

Bylaws of Port City Breastfeeding Project

“Our mission is to support families in the Port City and surrounding areas by providing access to lactation resources, with a focus on promoting equity and diversity in order to normalize and celebrate human milk feeding in all its forms.”

Article 1: Name & Purpose

Section 1. Name. The name of the organization shall be Port City Breastfeeding Project, hereinafter called “PCBP” or the “Organization.”

Section 2. Purpose.

We shall improve access to lactation services and community support by removing barriers.

We shall promote, protect, and support breastfeeding in Wilmington and surrounding areas.

We shall be inclusive and deliberate, including all persons and families in all the organization’s efforts, activities and leadership.

The purpose of the Organization is to engage in any and all lawful activities incidental to the Organization’s mission.

The Organization, which is organized under the Non-Profit Organization Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code of the United States of America (hereinafter referred to as “Section 501(c)(3)”), and is not organized for the private gain of any person.

Upon dissolution of the Organization, 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.

Section 3. Legislative and Political Activity: No substantial part of the activities of this Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Organization shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Offices. The principal office and registered agent of the Organization shall be located in Wilmington, North Carolina and may have other offices within North Carolina.

Article 2: Membership

Section 1. General Rights and Powers. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the acceptance, qualifications, conduct, withdrawal, suspension and expulsion of members of the Organization shall be determined by the Board. The liability of a member for any sum due the Organization shall survive such termination, unless otherwise expressly provided by the Board.

Section 2. Qualifications for Membership. Unless prohibited by any other provisions in these Bylaws, including Article VII, Section 13, regarding conflicts of interest, any individual or any organization, agency, coalition or other entity that is interested in promoting breastfeeding may request acceptance as a member of the PCBP by completing a membership application, designating an individual representative (if an entity), and demonstrating commitment to the PCBP mission.

Section 3. Benefits. The benefits of participation include opportunities for networking, working within the group, committees or subgroups to have a positive impact in support of breastfeeding in North Carolina and the satisfaction of supporting the PCBP mission. A copy of the Bylaws, and meeting minutes will be provided to members via mail, email or other electronic means. No member shall have the authority to act as an agent or representative of the PCBP, or to bind the PCBP, without the express written authorization of the Board, or as set forth in these Bylaws.

Section 4. Duties. All members have the following duties: to support the mission of the PCBP, to abide by the provisions of these Bylaws and the policies determined by the Board, and to pay membership dues.

Section 5. Acceptance of Members. Membership applications shall be reviewed by the Secretary to ensure that applicants meet the qualifications for membership. The Board reserves the right to decline the membership application of any person, provided, however, that at no time shall any applicant be discriminated against on the basis of race, color, nationality, age, disability, immigration status, religion, gender/identity, or marital status.

Section 6. Dues. The level of annual dues shall be set by the Board from time to time no later than one month prior to the beginning of the fiscal year in which such new level is to take effect. Lifetime dues may be set by the Board from time to time at its

discretion. Annual membership dues will be due in advance prior to the commencement of each fiscal year.

Section 7. Membership Term and Renewal. Membership shall be for one year beginning January 1 and ending December 31. Annual memberships will automatically renew upon timely payment of dues, subject to termination of membership pursuant to Article II, Section 8.

Section 8. Termination of Membership. Any members of the PCBP may have their membership terminated for cause upon a majority vote of the entire Board. Cause shall include but is not limited to a conflict of interest under Article VII, Section 13, failure to pay dues on a timely basis, support the mission of the Organization, or acting in a manner unbecoming of a member of the PCBP, as determined in the sole discretion of the Board; provided, however, that at no time shall any member be discriminated against any of the categories mentioned in Article 2, Section 5. A terminated member shall be given 30 days' notice of termination and shall have one right of appeal before the Board. No dues or any portion thereof will be repaid to any member who withdraws from membership for any reason, or whose membership is terminated for cause or for any other reason, including resignation, death or disability.

Section 9. Compensation. The Board, at its discretion, approve reimbursement, to members for disbursements expended on behalf of the PCBP and according to policies authorized by the Board as well as stipends for purposes of the PCBP mission.

Article 3: Meeting of Members

Section 1. Member Meetings. PCBP membership meetings are open for observation to anyone interested in the promotion of breastfeeding and who supports the mission of the Organization. Members may attend any meeting in person, or by proxy, or by telephonic or other electronic means in which all members can simultaneously hear and be heard by one another, if so provided.

Section 2. Annual Meeting. The annual meeting of the members shall be held at a time and place determined by the Board.

