

Minnesota Breastfeeding Coalition Bylaws

Mission

The mission of the Minnesota Breastfeeding Coalition is: Working collaboratively to create environments where chest/breastfeeding is valued and supported to achieve natural infant feeding equity in all Minnesota communities.

Article I - Name and Purpose

- Section 1:** The name of the organization shall be the Minnesota Breastfeeding Coalition. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.
- Section 2:** The Minnesota Breastfeeding Coalition was organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The Coalition was formed to:
- Work collaboratively to increase initiation, duration, and exclusivity of chest/breastfeeding in Minnesota,
 - Promote public awareness and support for chest/breastfeeding as the cultural norm,
 - Increase awareness of and compliance with the WHO Code,
 - Develop networks for sharing information among groups concerned about improving the health of parents and babies through chest/breastfeeding,
 - Serve as a resource for health care professionals and the general public through dissemination of information and materials on lactation topics
 - Encourage the development of local, cultural, regional, and tribal breastfeeding coalitions,
 - Raise charitable funds for the above, and
 - Engage in such other activities as are consistent with the foregoing.

Article II Participation

- Section 1:** Application for participation is open to any individual, coalition, or organization that supports the purpose statement in Article 1, Section 2. There shall be four categories of participation: General, Coalition Partners, Individuals or Non-profits, and Businesses. The Board shall have the authority to establish and define non-voting categories of participation upon a majority vote of the Board. The Board of Directors shall have the right to deny, or terminate, the participation of any individual or organization.
- Section 2:** Categories, levels, dues, and benefits of participation shall be determined, changed, or eliminated upon majority vote of the Board. All categories, levels, dues, and benefits shall be listed on the Categories of MBC Participation which shall be available for any member of the public to view.
- Section 3:** Voting privileges are extended to any person actively participating in the Coalition. Type and extent of engagement is defined by the Board of Directors and listed on the Categories of MBC Participation.

Article III Participant Meetings

- Section 1:** In-person or virtual Annual Meeting. Any virtual meeting must use a platform in which participants can see and hear each other in real time. The date, time, and place of the annual meeting will be set by the Board of Directors.
- Section 2:** Special Meetings. Special meetings may be called by the Chairperson or by a simple majority of the Board of Directors. A petition signed by 10% of those with voting privileges may also call a special meeting.
- Section 3:** Notice. Notice of each meeting shall be given to each person with voting privileges not less than ten days before said meeting.

Article IV Participant Voting

- Section 1:** Coalition business. Those designated with voting privileges shall vote to elect or re-elect Directors and to amend the by-laws. Items subject to a vote shall be announced not less than ten days before a vote can be taken. Voting can be done electronically or in-person.
- Section 2:** Quorum. The participation of ten percent (10%) of those designated with voting privileges shall be necessary to constitute a quorum for the transaction of Coalition business. The percentage will be determined by the current number of votes as listed on the Coalition membership platform. No official business shall be transacted when a quorum is not achieved.

Article V Board of Directors

- Section 1:** Board Role, Size, and Composition. The Board is responsible for overall policy and direction of the Coalition and delegates responsibility for day-to-day operations to the Coalition's Executive Director, subcommittees, and teams. The Board shall have not less than five (5) and not more than thirteen (13) Directors. The Board receives no compensation other than reimbursement of reasonable expenses.
- Section 2:** Meetings, quorum, and voting. The Board shall meet at least annually. The affirmative vote of a majority of Directors present at a meeting where a quorum is present shall decide all questions except as otherwise required by law or in the Articles of Incorporation or these Bylaws. In case of a tie, the Chair shall hold the deciding vote. The presence of a majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. No official business shall be transacted at any meeting at which a quorum is not present.
- Section 3:** Directors and duties. The Board of Directors shall consist of the following Directors:
1. Chairperson: Chairs and facilitates the annual meeting and regular Council meetings; does not vote on matters before the Board except in the case of a tie, and performs other duties as detailed in the policies and procedures

