

Visitors may attend NMBTF membership meetings to gain information, participate in discussions, and contribute ideas and opinions. Visitors may also join members working on special projects, with the consent of a sponsoring member. Visitors are not eligible to vote on NMBTF membership business.

Chapters of NMBTF may be formed within local communities in collaboration with the NMBTF staff and Board. Chapters include NMBTF members and visitors working to fulfill the mission of NMBTF while addressing the needs of their local community. Chapter Guidelines are in NMBTF's Policies & Procedures Manual.

Section 5: Annual Dues
Annual dues shall be established for each Member Classification by a majority vote of members during the September meeting for the following year. "Annual" means one year from the month when membership dues are paid.

Fees are waived for incarcerated pregnant or breastfeeding mothers during the time of their incarceration; other fee waivers may be available by request to the Executive or Deputy Director.

Section 6: Member Resignation and Termination
Any member may surrender their membership by filing a written resignation with the NMBTF Board Secretary. Any member may have their membership terminated by a majority vote of current membership present at a scheduled meeting. Resignation and termination do not relieve a member of unpaid dues or other charges previously accrued.

Section 7: Conflict of Interest
When a real or potential conflict of interest exists, the member must disclose that conflict to the NMBTF Board. Disagreements about a member voting on areas of potential conflict of interest shall be settled by a majority vote of the Board.

Article III: WHO Code Compliance

Section 1: Requirement and Exception

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

Article IV: Membership Meetings

Section 1: Meeting Types
The NMBTF Membership will meet quarterly in March, June, September, and December. The date and location will normally align with the quarterly NMBTF Board meetings.

The NMBTF Board Chair or a majority of Board members may call special meetings of the membership as needed. A special meeting may also be called by members having at least 30 or one-twentieth of all votes entitled to be cast at such a meeting.

Section 2: Notice of Meetings
Current NMBTF members will be notified of the date, time, location, and agenda for each quarterly meeting not less than two weeks prior to the meeting. Notification for special meetings must be sent to members at least one week prior to the meeting.

Section 3: Quorum
Five NMBTF members at a meeting shall constitute a quorum for voting.

Section 4: Voting
Any NMBTF member present in person or by video/audio conference at quarterly or special meetings may vote on issues presented during the meeting. Unless otherwise provided in the Bylaws, all issues to be decided by vote shall be decided by a simple majority of members present.

Election voting may be extended to all current members via email and, in such cases, shall follow the Board Elections Policies and Procedures.

Article V: NMBTF Board

Section 1: Role, Size, and Compensation

a. The Board of Directors supports the entire membership and Chapters by
   - Determining the mission and purpose, overall strategies, policies and priorities;
   - Overseeing compliance with laws and regulations and fulfillment of contractual obligations;
   - Selecting, monitoring, evaluating, and terminating the executive director;
   - Monitoring program performance and impact;
   - Providing financial oversight, including management of funds, safeguarding assets from misuse and ensuring maximum use of resources; and
   - Approving a fundraising strategy and monitoring its effectiveness.
b. The Board may have up to 20 members, but not fewer than five. Every effort will be made to ensure the NMBTF Board reflects the diversity of New Mexico.
c. Board members receive no compensation other than reasonable expenses related to Board meeting attendance and trainings. Board members may not be NMBTF employees or contractors.

Section 2: Board Membership
Upon election, Board members will sign and honor a letter of commitment to NMBTF which includes a Conflict of Interest statement, to begin the performance of their duties. All Board members must be a NMBTF member in good standing throughout their term of service.
The NMBTF Board shall include when possible the following members:

- Representation from each region of New Mexico (Northwest, Southwest, Northeast, Southeast, and Central)
- Tribal Representative and Liaison
- Finance Specialist
- Medical Liaison, a MD or DO healthcare provider serving breastfeeding families

- Communications Specialist
- Licensed Independent Healthcare Provider **OR** International Board-Certified Lactation Consultant (IBCLC)
- Community Health Work (CHW), Promotora, Home Visitor, **OR** other similar community outreach worker

Section 3: Board Officers

There shall be three officers of the NMBTF Board: Board Chair, Board Secretary, and Board Treasurer (per the Nonprofit Corporations Act, NMSA 1978 53-8-23, New Mexico Office of the Secretary of State). The Board may add other officers as deemed necessary through changes to these Bylaws.

a. The *Board Chair* shall set meeting agendas, convene regular and special meetings, and preside over membership and Board meetings. The Chair guides strategic planning processes to achieve the mission and supports and advises the Executive Director.
b. The *Board Secretary* shall work with NMBTF staff to record membership and Board actions, approve and distribute minutes of membership and Board meetings, send meeting notifications, maintain current member and Board lists, accept nominations and resignations, and oversee elections of Board officers and Board members.
c. The *Board Treasurer* shall report on the financial status of NMBTF at each membership and Board meeting, chair the Finance Committee, and, upon request, make financial information available to members and the public. In consultation with the Executive Director and the Finance Committee, the Treasurer will also establish the annual budget for NMBTF.

Section 4: Terms

Board members and officers shall be elected to serve one three-year term and are eligible for no more than two consecutive terms in the same office. Following a two-term hiatus from the Board, former Board officers may run for a different office than previously held.

Board members and officers must attend at least three quarterly meetings each year, to be tracked and reported at each meeting. Board members who fail to attend the required number of meetings or who do not regularly respond to or participate in electronic or other communication may be removed from the Board, per Article V, Section 11b.

Board members and officers continue in office until successors are duly elected and qualified. At the end of their terms, Board members and officers will pass all pertinent records and reports to their successors or the NMBTF Board Secretary within 30 days of the election.

