**BYLAWS of**

**Appalachian Breastfeeding Network**

**(Gallipolis, Gallia County, Ohio)**

**PREAMBLE**

Appalachian Breastfeeding Network 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 Appalachia as part of a worldwide call, and the United States Breastfeeding Committee response, to establish a multisectoral national breastfeeding committee with participation by statewide and cultural coalitions.

**VISION**

Our vision is to re-establish breastfeeding as the biological and cultural norm for feeding and nurturing infants and young children throughout Appalachia, while also educating the community and empowering new parents.

**MISSION**

Our mission is to work towards transformation of breastfeeding culture in Appalachia by providing empowerment and education to increase access to care.

**ARTICLE I**

**NAME**

As set forth in the Articles of Incorporation, the corporate name shall be Appalachian Breastfeeding Network, referred to in this document as “ABN”; this name is reserved for the exclusive use of ABN.

**ARTICLE II**

**PURPOSE AND POWERS**

Section 1:

Appalachian Breastfeeding Network (ABN) is an educational, nonsectarian service organization serving the geographical area of Appalachia. Its purpose is to collaborate with regional/area/local coalitions, organizations, agencies, businesses and individuals who are in agreement with the ABN mission and wish to participate in achieving ABN objectives to:

1. Increase Appalachian breastfeeding rates to meet United States Healthy People Objectives (Department of Health & Human Services) for minimum percent exclusive and overall breastfeeding;
2. Increase breastfeeding as a health care intervention and disease prevention strategy in Appalachia, as it relates to infectious disease, obesity, heart disease, diabetes, cancers, etc.;

1. Protect breastfeeding as a natural civil right of mothers, babies and families;
2. 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:

ABN 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, ABN 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 ABN, 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.

All ABN members are entitled to vote as a membership:

1. **Voting**. Voting membership shall be open to any coalition, organization, or individual who isvested in the purposes and objectives of ABN. Requirements to become a Voting Member include: completing membership online through ABN’s website or signing up in person through a board member. Becoming a member of ABN may require dues/fees.

Section 2:

**Membership Eligibility.** Membership in ABN shall be obtained only after acceptance of acompleted current membership application, as described in the ABN 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.

1. **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.
2. **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 Executive Board shall proposethe 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 ABN may terminate by voluntary resignation or asotherwise provided by these Bylaws or by Ohio law.

1. **Resignation**. Any Member may voluntarily resign upon written notice to any member of theExecutive 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 refersto a Voting Member coalition or organization, written notice shall be endorsed by the Member coalition or organization governance body.
2. **Resignation and Rights and Privileges**. All rights and privileges of a Member shall cease onthe termination of membership.
3. **Cause for Termination**. Failure to pay dues on or before the due date approved shall resultin termination of membership.
4. **Financial Obligation**. Resignation does not extinguish any Member’s existing financialobligations to ABN.

Section 5:

**Member Removal.** The Executive Board may, by a two-thirds vote, remove a Member or therepresentative 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 Executive Board at its next scheduled meeting. (Grounds for “cause” and “reasonable notice” are described in ABN PPM.) The Member may request, and the Chair may choose to call, a special meeting of the Executive Board in order to hold the hearing. At this time the Member shall be able to respond and present evidence on all issues involved.

3

ABN Bylaws, adopted April 20, 2017

1. **Appeal Rights**. A Member whose membership is terminated pursuant to Section 5 of thisArticle may appeal the decision of the Executive 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 Executive Board reinstate said Member.
	1. **Representative Replacement**. When removal refers to the representative of aMember 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 atyearly intervals. A reinstated Member shall not be entitled to benefits or privileges retroactively, which were lost as a result of removal of membership.
2. **Financial Obligation.** Removal of membership does not extinguish any member’s existingfinancial obligations to ABN.

Section 6:

**Voting**. In general, decision-making for ABN is to be by Member consensus. When unable toreach consensus, a vote may be held at any regular or special meeting of ABN. 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 Executive Board, as described in the ABN 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 Executive 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 Executive Board shall schedule one General Meeting monthly, 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.

1. **Annual Report**. At one General Meeting, the Executive Board shall publish an AnnualReport of the activities and financial condition of ABN. This Annual Report shall also be distributed to Members via mail or electronic communication.
2. **Official Business**. Official business may include, but is not limited to: committee and taskforce reports, discussion of projects and goals, nomination/election of officers, Bylaws review/revision, and so on.
3. **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.