Section 3. Special Meetings. Special meetings may be called as the Board determines to hold.

Section 4. Notice. Written notice stating the place, date and hour of the annual membership meeting and any special meetings shall be delivered to each member not less than two weeks nor more than 90 days before the date of the meeting, by or at the direction of the Secretary. Notice for any special meeting must provide the purpose of

the meeting in reasonable detail. If telephonic access is to be provided, the notice shall include the access number.

Section 8. Presiding Officer. The Chair of the Board shall preside at all meetings of the PCBP members.

Article 4: Board of Directors

Section 1. General Powers. The power and authority of the PCBP shall be vested in, and the property, business and programs of the PCBP shall be overseen by, the Board in accordance with these Bylaws, the Articles of Incorporation, and applicable law.

Section 2. Duties. The Board shall manage the business affairs of the PCBP and make all rules and policies, consistent with applicable law, the Articles of Incorporation and these Bylaws, for the management of business and guidance of the Organization, its officers and designated agents.

Section 3. Number and Qualifications. The number of Directors shall be not less than three (3) or more than nine (9). The majority of the Board will consist of parents in the Port City community with children younger than five years of age. New Hanover County Department of Public Health is invited to appoint an *ex officio* representative to observe and, at the request of the Chair, to advise the Board.

Section 4. Elections. Directors shall be elected by a vote of at least a majority of those present at a meeting of the Board at which there is a quorum and where notice of the meeting has specified the election of Directors as an agenda item.

4.1 Nominations. At the last Board meeting of the year, any Director may nominate candidates for Director. The Board shall then approve the slate of nominees and the ranking, supplemented or adjusted as determined by the Board. The slate may include more nominees than there are openings and shall be ranked in order of priority.

4.2 Appointment. The Chair, subsequent to the Board approval, shall contact the nominees in the order specified. Nominees who agree to serve are deemed elected and will become Directors on the following January 1, without further Board action.

Section 5. Board Meetings. Meetings of the Directors may be held at any time without notice if all the Directors are present. Committee Chairs and others may be invited to attend Board meetings *ex officio* as determined by the Board.

5.1 Annual Meetings. Annual meetings of the Board shall be held at least once each year.

5.2 Other Meetings. Special meetings may be called at the request of the Chair. Notice must be given at least seven days in advance to each Director and must provide the purpose of the meeting in reasonable detail.

Section 6. Quorum. A majority plus one of the Directors shall constitute a quorum for all meetings of the Board.

Section 7. Voting. Except as otherwise expressly provided in these Bylaws, the Articles of Incorporation, or required under applicable law, any action by the Board shall require the vote of at least a majority of the Directors in attendance at a meeting at which a quorum is present.

Section 8. Alternative Action. Any action that may be taken at a meeting of the Board, including ratification, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the Directors entitled to vote with respect to the subject matter thereof, and filed with the Secretary of the Organization as part of the corporate records, and the action is communicated to all of the Directors promptly thereafter.

Section 9. Term of Office. The term of office of each Director shall be two years, with the terms of the Board members staggered, so that only one third of the Board will be newly elected each year. Each Director shall be eligible for re-election for three consecutive terms (up to a total of six years), and thereafter shall be eligible to stand for election again after a period of two years off.

Section 10. Vacancy. Any Director may resign at any time by written notice to the Board. Should a Director resign, die, become disabled, be removed or otherwise vacate his or her seat on the Board, the remainder of the unexpired term may be filled by a member selected by a majority vote of all of the remaining Directors.

Section 11. Removal. Any Director may be removed from office for cause by a majority vote of the entire Board (excluding the vote of the Director in question but counting such Director in determining the presence of a quorum). Cause shall include, but is not limited to, a conflict of interest under Article VII, Section 13, or acting in a manner unbecoming of a Director of the PCBP, as determined by such majority of the Board in their sole discretion. The Director shall be given 30 days' written notice of removal and shall have one right of appeal before the Board.

Section 12. Standard of Care. A Director shall perform the duties of a Director in good faith, diligently and in the best interest of PCBP.

Article 5: Officers

Section 1. Officers. The officers of the Board of the PCBP shall consist of a Chair, Secretary and Treasurer.

Section 2. Election. Each officer shall be a Director or a member of the PCBP and shall be elected by a vote of at least a majority of the Board.

Section 3. Terms of Office. Each officer shall serve a term of two consecutive years and be eligible for re-election to the same office for three consecutive terms (up to a total of six years). Thereafter, an officer will be eligible to stand for election to the same office after one term (two years) off.