2. Chairperson elect: Chairs and facilitates meetings in the absence of the Chairperson and performs other duties as detailed in the policies and procedures
3. Past chairperson: mentors and assists Board chairperson, and performs other duties as detailed in the policies and procedures
4. Secretary: Partners with the Membership Subcommittee Chair to maintain membership lists and contact information, takes notes at Board meetings, and keeps records of agendas and minutes in electronic files, and performs other duties as detailed in the policies and procedures
5. Treasurer: Serves on the finance subcommittee and shares participation on the development committee with the treasurer-elect, oversees financial dealings of the Coalition as outlined in the policies and procedures, mentors and assists treasurer-elect
6. Treasurer elect: Serves on the finance subcommittee and shares participation on the development team with the treasurer, helps with overseeing financial dealings of the Coalition
7. At-large Directors: Participates in or leads subcommittees and teams as they may be formed according to the policies and procedures, such as governance, finance, membership, equity & access, etc.

Section 4: Conflict of interest. No Director shall be funded or associated with the artificial infant food industry, which includes the production and/or sale of artificial infant food, bottles, or nipples. Directors may be removed for having a conflict of interest as defined in the policies and procedures.

Section 5: Election and Terms. All Directors shall serve two-year terms with the exception of the Chairperson-elect/Chairperson/Past Chairperson three-year term. All Directors are eligible for re-election and may serve up to six consecutive years.

Section 6: Nominations and elections. The Chairperson will appoint a Nominating Committee of at least three persons who will solicit nominations and self-nominations from among the Coalition community. The application and interviews will follow processes outlined in the policies and procedures to assure the composition of the Board is representative of Minnesota and racially, culturally, economically, and geographically diverse. Ballots returned to the Nominating Committee by the deadline will be tallied and reported to the Chairperson. Directors shall be elected by a majority of those voting. New Directors assume their responsibilities on January 1.

Section 7: Vacancies. If a vacancy occurs in the office of Chairperson, that vacancy shall be filled by the Chairperson-elect and a new Chairperson-elect appointed by a majority vote of the remaining members of the Board of Directors to serve out the remainder of the current term.

Section 8: Resignations. Directors may resign by delivering written notice of such resignation to the Board of Directors.

Section 9: Removal from Office. A Director may be removed from office by a two-thirds vote of the Board of Directors. Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing of a majority of the voting membership.

Article VI Representative Council

Section 1: The Representative Council shall consist of the elected Board of Directors and participants from the broader Coalition community. The Coalition shall keep records of attendance and the diversity of participants to assure full representation at Council meetings. The Coalition shall invite participants so as to increase the cultural, racial, geographic, and socioeconomic diversity of Council participation. Participants are not appointed and do not have terms.

Section 2: The Representative Council shall meet regularly on a schedule set and affirmed by the Board of Directors. The Representative Council meeting format shall include a Board of Directors report of Coalition related decisions and initiatives; learning opportunities about subcommittees, teams, local/regional/cultural/tribal coalitions, data, trends, or other topics related to infant feeding; and a period for participants to share local news, trends, activities, or data.

Article VII Executive Director

The Executive Director is hired by the Board. The Executive Director has day to day responsibility for the Coalition, including carrying out Coalition goals and Board policy. The Executive Director shall attend all Board and Council meetings, and subcommittee and team meetings as necessary. The Executive Director shall provide a report to the Board at least 4 times per year, answer questions of the Board, and carry out duties as outlined in the job description. The Board can designate other duties as necessary.

Article VIII Subcommittees and Teams

The Board may create subcommittees and teams as needed to conduct Coalition business, such as fundraising, special projects, or events. Directors review all subcommittee and team leads. Subcommittees and teams may be permanent, thus ongoing and integral to the Coalition, or temporary, appointed to fulfill a function that will terminate within a designated timeframe.

Article IX Fiscal Year

The fiscal year of the Coalition shall begin January 1 and end December 31 of each year.

Article X Dissolution

The Minnesota Breastfeeding Coalition may be dissolved by a majority vote of those with voting privileges. In the event of a dissolution, any assets shall be distributed to one or more nonprofit organizations whose purpose and objectives promote breastfeeding education and support.