1. **Failure to Hold General Meeting**. The failure to hold a General Meeting at a time stated asin accordance with these Bylaws does not affect the validity of any ABN action or work any forfeiture or dissolution of the ABN.

Section 2:

**Special Meeting**. A special meeting of the membership may be called by the Executive Board President or by at least a ten (10) percent of the active Members, by petition signed by such Members and delivered to any Executive 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.

1. **Holding Special Meeting.** The Executive Board shall fix the time, date and place for allSpecial 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 shallbe 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 Executive Board, as described in the ABN Policy and Procedure Manual.

Section 4:

**Meetings and Innocenti Declaration**. Because ABN endorses the Innocenti Declaration, quietbreastfed 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 Executive BoardSecretary and made available to the Members within a reasonable time.

**ARTICLE VI**

**EXECUTIVE BOARD**

Section 1:

**General Powers**. The Executive and Extending 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 ABN, 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 ABN. The Board shall at all times act in the best interests of the ABN while conducting its business. The Board shall compose of a smaller Extending Board comprised of Regional Representatives and Alternates – acting under the same rules of the Executive Board.

1. **Delegation of Duties.** The duties of any Board member, may be delegated to another Board member,

ABN Member or contractor retained by the ABN 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 fifteen (15).

1. **Regional Representatives.** The Extending Board shall consist of at least one (1) representative foreach ABN state, nominated and elected by said ABN geographic region; excluding a Regional Representative for which the majority of the Executive Board resides.
2. **Regional Alternates.** For the remainder of available ABN Extending Board seats, the ABNMembership shall elect Regional Alternates, nominated from ABN Members, to work side by side with the Regional Representative in the state of residence.

Section 3:

**Election or Appointment.** Each year, the Nominating Committee will put forth a slate ofcandidates for open Executive and Extending Board positions, pursuant to the eligibility requirements and nomination processes as specified in the Nominating Policies and Procedures.

1. **Geographic Regions.** The Executive Board will determine the states that comprise theABN geographic regions. Any revision in the composition of the regions is at the discretion of the Board.
2. **Election or Appointment Process.**
	1. Regional Representatives. The Executive Board shall accept the nominations from membership, and present the ballot to each state electing Representatives, for a vote of the Voting Members in that region. Election shall be by a plurality of votes cast.
	2. Regional Alternates. The Executive Board shall accept the nominations from the Membership, and present the ballot to the Membership, for a vote of all the Voting Members in that region. Election shall be by a plurality of votes cast.

Section 4:

1. **Conflict of Interest**. All candidates for, or members of the Executive and Extending Board, and of any ABNCommittee 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 ABN Policy and Procedure Manual.
2. **Matters of Concern.** Any Director or Member disclosing a conflict of interest shall not becounted 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 Executive and Extending Board or ofany ABN Committee or Task Force shall serve without compensation, but may be reimbursed for authorized expenses, dependent on funding at time of expense.

Section 6:

**Meetings of the Executive Board.** The Executive Board shall meet no less than four times peryear. The Board may also conduct business by alternate means when necessary or without a meeting by unanimous consent.

1. **Notice.** Each Board member shall be given individual notice of any Board meeting at leasttwo days before the date of such meeting.
2. **Quorum.** A majority of the Executive Board members shall constitute a quorum for the transactionof business at any Board meeting.
3. **Manner of Acting.** The Board may pass any action by a majority vote of its quorum, unlessa greater number is required by the Articles of Incorporation or by these Bylaws. Board members cannot vote by proxy or by secret ballot.
4. **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 ABN Policy and Procedure Manual.
5. **Minutes.** Minutes of each Board meeting shall be recorded by the Secretary and madeavailable to the Members within a reasonable time.

Section 7:

**Right to Vote**. Each member of the Executive Board shall be entitled to one (1) vote.

Section 8:

**Term Length and Limitations**. Term length on the Executive Board shall be three (3) years.Term length on the Extending board shall be one (1) year. There is no limitation to number of terms for ABN Executive and Extending Board service.

Section 9:

**Resignation or Removal**.

1. **Resignation**. Any Executive or Extending Board member may resign at any time by delivering writtennotice 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 ABN election.
2. **Automatic Removal**. Any Board member who fails, or represents a coalition ororganization that fails, to maintain Voting membership in ABN (by payment of annual dues in a timely manner) shall be automatically removed from the Board without a vote of the Board.

