

Breastfeeding Coalition of Washington Bylaws  
Approved: 3 April 2020

**Mission:** The mission of the Breastfeeding Coalition of Washington is to promote, protect, and support breastfeeding as vital to the health of our communities.

**Vision:** Our vision is that Washington state champions breastfeeding as the foundation for lifelong health and wellness.

**Article I: NAME AND PURPOSE**

**Section 1. Name**

The name of this organization shall be the Breastfeeding Coalition of Washington, also referred to in this document as BCW. It shall be a nonprofit organization incorporated under the laws of the State of Washington.

**Section 2. Purpose**

The Breastfeeding Coalition of Washington is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 tax code.

The primary purposes of the BCW are to:

- Advocate and implement best practices that support lactation within hospitals, birthing facilities, health clinics, workplaces, and childcare facilities.
- Promote and protect a supportive environment for breastfeeding, chest feeding, and the use of human milk.
- Increase equitable access to accurate information, lactation services, and culturally relevant, person-centered support.
- Promote success among coalition members by facilitating communication, diverse membership representation, and visibility in local communities.

**Section 3. Fundamental Principles**

In realization of these purposes the following fundamental principles shall be observed:

- As an organization, the BCW 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 Breastmilk Substitutes and subsequent World Health Assembly resolutions.
- Board members of BCW and its staff will not accept funding from interests producing or marketing products that do not comply with the International Code of

Marketing of Breastmilk Substitutes and subsequent World Health Assembly resolutions.

- The BCW neither endorses nor opposes any causes beyond its primary purpose.

## **Article II: MEMBERSHIP**

The BCW shall have no members and all actions that would otherwise require membership approval shall require only the approval of the Board of Directors, and all rights that would otherwise vest in members are vested in the Directors.

Notwithstanding the foregoing, nothing in this Article shall be construed as limiting the right of the BCW to refer to persons or organizations associated with it as “members” even though such persons are not members for purposes of RCW [24.03.065](#), and no such reference shall create membership voting rights. Such persons or organizations may include, but are not limited to, local, regional, and affinity coalitions, nonprofit and/or government organizations with a commitment to the purposes and objectives of the BCW which are willing to support the BCW’s work, and businesses and other organizations which do not meet the criteria for nonprofit status, but which have a commitment to support the purposes and objectives of the BCW.

## **Article III: BOARD OF DIRECTORS**

### Section 1. General Powers

The activities, property, affairs, and agenda for the BCW shall be managed by its Board of Directors, who may exercise all such powers of the BCW and do all such lawful acts and things as are permitted by statute or by these bylaws.

### Section 2. Responsibilities of the Board

- Provide leadership to the BCW, including supporting local coalitions in their activities.
- Conduct Coalition business consistent with the bylaws.
- Monitor emerging issues related to breastfeeding promotion at the national and state level.
- Enter into agreements with individuals, agencies or organizations as desired to carry out Coalition activities.
- Meet at least four times per year.
- Make regular reports to local coalitions and partner organizations concerning actions taken by the Board of Directors.
- Review and approve proposed amendments to the Bylaws.
- Approve or reject proposed project abstracts submitted by the committees.
- Form and dissolve sub-committees as needed.

### Section 3. Number and Qualification

The number of Directors shall be fixed from time-to-time but shall consist of no less than five and no more than fifteen members.

Directors shall be chosen from among persons who are current members, at the time of their election, in county and/or regional breastfeeding coalitions, associations, committees or task forces with a common interest and commitment to the purposes and objectives of the BCW. Board members shall be selected to represent a diverse group of professionals who impact breastfeeding families, and may include, but not be limited to the following: physicians, nurses, lactation consultants, dieticians, hospitals, public health and Department of Health employees, community groups, and at-large members. Board members should represent the geographical diversity of Washington state.

Any person 18 years of age or older may be nominated or elected to serve as a Director.

#### Section 4. Term of Office

Directors shall be elected for a term of two years. To maintain consistency, board members shall be eligible for successive terms as needed, or until their resignation, retirement, disqualification, or removal from office.

