



CONNECTICUT
Breastfeeding Coalition

BYLAWS

Connecticut Breastfeeding Coalition, INC.

Article I Name of Nonprofit Corporation

Connecticut Breastfeeding Coalition, Inc. with its principal office to be located in the Town of Southington, County of Hartford, Connecticut.

Article II Purpose, Vision, Mission and Goals of CBC

- A. **Purpose.** To educate individuals on the importance of promoting and supporting breastfeeding as the norm for infant and child feeding in Connecticut. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future federal tax code.
- B. **Vision.** In order to achieve optimal health, enhance child development, promote knowledgeable and effective parenting, support women in breastfeeding, and make optimal use of resources, we envision breastfeeding as the norm for infant and child feeding in Connecticut.
- C. **Mission.** To improve Connecticut's health by working collaboratively to protect, promote, and support breastfeeding.
- D. **Goals.**
 - 1. Assure access to comprehensive, current and culturally appropriate lactation care and services for all women, children and families.
 - 2. Ensure that breastfeeding is recognized as the normal and preferred method of feeding infants and young children.
 - 3. Ensure that all Federal, State, and Local laws relating to child welfare and family law recognize and support the importance and practice of breastfeeding.
 - 4. Increase protection, promotion and support for breastfeeding mothers in the workforce.

Article III Board of Directors

- A. **General Powers.** The Board of Directors shall manage the affairs of the CBC. Directors must be members of the corporation. Each Director agrees to uphold the Purpose, Vision, Mission, and Goals of the corporation.
- B. **Number and Term of Office.**
 - 1. The number of Directors will consist of at least nine and up to fifteen to include the three officers: Chair, Secretary, and Treasurer and six to serve as liaisons to the standing committees. Additional members may include an immediate past chair, chair-elect, and a representative of the Connecticut Department of Public Health

(DPH). The DPH seat is a non-voting role. Additional members may represent community groups whose missions/ethos are in keeping with the CBC's mission.

2. Any vacancy occurring in the elected Board of Directors shall be filled as prescribed in Article IV, A.
3. The term of office for Board of Directors is two years. Board members may serve two consecutive terms, including service in an Officer position. Service may be extended by up to two years in order for the officer cycle of President Elect/President/Past President to be fulfilled.

Article IV Board of Directors & Officers

A. Duties and Powers.

1. The Officers of the corporation shall be a Chairperson, Secretary and a Treasurer (See E for details on Officers). The Board of Directors may appoint members to the Board to replace a Director or an Officer not able to serve the rest of the term. The Term of Officers and Directors shall be two years from the year elected (* unless where otherwise noted).
2. Each Director shall:
 - i. Attend the bi-annual meetings of the Board of Directors held in December and July.
 - ii. Participate in at least two additional scheduled virtual meetings of the Board of Directors (e.g., October and April).
 - iii. Actively participate on at least one Committee or designated area (e.g., membership, social media).
 - iv. Promote the organization, its purpose, activities, and benefits of membership to other individuals.
3. **Decision Making Authority.** Except as otherwise specified in these Bylaws, all Board of Director actions require approval by an affirmative vote of the majority of Directors.

B. Electoral Procedures.

1. Prior to an election of the Board, the Officers shall determine the available positions, and then notify the membership that nominations are open. Any current member of CBC is eligible for candidacy to the Board.
2. The membership annually shall elect board members of CBC on a staggered, two-year term basis*, electing up to 7 positions at each election. This is to occur no later than March 31 of each year, but no less than 3 months prior to the end of the fiscal year or June 30. (*The Chairperson and Secretary shall be elected in odd numbered calendar years. The Treasurer shall be elected in even numbered calendar years. This will provide for continuity of BOD activities.)
3. The Members shall elect the Board of Directors by a majority of all who voted in the election.
4. A nominating committee shall be appointed by the BOD to seek individuals to serve and will present a slate annually by May 1.

C. **Resignation.** Any Director may resign at any time by giving written notice to the Chair/Co-Chairs and Secretary. Unless otherwise specified in such written notice, such resignation takes effect upon receipt by the Board of Directors or such Officer.

D. **Removal.** Following a formal meeting to specifically discuss the issue of removal of a Director, the Board of Directors may, by an affirmative vote of the three-fourths of the

Board, remove any Director. The Board shall submit its final decision to the Director in question in writing.

E. **Officers.** The Board may delegate the powers and duties of an Officer to any other Officer or Officers or to any director or directors.

1. **Chairperson:** The Chairperson is the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the corporation. The Chairperson may authorize the disbursement of corporation funds for corporate purposes up to \$500.00 for any one purpose and not to exceed \$1,000.00 in each fiscal year. The Chairperson shall submit a general report on the affairs and status of the corporation at each meeting of the members. A written Annual Report shall be submitted to the members in June.
2. **Secretary:** The Secretary shall keep minutes of all of the meetings of the members and of the Board of Directors. The Secretary is responsible for scheduling meetings, keeping records, issuing announcements, distributing minutes on behalf of the Corporation for approval, and saving approved minutes to Google Docs. The Secretary shall see that notices are duly given in accordance with the provisions of the Bylaws or as required by records and of the seal of the Corporation and see that the seal is affixed to legal documents. The Secretary will be competent in basic word processing for minutes and in the ability to conduct business through electronic communication. (See more information on Records of Proceedings in Article XIV.)
3. **Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds, receive and give receipts for monies due and payable to the corporation from any source and deposit all such monies in the name of the Corporation in the bank. The Treasurer shall present updates on the financial status of the corporation at each membership and Board meeting, and an annual report at the end of the fiscal year in June. The Treasurer should save the final approved report to Google Docs. The Treasurer shall be responsible for all fiscal matters of the corporation to maintain 501(c)3, non-profit status which may include filing appropriate paperwork with the Internal Revenue Service.
4. **Chair-Elect** is a voting member of the Board, whose duties and development are determined by the Chairperson and Officers for the purpose of providing *one year of training before stepping into the Chairperson position.
5. **Past-Chair** is a voting member of the Board for the purpose of providing *one year of transition after serving as Chairperson.
6. **Member-at-Large** is a voting member of the Board for the purpose of representing the membership of the Board. Members-at-Large may fulfill specific needs of the Coalition (e.g., membership, social media, U.S. Breastfeeding Committee liaison).

