

Southern Nevada Breastfeeding Coalition of The Breastfeeding Task Force of Nevada

BYLAWS

Article I. Name

- The name of this organization shall be "Southern Nevada Breastfeeding Coalition" of The Breastfeeding Task Force of Nevada. It may be abbreviated as SNBC.

Article II. Location

- The SNBC will be based in the metropolitan Las Vegas (Nevada) area. The Coalition, however, shall serve the Statewide Breastfeeding Task Force of Nevada whenever needed.
- SNBC will be conducted under the laws of the State of Nevada and shall abide by the rules governing the state there within.

Article III. Purpose

- The purpose of this Task Force shall be:
- To promote a standard of Maternal/Infant care that supports and advocates breastfeeding as the norm.
- To foster the education of professionals caring for breastfeeding mother and child.
- To serve as a resource for accurate and up-to-date breastfeeding information.
- The Southern Nevada Breastfeeding Coalition is organized exclusively for educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Article IV. Commitment to Diversity and Inclusion

- SNBC recognizes that in order to meet our mission, all of our volunteers, members, and Board members need and deserve to be mentored and sustained in collegial relationships that recognize the value of who they are, what they have been through and the biases that they are navigating in an effort to achieve health for themselves and their communities.
- SNBC 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

Southern Nevada Breastfeeding Coalition of The Breastfeeding Task Force of Nevada

wherein people of color- and other marginalized groups- can assert their experiences, perspectives and needs with transparency and support from our coalition. We expect our mission to be enhanced by said transparency and our work to be strengthened in the process.

Article V. Membership

- Membership shall be open to any person residing or working in Nevada who is interested and who can contribute to the work of the task force.
- Representatives from the following areas will be encouraged to maintain membership: health care providers including hospital staff, private physicians, nurses, lactation consultants, health department personnel, dietitian and mental health professionals; social service providers; school personnel; La Leche League Leaders; home visitors; childbirth educators; peer counselors; breastfeeding coordinators; community leaders and legislators; representatives of other community groups; and breastfeeding women.
- Member information will be updated biannually.
- Membership is on a voluntary basis, open to all with an interest in the promotion of breastfeeding.
- Members of the Board of Directors and Board of Executives receive waiver of annual dues during the time of service.
- Non-Voting Member: Those who wish to be involved in receiving information, participating in meetings, and sharing in the discussion of breastfeeding issues in Nevada. Non-Voting Members are welcome to contribute suggestions at meetings and via email. They will not be able to vote on officers, by-laws changes and other official matters requiring a vote of those present at meetings. No dues will be required.
- Voting Member: Those who pay annual dues and maintain active involvement in the affairs of the task force. Voting Members will pay minimum annual dues of twenty-five dollars (\$25). The minimum dues fee may be changed by a vote of members present at the October meeting of each year. The membership year will be January to December.
- Individual Voting membership is twenty-five dollars (\$25) annually. A group membership is sixty dollars (\$60) annually, with the group being three (3) or more, one (1) vote per group. Members may rotate. Membership dues are due at the January meeting.
- No person shall be denied membership based on race, color, religion, gender, sexual orientation, age or disability.

Article VI. Meetings (Regular, Special, Quorum)

- Ten (10) general meeting per year shall be held. January – October.
- Meetings will be held the third Wednesday of each month and at other times as deemed necessary. Meetings may be canceled or rescheduled by a majority vote of all members present in a quorum at a given meeting.
- Time of meeting shall be from 12pm to 1pm.
- Minutes will be kept for all meetings of the task force by the Vice-President and shall include attendance, reports from Board members, old business, new business, all motions (with the name of the maker) and discussion. At each

Southern Nevada Breastfeeding Coalition of The Breastfeeding Task Force of Nevada

meeting, the minutes of the previous meeting will be read and corrected if necessary and approved. The Vice-President will keep a copy of the minutes for every meeting on file.

- Each meeting will provide a Telephone Call in-option (or) Computer Zoom option (or its equivalent).
- In the month of October, the Annual Meeting shall be held in conjunction with the regular business meeting, at which time new officers will be elected and a full and complete Annual Accounting of the financial condition shall be made to the members. Outstanding resolutions are reviewed, evaluate president, ensure that business license, and 990 Postcard with IRS has been filed. Review and edit legal information, mission, financials, and business plan for following year.
- Special meetings may be called at any time by the President. Also, any member of the Board of Directors may request a special meeting through the President, in writing. In all cases, special meetings shall be limited to the stated purpose, which must be communicated in advance to all members.
- A quorum of 2 Board of Directors shall be present at any regular or special meeting in order for business to be conducted, e.g., buy or sell orders. A majority vote of the members present is needed to approve any membership business not otherwise specified in the Bylaws herein.
- Anyone on the Board of Directors who fails to attend 3 consecutive regular meetings without being excused by the President from attending, or who fails to attend 9 in any twelve (12) month period, will be considered for termination.
- Anyone on the Board of Executives who fails to attend 5 consecutive regular meetings without being excused by the President from attending, or who fails to attend 7 in any twelve (12) month period, will be considered for termination.

Article VII. Voting

- Voting on all issues, other than the election of officers, will be by a show of hands, of paid members, unless two or more members request a written record of each member vote.
- A majority of voting members must be present to constitute a quorum.
- Voting may take place virtually.

