

**By-Laws (Draft) of the Michigan Association of Lactation Consultants  
Affiliate Chapter of the United States Lactation Consultant Association**

**Article 1 NAME**

NAME. The name of this Corporation is Michigan Association of Lactation Consultants which is hereinafter referred to in these Bylaws as “MALC”.

**Article 2 STATEMENT OF PURPOSE**

2.1 STATEMENT OF PURPOSE. MALC is organized and shall be operated for continuing education, networking and professional support as contemplated by 501(c) (6) the United States Internal Revenue Code. More specifically, the purposes of MALC are to:

2.1.1 To create opportunities for continuing education, networking, professional support and recognition for lactation consultants and other healthcare professionals interested in promoting, protecting, and supporting breastfeeding in the State of Michigan.

2.2 FUNDAMENTAL PRINCIPLES. In realization of these purposes the following fundamental principles shall be observed:

2.2.1 As an organization, MALC will not endorse any literature or products, or accept direct funding from industries producing or marketing products that do not comply with the International Code of Marketing of Breast-milk Substitutes and subsequent World Health Assembly resolutions.

2.2.2 Board Members of MALC will not accept funding from interest producing or marketing products that do not comply with the International Code of Marketing of Breast-milk Substitutes and subsequent World Health Assembly resolutions.

2.2.3 Board Members of MALC will not endorse in their official capacity any literature or product.

**Article 3 MEMBERSHIP**

3.1 MEMBERSHIP. Members of MALC shall each year consist of those individuals who support the purposes of MALC, have applied for membership and have paid their membership dues. Membership year shall begin on September 1 and end on August 31.

3.2 MEMBERS’ RIGHTS, PRIVILEGES, DUES. All rights, privileges and dues of members shall be determined by the Board of Directors. Only members who are currently certified as an International Board Certified Lactation Consultant (IBCLC) by the International Board of Lactation Consultant Examiners (IBLCE) may stand for election to the USLCA Board of Directors.

3.3 VOTING RIGHTS. Individuals who have paid their membership dues are entitled to one vote, in person, by written proxy or email on each matter submitted to vote of the members. Matters submitted for member vote shall be decided by majority of those voting.

#### **Article 4 MEETING OF MEMBERS/DIRECTORS**

4.1 QUARTERLY MEETINGS. The time, place and date of Quarterly Meetings of the membership/directors shall be determined by the MALC Board of Directors and the membership/directors shall be notified at least fourteen days not more than sixty days in advance. Member meetings may be held in person or using electronic technology.

4.2 SPECIAL MEETINGS. A special meeting of the members and/or directors may be called by the President or any two Directors.

4.3 QUORUM. Quorum for meetings of the general membership shall be defined as a majority of the Board of Directors.

4.4 RESOLUTION. All resolutions adopted at the quarterly meetings or any special meeting of the membership must be ratified by ballot of the members eligible to vote.

#### **Article 5 BOARD OF DIRECTORS**

5.1 GENERAL POWERS. MALC shall be managed and controlled by its Board of Directors, which shall be the legal representative of MALC and shall be empowered to hold and administer all property, funds and business of MALC.

**5.2 NUMBER. The number of Directors shall not be less than 7, not more than 10. The number of directors may be revised at the discretion of the board.**

5.3 QUALIFICATIONS. Each Director must have been a MALC member in good standing for the last two consecutive years prior to being elected. All Board of Director members must be certified as an IBCLC

5.4 TERMS. The Directors shall serve terms of two years, or until their successors are elected or appointed. Terms of office shall begin at the first quarterly meeting following the election. The MALC Board of Directors has the option to invite a board member to renew his/her term for another two-year period.

5.5 ELECTION OF DIRECTORS. Directors will be elected by a ballot vote of the membership, by a majority of ballots returned. A tie vote shall be decided by lot. **Voting may be performed via electronic media, email.**

5.6 DIRECTORS' RIGHT TO VOTE. Each member of the Board of Directors shall be entitled to one vote.

5.7 MEETINGS. Meetings of the Board of Directors may be called by the President, any two members of the Board of Directors. A majority of the Board of Directors must agree on a date, time and place for the meeting. Meetings may also take place by conference telephone call or other electronic media. Voting may take place at any such meeting, or by electronic communication, provided that all members have been duly notified, and a quorum has been satisfied.