#### Section 5. Resignation and Removal

Any Board Member may resign by delivering a letter of resignation to the Chair. The Board may, by a two-thirds vote, remove a Board Member for cause after a hearing. Such Board Member shall be given "reasonable notice" of the hearing before the Board of Directors. The member may be present at the hearing to respond and present evidence on all issues involved.

#### Section 6. Filling of Vacancies

Any vacancy occurring in the Board resulting from the departure, resignation, retirement, disqualification, or removal from office of any Board Member shall be filled by the affirmative vote of a majority of the remaining Board Members at any meeting.

#### Section 7. Meetings of the Board of Directors

The Executive Board shall meet quarterly, or more often as desired. Meetings may be held in person or via phone or electronic meeting platform. Any and all business may be transacted at any regular or called meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. A written consent may consist of an electronic communication from the member to the Chair or Executive Director, and kept in electronic files. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of

Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

#### Section 8. Quorum and Manner of Acting

At all meetings of the Board of Directors, the presence of a majority of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business.

#### Section 9. Compensation

No Board Member shall receive compensation for their services as a Board member or as a member of a standing or special committee of the Board.

Nothing herein contained shall be construed to preclude any Board member from receiving reimbursement for expenses incurred on behalf of the BCW or from serving the BCW in any other capacity and receiving compensation thereof.

### **Article IV: OFFICERS**

#### Section 1. Elected Officers

The elected officers of BCW shall be a Chair, Secretary, and Treasurer. All officers will serve a two (2) year term of office, and may be re-elected for subsequent term(s).

#### Section 2. Appointed Officers

The Executive Board may also appoint one or more assistant officers or other officers as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined by the Board.

#### Section 3. Election of Officers

Current Board Members of BCW (or a Nominating Committee designated by the Board) shall prepare a slate of officers from among the members of the Board. Board Members will elect Officers for the next calendar year at the Fall meeting. A simple majority of those Board Members present shall be sufficient to carry a vote, if there is a quorum.

#### Section 4. Duties of the Officers

- Chair. The Chair shall preside at all regular and special meetings of BCW, including developing and preparing meeting agendas in conjunction with the Executive Director, and designating and providing oversight to standing committees and task groups within BCW for special project implementation. A Co-Chair may be elected as deemed necessary by the Board to assist the Chair in these functions.
- Secretary. The Secretary shall be responsible for recording the minutes of all regular and special meetings (including arranging a proxy if he or she is unable to attend),

keeping a record of attendance, and dispersing the minutes to members in conjunction with the Executive Director.

- Treasurer. The Treasurer shall work with the Executive Director to process expenses and maintain financial records, provide a fiscal update at quarterly meetings, and ensure submission of required IRS tax forms (990 or 990-N) each year.

## **Article V: COMMITTEES**

The Board may create committees as needed. The Board of Directors appoints all Committee Chairs. Committee Chairs hold their position for 2-years; they may be re-appointed. Committees may be permanent, thus an ongoing and integral part of BCW, or temporary, appointed to fulfill a function that will terminate within a designated timeframe. Committees may be composed of BCW Board Members or other members of BCW.

## **ARTICLE VI: EXECUTIVE DIRECTOR**

The Board of Directors may hire an Executive Director who shall have immediate and overall supervision of the operations of BCW. This person shall direct the day-to-day business of BCW. The Executive Director may be hired at any meeting of the Board of Directors by majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters of the members present at any meeting of the Board of Directors. Such removal may be with or without cause.

## **Article VII: FISCAL YEAR and ACCOUNT SIGNERS**

### Section 1. Fiscal Year

The fiscal year of BCW shall begin January 1 and end December 31 of each year.

### Section 2. Account Signers

The Chair, Treasurer, and Executive Director shall be on the signature card for any BCW bank accounts.

## **Article VIII: DISSOLUTION**

BCW may be dissolved by a vote of a majority of board members. In the event of dissolution, any assets shall be distributed to one or more non-profit organizations whose purpose and objectives promote lactation education and support.

## **Article IX: CHANGE OF BYLAWS**

These bylaws may be amended or repealed by a vote at any meeting of the board of directors, provided proper notice has been given to the entire board for each proposed change.