



Board Bylaws and Membership Guidelines

Update approved by NMBTF Board 6.6.2025

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 environments in which lactation is the norm and human milk is available to all infants and children.

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

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/chestfeeding disparities by ensuring all families have the support they need to reach their breastfeeding/chestfeeding goals. A breastfeeding/chestfeeding 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 the 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.

Board Bylaws and Membership Guidelines

Update approved by NMBTF Board 6.6.2025

Section 6: 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 Executive Director or designee shall guide membership meetings including setting meeting agendas, convening regular and special meetings, and presiding over membership 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.

Board Bylaws and Membership Guidelines

Update approved by NMBTF Board 6.6.2025

- Licensed Lactation Healthcare Provider **OR** International Board-Certified Lactation Consultant (IBCLC)
- Community Health Work (CHW), Promotora, Home Visitor, **OR** other similar community outreach worker
- A community member with personal experience related to lactation

Section 3: Board Officers

There shall be four officers of the NMBTF Board: Board Chair, Board Vice 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. In the temporary absence of one board officer, another board officer may assume those duties if and as needed.

- a. The Board Chair shall set meeting agendas, convene regular and special meetings, and preside over Board meetings. The Chair guides strategic planning processes to achieve the mission and supports and advises the Executive Director.
- b. The board Vice Chair provides leadership support to the Board Chair and, as part of the succession plan, is actively mentored to transition into the Chair role at the end of the Chair's term. The Vice-Chair serves as second-in-command, assisting the Chair with their leadership responsibilities. In addition, the Vice Chair assumes the duties of the Chair in their absence or when delegated, ensuring continuity of board leadership at all times. The Vice Chair works closely with the Chair to share the leadership workload, may chair specific committees or projects as assigned, and helps facilitate board member training, onboarding, and policy compliance. The Vice-Chair is expected to remain informed about all board matters, participate in the preparation of meeting agendas, and be prepared to step into the Chair role as needed, supporting a smooth and effective leadership transition for the organization.
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. Former Board officers may only run for the same office they previously held following a two-term hiatus from that office; they may hold a different board position during that hiatus period.

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

Board Bylaws and Membership Guidelines

Update approved by NMBTF Board 6.6.2025

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.
- c. When code of conduct violations endanger the reputation or funding of NMBTF, an emergency board meeting may be called and a vote for board or membership removal may be brought forward in a shorter timeline. Notice of contemplated action against affected board member is required at least 24 hours before this meeting.

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.
 - o 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.