5.8 NOTICE AND QUORUM. At least fourteen days prior to notice of any meeting shall be given to each Director except in cases of conference telephone calls when a designated date will be suggested. A majority of the Board of Directors shall constitute a quorum.

5.9 VACANCY. Vacancies occurring on the Board for any reason may be filled by majority vote of the Directors. A Director so elected to fill a vacancy shall complete the unexpired term of that Director's predecessor in office. Thereafter, the director must be elected to the post, by the MALC voting members, to retain the office. A vacancy in the office of President will be filled by a Director, elected by a majority vote of the Directors.

5.10 REMOVAL. Any Director may be removed as a Director by a two-thirds vote of the remaining Directors at any special or regular meeting for which adequate notice has been given. Any director so removed from the Board shall not be eligible to reapply for candidacy as a Director for period of two calendar years following the effective date of removal.

5.11 RESIGNATION. A Director may resign at any time by giving notice to the Board or the President, such resignation taking effect immediately upon acceptance of said written resignation by the President. Members will receive written notification of the resignation within ninety days.

5.12 POLICIES & PROCEDURES. The Directors are bound by MALC's policies and procedures which are then in effect.

5.13 COMPENSATION. All directors shall serve without compensation, but may be reimbursed for authorized expenses.

## **Article 6 OFFICERS**

6.1 OFFICERS. Officers of MALC shall consist of the following: President, Past-President, Secretary, Treasurer, Conference Chairperson.

6.2 ELECTION OF OFFICERS. The Officers of MALC are Board Directors that are elected by majority vote of the Board of Directors.

6.3 RULES OF OFFICERS. The rules of officers are the same as Board of Directors.

6.4 PRESIDENT. The president shall be the principal officer of MALC and shall exercise general supervision over the affairs of MALC, its officers, and personnel consistent with policies established by the Board of Directors. The president will also plan an agenda for Board Meetings, maintains an organization notebook, sign with any officer authorized by the directors and/or any instruments the Board has authorized to be executed.

6.5 IMMEDIATE PAST PRESIDENT. The Past-President will advise the President on organization business and affairs, and will preside at Board Meetings when the President is unable to attend.

6.6 SECRETARY. The Secretary shall take attendance, keep accurate minutes, be the custodian of all records other than financial, and responsible for distribution of minutes to the Board.

6.7 TREASURER. The Treasurer will have charge and custody of, and be responsible for, all funds and securities of the Organization, pay all authorized bills within a timely manner, keep an accurate itemized account of all receipts and expenditures, make a full report of the Organization's financial status at each Board Meeting, file such tax returns as may be required by law to the IRS by Feb. 28, and State of Michigan by Sept. 30th. The Treasurer arranges for yearly audits with two members in good standing.

6.8 CONFERENCE CHAIRPERSON. The Conference Chairperson oversees planning of yearly conferences, organizes and supervises conference committee, and prepares a conference budget for the Treasurer.

6.9 MEDIA COORDINATOR. Editor of [michiganassociationoflactationconsultants.org](http://michiganassociationoflactationconsultants.org) via GoDaddy. Editor of Facebook Page for MALC. Develops brochures or flyers for sponsored events. All media is authorized and approved by the President.

6.10 MEMBERS-AT-LARGE. The Members-At-Large may attend Board Meetings. They may also volunteer for projects with approval by the Board Officers.

## **Article 7 COMMITTEES**

7.1 ESTABLISHMENT OF COMMITTEES. Committees may be established and dissolved by resolution of the Board of Directors. Each committee shall be approved by the Board of Directors.

**7.2 CONFERENCE COMMITTEES. Planning, Registrar,, Cerps and Contact Hour Writer, Conference Vendor Coordinator, Conference Day Committee for Registration Table & Collection of Evaluations/Cerps Certificates.** The person responsible for vendors will send a letter to all prospective vendors, reserve the appropriate number of tables and be available the day of the conference for the vendor's

assistance. Vendors must comply with the International Code of Marketing of Breast-milk Substitutes and subsequent World Health Assembly resolutions.