Article VIII. Boards, Officers and Duties

Initially on the meeting date when the Bylaws are signed, and thereafter annually at the meeting to be known as the Annual Meeting, or as needed to fill any vacancy, Officers shall be elected by a majority vote of the Officers present, to the following positions and duties:

- ***Duties of the Board of Directors***
- ***President:*** Plans and provides an agenda for each meeting, appoints committees, presides over meetings, approves all expenditures for the task force, represents the task force in all matters that affect it and acts as a spokesperson for the task force, sees that the resolutions passed by the Officers are carried out, must serve as vice-president for a term to be eligible to run for this position.
- ***Vice-President:*** Carries out the functions of the President in her/his absence, keeps minutes of the Coalition meetings. She/he is responsible for the "Minutes

Southern Nevada Breastfeeding Coalition of The Breastfeeding Task Force of Nevada

Files" and distribution of meeting notices. Will obtain the supplies necessary to produce and distribute records as needed. She/he will provide a copy of the By-Laws to new members when dues payment is received.

- *Treasurer*: Keeps a record of the receipts and disbursements and of the members' interests. Accounts for all funds of the task force including maintenance of all bank accounts, provides regular treasury reports for each meeting and prepares an annual statement at the end of the calendar year. Assures the annual list of officers is filed (\$50 fee) by the 30th day of September (silver flume). Files charitable solicitation exemption, business license exemption (silver flume), sales use tax exemption (Nevada dept of taxation), and 990 postcard with IRS.
- *Board Advisor*: Responsible for attending the majority of general meetings and all board meetings. Maintains coalition resource sheet, event materials, solicits donations for events, maintains sign up genius and survey monkey.
- *Member at Large*: Distributes event materials, solicits donations for events.

- ***Duties of the Board of Executives***
- *Community Breastfeeding Advocate*: Acts as breastfeeding and pumping conflict manager. Helps resolve conflicts related to breastfeeding and/or pumping with employers, managers, coworkers, general public etc.
- *Liaison Between Coalitions and Other Community Outreach Programs*: Enhances relationships between the Coalition and other community pillars in Nevada, reports new relationships monthly, provides records as needed. She/he will provide a copy of the By-Laws to new members when dues payment is received.
- *Education Meeting Planner*: Identifies potential speakers for Breastfeeding Symposium followed by a vote from the Coalition, organized 10-minute meeting presentations 12:50 - 1:00 pm, reports during next meeting presentation.
- *Marketing (year-round) including Nurturing Naturally*: Manages Facebook and other social media, seeks additional marketing techniques, reports innovative ideas during monthly meetings.
- *Nurturing Naturally Coordinator*: Forms a team to assist with tasks, design/order t-shirts, provides monthly updates.
- *Community Outreach (works closely with Swag Coordinator)*: Identifies and coordinates opportunities for the SNBC to be present with local event organizers, organizes volunteers to be present at SNBC events (1-2-hour volunteer slots), reports new events monthly.
- *Swag Coordinator (works closely with Community Outreach)*: Enhances relationships with vendors for in-kind donations, gathers swag that can be used for gift bags, raffle prizes, etc., house the SNBC Community Tent.
- *Website Coordinator*: Acts as liaison for website maintenance.
- Mentorship for new positions will begin in August.
- Nominations for officer positions will take place in October of each year.
- Any and all of these positions must adhere to a strict "no conflict of interest" regulation pertaining to all events and social media for the Coalition.

Southern Nevada Breastfeeding Coalition of The Breastfeeding Task Force of Nevada

Article IX. Removal of an Officer

- If an Officer does not fulfill duties required as described in Article III, that Officer will be notified in writing of the meeting at which removal from office will be discussed and voted upon. At that meeting, the Officer may present statements to the task force in an effort to retain the position.
- Removal will occur if so voted by majority of the members present at the meeting or voting virtually.
- If a voted-in Board Member does not wish to continue their obligations or fulfill their duties, the President may remove that officer and nominate a new officer to be confirmed after a vote of the Board.
- If an Officer of the Board of Directors is removed or steps down, they may not hold a position on the Board of Directors for the following 12 months from that date.

Article X. Managing

- The Board of Directors presides over the Board of Executives and has autonomy on all matters.
- The Board of Executives will have full authority to manage the affairs of the Task Force subject to the instructions of the members and President of the Board.

Article XI. Vacancy on the Board

- If there is a vacant position on the Board, the President will appoint a willing member for the balance of the term, subject to majority vote by the Board members.
- The Board may create committees who will be authorized to act on behalf of the Board in the affairs of the Coalition.
- Committees will be limited to subjects designated by the Board.

Article XII. Committees

- Committees shall be appointed as needed by the Chair for any matters of business necessary. These committees shall cease to exist when their purpose has been completed.

Article XIII. Donations

- Donations will be accepted to support the work of the Coalition.
- Donations may be declined if deemed inappropriate by the members.

Article XIV. Bylaws

- All business of the Task Force shall be conducted in accordance with the Bylaws contained in this document.
- These Bylaws may be revised at any time by majority vote of those members in attendance (minimum of 5 members). Any changes to the Bylaws will take effect

Southern Nevada Breastfeeding Coalition of The Breastfeeding Task Force of Nevada

at the close of the meeting in which they are approved. These Bylaws must be reviewed annually.

- Bylaws should be presented in a meeting and voted on during said meeting. Bylaws must be updated and signed at the following monthly meeting. A copy of the signed Bylaws should then be uploaded to the website.
- Bylaws are voted on by paid members.

Article XV. Dissolution

- The Task Force can be dissolved by majority vote of the current membership. Any assets of the Task Force will be donated to another non-profit organization that promotes breastfeeding.

Article XVI. Indemnification

- The task force shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Coalition against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; except that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Coalition; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.
- No amendment or repeal of the provisions of this Article which adversely affects the rights of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- This Article constitutes a contract between the Southern Nevada Breastfeeding Coalition and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.