F. **Duties of Departing Officers.**

1. Departing Officers shall produce a written summary report to be presented to the incoming Officer.
2. Departing Officers shall assure the continued effectiveness of the Corporation by working to ensure a smooth transition of their responsibilities and a timely transfer of all files or documents to the incoming Officer.

G. **Compensation.** The Nonprofit Corporation shall not pay compensation to Officers or Directors for their services. The Nonprofit Corporation may reimburse Officers and Directors for expenses of the Nonprofit Corporation. (See more information on compensation in Article XIV.)

Article V Committees

There shall be six standing committees. The six standing committees shall reflect the six sectors of society identified in the Surgeon General’s Call to Action to Support Breastfeeding released in 2011. Activities of each of the six CBC committees shall support the framework of Action Steps and Implementation Strategies outlined in the Call to Action and serve to address the barriers identified in the report. A CBC board member will serve, as a liaison to one of the committees and responsibilities will include overseeing the adaptation of the Call to Action to the state of Connecticut.

- A. Mothers and Their Families Committee
- B. Communities Committee
- C. Health Care Committee
- D. Employment Committee
- E. Research and Surveillance Committee
- F. Public Health Infrastructure Committee
- G. Ad hoc committee(s) may be formed from time to time on an as needed basis. Ad hoc committee(s) may be formed by a simple majority vote at any monthly CBC meeting.

Each committee elects/appoints a Chair or Co-Chairs to serve for an agreed upon term.

Article VI Dues

- A. The Board of Directors determines the annual dues, if any, payable to the corporation by members and their annual due date.

Article VII Membership

- A. **Types**
 - 1. An Active member is an individual who has registered as a member (and paid annual dues, if required).
 - 2. An Inactive member is an individual who has not registered as a member (and paid annual dues, if required). An Inactive member may participate in discussion but will abstain from voting.
- B. **Committee participation.** Each member may choose the committee on which he/she wants to serve.
- C. **Ethical Guidelines**
 - 1. **Funding.** No funds from manufacturers and or distributors of breast milk substitutes and related products are accepted for any reason. Breast milk substitutes encompass any food being marketed or otherwise represented as a partial or total replacement for breast milk, whether or not suitable for that purpose. Other related products include but are not limited to: bottles, artificial nipples, and pacifiers; any product to be taken internally, including medication, vitamins, minerals, and foods; and literature that contains advertising on non-acceptable items.
 - 2. **Practice.** Members are obligated to adhere to the standards and regulation regarding professional conduct and practice following the guidelines of their professional organization.

Article VIII Voting

- A. Only Active members can vote at meetings.
- B. A simple majority carries a motion.
- C. An Active member may request that ballots be used instead of a hand vote.
- D. There will be no proxy voting unless specified by the Board of Directors for a particular issue (e.g., election of officers and major policy decisions).

Article IX Meetings

The CBC membership and Board of Directors meet at least four times a year virtually or at various locations throughout the state and has six standing committees that work toward accomplishing the goals of the CBC. Additional meetings may be added as needed. Parliamentary Procedure is in use during the meetings. The most recent edition of Robert's Rules of Order is the authority used by the CBC.

Article X Publication Protocol

- A. A document (any item distributed to an individual, organization, or community on behalf of CBC) may be created by an individual or a committee. A document created by an individual will be assigned to one of the aforementioned committees for further action. The next steps include:
 - a. Distribution of the document to CBC Board of Directors, members and or other relevant organizations within the state as appropriate for input.
 - b. Revision by the designated committee to include input of relevant others.
 - c. Redistribution of the document to the CBC Board of Directors for a final vote.
 - d. Agreement by the designated committee of changes to create the final document.
 - e. Preparation of the final document by the copy editor.
 - f. Review of the copy-edited document by at least four appointees, representing different committees.
 - g. Save final document to Google Docs.

Article XI Lobbying

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XII Amendments

The Bylaws may be amended by simple majority vote of those present at a regular meeting of the CBC.

Article XIII Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIV Conflict of Interest policy for Connecticut Breastfeeding Coalition, INC.

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, or directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XIV, Section 2, a person who has financial interest may have a conflict of interest only if appropriate governing board or committee decides that a conflict of interest exists.

A. Conflict of Interest Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangements is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

B. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

C. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

D. Annual Statements

Each director, principal officer and member of a committee with governing board delegate powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Article XV Other Considerations

A. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

B. Use of Outside Experts

When conducting the periodic reviews as noted for in the previous section, the Organization may, but need not use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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