Section 4. Vacancies. Any officer may resign at any time by written notice to the Board. In the event a resignation or vacancy occurs in any office, the Board shall be empowered to elect a Director from the Board to fill the unexpired term. In the event such vacancy is not filled by the Board, a replacement may be elected for the remainder of the unexpired term by a member selected by a majority vote of at least a majority of the Board.

Section 5. Removal. Any officer may be removed from office for cause by a majority vote of the entire Board. Cause shall include, but is not limited to, a conflict of interest under Article VII, Section 13, or acting in a manner unbecoming of an officer of the PCBP, as determined by a majority of all the Directors in their sole discretion. The officer shall be given 30 days' written notice of removal and shall have one right of appeal before the Board.

Section 6. Compensation. No officer shall receive any compensation for his or her service, except that the Board may, at its discretion, approve reimbursements to officers for actual disbursements expended on behalf of the PCBP and according to policies authorized by the Board.

Section 7. Chair. The Chair shall preside at all meetings of the members, and at all meetings of the Board. The Chair shall coordinate and facilitate the work of the officers and project Leaders so that the objectives and policies of the PCBP are maintained and promoted; shall have authority to execute any contract, conveyance, or other instruments on behalf of the PCBP as directed by the Board; and shall perform such other duties as assigned by the Board. The Chair shall be a voting member of the

Board, and of the membership, and of all projects, except where required to deliver the deciding vote in case of a tie.

Section 8. Secretary. The Secretary shall be responsible for keeping records of Board and membership, including overseeing the taking of minutes at all meetings of the PCBP members and of the Board, sending out meeting announcements, and distributing copies of minutes following meetings, including submitting the minutes to the PCBP website manager. Additional responsibilities include handling all correspondence as requested by the Chair and assuring that other organization records are maintained.

Section 9. Treasurer. The Treasurer shall make a report of the Organization's finances at each Board meeting and shall provide a full financial report to the membership at its annual meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to members. The Treasurer shall receive all monies of the PCBP, keep an accurate record of all receipts and expenditures, and pay out all funds approved by the Board. The Treasurer's financial records shall be reviewed by the Board prior to the annual meeting. The Treasurer may sign checks, drafts, or demands for money, electronic transfers, and notes of the Organization less than three hundred dollars (\$300), without a co-signatory.

Section 10. Other Officers. The Board may designate other officer positions as deemed necessary or appropriate, which shall be elected by the members.

Article 6: Project Leaders

Section 1. Project Leaders. Project Leaders shall be appointed annually by the Chair and approved by the Board. Project members shall be designated by the Leaders of each project. Projects shall include:

1.1 Fundraising.

1.2 Community Outreach.

1.3 Programs. Develop, implement, monitor, provide oversight and coordinate PCBP programs.

1.4 Public Policy. Keep the PCBP informed of breastfeeding-related legislation and policy issues, and identify advocates for breastfeeding at community, county government and national levels.

1.5 Governance & Policy. At the request of the Board, draft amendments or revisions to the Bylaws, apply for and maintain Section 501(c)(3) status, and facilitate the development of the PCBP strategic plans.

Section 2. Special Projects. The Chair may appoint other special projects and Project Leaders as deemed necessary or appropriate and approved by the Board.

Article 7: Miscellaneous

Section 1. Amendments. These Bylaws and the Articles of Incorporation may be amended by a majority vote of all of the Directors. Proposed amendments must be submitted to the Board and such amendments shall be circulated to the members upon adoption by the Board.

Section 2. Fiscal Year. The fiscal year of the Organization shall be from January 1 through December 31.

Section 3. Equal Opportunity. The Organization will comply with Title VI of the Civil Rights Act of 1984 (P.L. 88-352) and requirements imposed by or pursuant to the Regulation of the Department of Health, Education and Welfare (45 CFR Part 80) issued pursuant to that title, to the end that, in accordance with Title VI of the Act and the Regulation, no person in the United States shall, on the basis of race, color, religion, national origin, gender, age, or physical and mental disability be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program or activity of this Organization; and hereby gives assurance that as it conducts its business activities throughout the year, the Organization will continue to ensure that the principles of equal opportunity are being carried out.

Section 4. Checks and Drafts. All checks, electronic transfers, drafts or demands for money or notes of the PCBP greater than or equal to three hundred dollars (\$300) must be co-signed by the Treasurer and one other member of the Board.