Section 5: Meeting Types

The NMBTF Board will meet quarterly. The date and location will normally align with the quarterly NMBTF Membership meetings. The NMBTF Board Chair or a majority of Board members may call special or emergency meetings as needed.

Board members may participate in person or by audio/video conference (per the Nonprofit Corporations Act, NMSA 1978 53-8-22, New Mexico Office of the Secretary of State). The Board

Secretary must report to the Board the outcome of electronic votes within 72 hours following the close of the announced voting period.

Section 6: Notice of Meetings
Board members will be notified of the date, time, location, and agenda for each meeting not less than one week prior to the meeting.

Section 7: Quorum
One-third of the Board at a meeting shall constitute a quorum for voting.

Section 8: Voting
Board members present in person or by video/audio conference at Board meetings may vote on issues presented for a vote. Unless otherwise provided in the Bylaws, all issues to be decided by vote at Board meetings shall be decided by a simple majority of Board members present.

Section 9: Election of Board Members and Officers
Board members and officers shall be elected at a quarterly meeting by the NMBTF membership. In the case of a tie for an officer position (other than Board Chair), the NMBTF Board Chair shall cast the tie-breaking vote. If the tie is for the Board Chair position, the other Board officers cast the deciding vote.

As noted in Article IV Section 4, election voting may be extended to all current members via email and, in all cases, shall follow the Board Elections Policies and Procedures.

Section 10: Vacancies
When a vacancy develops in a specific named Board position midterm, another Board member may be appointed by Board vote to serve to the end of the original term and then shall be eligible for election at the end of that term. Term limits begin with the first election to the role. Member at large positions will not be replaced by appointment.

Section 11: Resignation or Removal from the Board

a. Any NMBTF Board member may resign at any time by delivering written notice to the NMBTF Board Secretary. Such resignation shall take effect upon receipt or at the time specified in the notice.
b. Board members or Board officers may be removed by vote of the Board whenever the Board considers such removal to be in the best interest of NMBTF. Board members under consideration for removal shall receive written notice no less than two weeks prior to the meeting at which the vote for removal will occur.

Section 12: Conflict of Interest
Board members will sign a Conflict of Interest statement annually, disclosing any real or potential conflict of interest. In any matter before the Board or Board committees, Board members must declare if they have a real or potential conflict of interest and may not participate in any discussion or vote related to that conflict.

Section 13: Indemnification
The Board of Directors shall be empowered to purchase insurance which shall indemnify current and past directors, officers, and employees against any liability asserted against them for any actions, errors, or omissions arising from the formal conduct of their official duties.

Article VI: NMBTF Committees

Section 1: Committee Membership
Committees may include NMBTF members and Board members. The NMBTF Board Chair and/or Executive Director will act as ex officio member(s) for all committees.

Section 2: Committee Chairs
Committee Chairs shall be appointed by the Board. Committee Chairs will report progress and resource requests to the Board quarterly unless otherwise directed.

Section 3: Standing and Other Committees
The following shall be standing committees of the NMBTF:

a. The *Executive Committee* of the Board shall include the Board Chair, the Board Secretary, and the Board Treasurer and may include other Board members as decided by the Committee.
    - The Executive Committee may meet more regularly than the Board to plan and review discussions and decisions that will be set before the Board at regular or special meetings. A tie vote at the Executive Committee will move the voting item to the full Board.
    - Authorized signers for the NMBTF include the Executive Director, the Board Chair, Secretary, and Treasurer.

b. The *Finance Committee* shall include the Board Treasurer as Chair, the NMBTF Executive Director, the NMBTF staff or contract accountant, and at least one other Board member.
    - The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, grants, contracts, and the annual budget.
    - The NMBTF fiscal year is October 1 to September 30. A draft budget will be presented to the Board at the 3rd quarter meeting and an annual report at the 4th quarter meeting. The annual report will include current and pending income and expenditures.
    - The Board Treasurer will present a financial statement at the end of the year, to be reviewed by the contract auditors.
    - All financial records for the most recent three years may be made available to the membership, Board members, or the public upon request, including the IRS Form 1023 and annual income tax returns.
    - Upon the dissolution of NMBTF, any remaining funds should be used to pay outstanding bills and, with membership's approval, spent for the benefit of the mission.

c. The *Medical Advisory Committee* provides medical oversight for NMBTF. The Board's Medical Liaison shall serve as Chair or Co-Chair of this Committee, which will include other volunteers invited by the Medical Liaison and Board. The Medical Liaison may designate an alternate as

Chair or Co-Chair, provided that designee has the same level of qualification as the Medical Liaison and is approved by the Board.

- The Medical Advisory Committee will provide advice and oversight for NMBTF publications, communications, or other activities as needed to ensure medically accurate information.
- The Committee will support advocacy and communications committees and planning.

The Board may appoint additional, ad hoc, or temporary committees as needed.

Article VII: Amendments and Changes

Section 1: Notification and Review
The Bylaws shall be made available to all current and new NMBTF members and Board members and shall be reviewed by the NMBTF Board annually.

Section 2: Amendment and Changes
Suggested changes or amendments to the Bylaws must be presented to the membership not less than two weeks prior to the meeting at which the change(s) will be considered. Members may submit questions, comments, and concerns which will be considered by the Board before final approval of the amendment or change.

Final approval of amendments and changes will be made by a simple majority vote of Board members at the next quarterly Board meeting.

Section 3: Policies & Procedures Manual
NMBTF's Policies & Procedures Manual will be reviewed annually by the Board or assigned Board Committee and updated or edited as needed.

Signed by the Executive Committee following approval by the Board December 6, 2018:

Sophie Peterson, NMBTF Board Chair — Date 3/13/19

Kym Halliday Clear, NMBTF Board Secretary — Date 3/15/19

Andrea Vaughn, NMBTF Board Treasurer — Date 3/12/19