1. **Removal for Cause**. Any Board member may be removed for “cause” by an affirmativevote of at least two-thirds of Board members. Cause may include: conflict of interest or with ABN mission statement and objectives, gross misconduct or gross dereliction of duty as defined within the ABN Policy and Procedure Manual.
2. **Recall**. Any Board member may be removed by Voting membership recall at any time, withor 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 ABN 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 Executive Board for any reason may be appointed bymajority 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:

1. **Committees and Task Forces**. The Executive Board shall have the right to designate anycommittee or task force deemed necessary to conduct the affairs of the ABN. 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.
2. **Committees and Task Forces Appointment**. The Executive Board shall have the right toappoint any Member to a committee or task force as deemed necessary to conduct the affairs of the ABN.

Section 12:

**Resolution of Disputes**. The Executive Board shall make the final decision in all disputesamong committees, task forces, Board members, and Voting or Non-Voting Members concerning ABN functions and business.

Section 13:

**Executive Board Members**. A President, Vice President, Membership Chair, Treasurer and Secretaryshall be appointed from among the Board members as the Executive Board Members of this corporation, referred to in this document as the EB. Duties of all EB members are described in the ABN Policy and Procedure Manual.

Section 14:

**Vacancy of EB**. Any vacancy may be filled for the unexpired portion of that term of office by amajority vote of ABN Executive Board members.

1. **Vacancy in the Position of President**. If the position of President becomes vacant,the Vice President shall assume the position, and the position of Vice President shall be filled by appointment in the manner described above.

**ARTICLE VIII**

**INURMENT**

All dues collected and other income of the ABN must be used for the purpose of the ABN and shall not be to the financial benefit of, or distributed to, any Member, but the ABN may pay reasonable compensation for services rendered by contractors and others. No ABN funds shall be used for any “hardship” or similar fund pursuant to which the ABN Membership dues (or any similar expense) of any individual Members are paid, but the ABN can agree to administer any such fund if it is funded entirely through donations by Members or others.

**ARTICLE IX**

**UNITED STATES BREASTFEEDING COMMITTEE**

ABN is registered with the United States Breastfeeding Committee as a cultural Breastfeeding Coalition for the Appalachian culture. ABN shall undertake any and all activities required of a USBC cultural 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 ABN Executive Board shall adopt and maintain an acceptableaccounting system with appropriate checks and balances to safeguard funds, and a report of ABN financial activities shall be prepared annually.

Section 3:

**Contracts.** The Executive Board may authorize any Board member to enter into any contractor 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 Executive Board.

**ARTICLE XI**

**BOOKS AND RECORDS; PROPERTY**

Section 1:

**Records.** ABN shall keep records of Membership proceedings and proceedings of the Board and any Committees and Task Forces. A record of the names of all Members shall be maintained.

Section 2:

**Property.** The following shall constitute ABN property and shall be used only as described andpermitted as follows:

1. **Membership Roster.** The ABN Membership roster may be used only to promote Memberservices or stimulate interest in ABN, as determined by the Executive 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 ABN Policy and Procedure Manual.
2. **Name, Logo, Etc.** The name “Appalachian Breastfeeding Network” the acronym “ABN,” thename(s) of ABN publications, the ABN website address (www.appalachianbreastfeedingnetwork.org), and the ABN logo, are all the property of ABN.
3. **Intellectual Property**. Any work created by any individual or a Member for ABN use is awork for hire and becomes the exclusive property of ABN.
4. **Other Property**. The property of ABN (and not of any individual Member) includes anyother intellectual, real or personal property that has been given to, created by, or purchased by ABN. Member use of ABN property shall be described in the ABN 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/EB member, orCommittee/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, thisCorporation shall indemnify each Executive Board member, and Committee and Task Force member against liabilities, costs, and expenses (including attorneys’ fees and expenses) provided:

1. 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
2. The action taken or omitted by the individual is in connection with the individual’s Board/EB, 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/EB, or Committee or Task Force member provides written notice to the 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/EB 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 Executive 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 ABN Policy and Procedure Manual.

**ARTICLE XV**

**MISCELLANEOUS**

Section 1:

**Governing Law.** All questions with respect to the construction of these Bylaws shall bedetermined 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 isdetermined 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 andMembers, 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 writtenpolicies 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 on April 20, 2017**

**Policy approved by vote of the Membership on**

**Signed** Stephanie Carroll**, President**

Attest: Jeanna Spears **Secretary**