Section 5. Other Instruments. The Board may in any instance designate an officer in addition to the Chair to have authority to execute any contract, conveyance or other instruments on behalf of the PCBP, or may in its discretion ratify or confirm any execution thereby.

Section 6. Funding. Any proposed program that would utilize PCBP funds must be approved by the Board. In addition, evaluation of the program at completion and other designated times shall be required by the Board.

Section 7. Bond of Employees. The Board may require all appropriate officers, agents, and employees charged by the PCBP with responsibility for the custody of any of its funds or property to provide a fidelity bond in such sum as the Board shall determine. Such bond shall be furnished by a responsible bonding company or other surety in a manner satisfactory to the Board.

Section 8. Publications. PCBP meeting minutes, website and email group shall serve as vehicles for dissemination of information to members. Additional publications may be designated by the Board.

Section 9. Indemnification of Directors and Officers. The PCBP may but is not obligated to indemnify, up to the extent legally permissible, any person who may serve or who has served at any time as an officer or Director of the PCBP; provided, however, that indemnification shall not apply to any person who shall have been adjudged liable in a proceeding unless a determination has been made by a court having jurisdiction thereof that despite the adjudication of liability, the person is fairly and reasonably entitled to indemnification. Indemnification, if any, including payment of costs and expenses incurred in such proceeding, may only be authorized in each case upon determination that indemnification of the Director or officer is proper under the circumstances because he or she (1) acted in good faith, and (2) acted in a manner he or she reasonably believed to be in, and not opposed to, the best interest of the PCBP, and (3) with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. This determination shall be by (i) majority vote of the Directors not seeking indemnification nor otherwise parties to the proceeding adjudging liability, or (ii) the opinion of independent legal counsel appointed for this purpose by majority vote of the Board, or (iii) a court having jurisdiction over approval of payment. Board members are advised to maintain personal insurance to address such issues.

Section 10. Notice. Notice and other communications permitted or required under these Bylaws, including any ballot or written consent and the signatures thereto, may be delivered by first class mail, overnight courier, email or other electronic means, or by personal delivery, to the recipient at his, her or its last known address shown on the records of the Organization, and shall be deemed delivered upon receipt, except in the case of first class mail which will be deemed delivered three days after deposit with the U.S. Postal Service.

Section 11. Insurance. The Organization may, but is not required to, purchase and maintain insurance on behalf of all persons who are or were Directors, officers, employees or agents of the Organization against liability asserted against him or her or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability.

Section 12. Immunity from Civil Liability. Directors and officers of the Organization shall be immune from civil liability for monetary damages arising out of their service as such to the fullest extent authorized by law, including but not limited to that immunity authorized by N.C. Gen. Stat. §§1-539.10, 55A-2-02(b)(4), and 55A-8-60, and any successor provisions of law.

Section 13. Conflicts of Interest. Any entity, or any employee, representative, director, shareholder or agent of any entity that leases or sells or otherwise provides for commercial purposes any product or service supporting breastfeeding may be a member of the PCBP, but cannot use such membership to promote such business, or

claim that the PCBP endorses such product or service. No programs, publications or activities of the PCBP may be underwritten by violators of the International Code of Marketing of Breast-milk Substitutes or subsequent related World Health Assembly resolutions. When a matter involving a possible conflict of interest for a member of the PCBP arises, that member shall disclose the details of that possible conflict of interest to the Board. Such member may briefly state a position on the matter and will answer questions posed by the Board. The Board (excluding the affected member if a Director) shall determine whether or not a conflict exists, and the affected member shall not vote or use personal influence with regard to the issue. If the Board of Directors determines that a conflict does exist, the affected member will be subject to termination pursuant to Article II, Section 8. The minutes of the meeting shall record all actions taken and clearly document whether disclosure requirements were met.

Section 14. Policy Decisions. Official PCBP policies will be delivered to the secretary with the minutes of the meetings at which such policies were approved, and will be made public.

Article 8: Dissolution

Section 1. Dissolution of the Organization. Upon dissolution of the PCBP, after paying or making provisions for the payment of all liabilities of the Organization, the remaining assets will be distributed to another North Carolina non-profit organization whose purpose most closely resembles the purpose of the Organization, or if none acceptable to the Board is available, to a non-profit organization outside the State of North Carolina whose purpose most closely resembles the purpose of the Organization.

Certification

These Bylaws were approved at a meeting of the Board of Directors by a majority on _____.

Chair: _____

Date _____

Secretary: _____

Date _____