**7.3 REGISTRAR.** The registrar will receive the registrations, maintain a list of participants and distribute the incoming payments accordingly. Ideally the registrar will have email capability to communicate with the treasurer regarding PayPal or Eventbrite payments. As the registrations are received, a list needs to be maintained which includes current demographic information and record of payment. Final counts of attendees will be needed for the conference venue usually 1 week before the conference, or per venue contract. The final list needs to be brought to the conference site before registration begins on the day of the conference.

**CERPS & NURSE CONTACT HOURS.** A board member(s) may volunteer to be the writer for application to be awarded as a Short Term Provider for CERPS by the IBLCE, and/or to obtain nursing contact hours, from the Ohio Nurse Association or equivalent organization. These applications should be submitted about 12 weeks prior to the educational event. Forms and requirements may be found on their respective websites.

**CONFERENCE DAY REGISTRATION TABLE.** A committee of board members, or approved other volunteers, will help with the routine registration on the morning of the conference to avoid delays in the beginning of the conference.

Name tags are customary for attendees. to promote networking and for dining identification. Frequently, registrants will come to the conference, and the registration and payment has not preceded them. It is the best interest of MALC to greet these guests in a warm manner and try to accommodate them.

## **Article 8 FINANCE**

**8.1 CONTRACTS.** The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MALC, and such authority may be general or confined to specific instances.

**8.2 FINANCIAL INSTRUMENTS.** The Board of Directors must approve all checks, drafts, or other orders for payment of money greater than \$100.00. All checks, drafts, or other orders for payment of money notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such office or officers, agent or agents, in such manner as shall from time to time be determined by resolution of the Directors.

**8.3 DEPOSITS.** All funds not otherwise employed shall be deposited in a timely manner in such banks, trust companies, or other depositories as the Board of Directors may determine by resolution. Two names, President & Treasurer, shall appear on all accounts in the event the treasurer is unable to carry out the duties of the Treasurer.

8.4. FISCAL YEAR. The fiscal year of MALC shall begin on July 1 and end on June 30<sup>th</sup>.

#### **Article 9 CONFLICT OF INTEREST**

9.1 DISCLOSURE. Any individual seeking an elected appointed or contracted position at MALC must make prior disclosure of any real, perceived or potential conflict of interest. A conflict of interest arises when one is in a position to influence a decision at MALC that will result in personal or professional gain for self or a family member. Individuals will not accept any funding from entities that are not in compliance with the International Code of Marketing of Breast-milk Substitutes and its subsequent WHA resolutions. Any undisclosed conflict found after assumption of position may result in termination of their term.

9.2 VOTING PRIVILEGES. A person having a conflict of interest regarding a matter of concern to MALC shall disclose to the Board of Directors the nature and extent of said conflict, and shall not be counted in determining the quorum for the meeting. Any such conflict shall be recorded in the minutes.

#### **Article 10 CONFIDENTIALITY**

10.1 CONFIDENTIALITY. Each member of the Board of Directors acknowledges that during the time that she/he is a member of the Board, she/he will have access to confidential information. Each Director agrees that she/he will not disclose such confidential information except for the proper conduct of MALC business.

#### **Article 11 PARLIAMENTARY AUTHORITY**

11.1 PARLIAMENTARY AUTHORITY. Except as otherwise provided in the MALC's Article of Incorporation, these Bylaws or by action of the Board of Directors, the current edition of Robert's Rules of Order, Newly Revised, shall govern any question of parliamentary procedure.

#### **Article 12 AMENDMENTS**

12.1 AMENDMENTS. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the participating voting membership via paper or electronic ballot.

**12.2 DISSOLUTION.** In the event of dissolution of MALC, its assets after payment of expenses shall be distributed by the Board of Directors to another not-for-profit organization whose aims and objective, in whole or in part, are similar to those of MALC.

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**President**

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**Immediate Past-President**

**ATTEST CERTIFICATION**

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**Secretary**

**Certified and amended:**

**Date:**

**Approved by Membership:**