**Wisconsin State Breastfeeding Coalition Inc.**

**Bylaws**

Also known as: **Wisconsin Breastfeeding Coalition (WBC)**

Updated 12/3/2019

**Article 1 – Name of the Organization**

The name of this state organization shall be the Wisconsin State Breastfeeding Coalition Incorporated. It may also be referred to as the Wisconsin Breastfeeding Coalition (WBC).

**IRC Section 501(c) (3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in 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.

**Article II – Mission, Vision, Guiding Principles**

**Mission:** To improve the health of Wisconsin by working collaboratively to protect, promote, and support breastfeeding.

**Vision:** Supporting local breastfeeding coalitions in meeting their goals of supporting and promoting breastfeeding as the norm for infant and early childhood feeding in Wisconsin.

**Guiding Principles:**

1. Breastfeeding is the normal way of providing young infants with the nutrients needed for healthy growth and development.
2. In alignment with the World Health Organization, we support exclusive breastfeeding for up to 6 months of age with continued breastfeeding along with appropriate complementary foods up to two years of age and beyond.
3. Support collaborative efforts of local breastfeeding coalitions and/or champions to create a landscape of breastfeeding support across Wisconsin.
4. Honoring unique perspectives and diverse backgrounds, the WBC seeks to provide equitable opportunities for all members.

**Article III – Membership**

Section 1:Membership Types

1. Local Breastfeeding Coalition: Local breastfeeding coalitions, associations, committees or task forces
2. Associate:  Non-profit, education and/or government organizations, including local WIC projects.
3. CorporatePartners: Businesses and other organizations that do not meet criteria for non-profit status.
4. Individual: any individual person

Section 2: Dues: The annual dues for all membership shall be determined on an annual basis by the Board of Executive Committee. This determination shall be made in the fall for the upcoming calendar year. The membership year shall be January 1 through December 31. Annual dues are payable January 1.

Section 3: Rights of Members: Each member shall be eligible to appoint one voting representative to cast the member’s vote when a vote is required.

Section 4: Non-Voting Membership: The board shall have the authority to establish and define non-voting categories of membership.

Section 5: The Chairperson will send, or designate another board member to send, an annual membership letter with invoice to the contact list for annual recruitment.

**Article IV – Board of Directors**

Section 1: General Powers

1. The affairs of WBC shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of WBC.
2. The number of Directors shall be fixed from time-to-time but shall consist of no less than five and no more than fifteen including the following positions: Past-Chair, Chair, Vice-Chair, Secretary, Treasurer, Standing Committee Leads, and At Large Representatives.
3. The Board of Directors shall enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.
4. Each member of the Board of Directors shall attend at least nine annual meetings (meetings occur monthly).
5. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two members of the Board of Directors.
6. The presence of a majority of the Board of Directors shall be necessary at any meeting to constitute a quorum to conduct business.
7. Any member of the Board of Directors who fails to fulfill any requirements set forth shall forfeit their seat on the Board. The Board of Directors may immediately proceed to fill the vacancy.
8. Vacancies on the Board of Directors shall be filled without delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to methods approved by the Board of Directors.
9. For Board Members, expenses related to travel, training, or serving as a spokesperson/representative for WBC may be reimbursable based on approval and vote by the Board of Directors.

**Article X - Officers**

The officers of this Board shall be the Past-Chairperson, Chairperson, Vice-Chairperson, Secretary, and Treasurer. These five roles make of the Executive Board.

The roles of Vice-Chairperson, Chairperson, and Past-Chairperson will be served in 3 consecutive years as follows:

* + - * 1. Vice-Chair for 1 year
				2. Chair for 1 year, and
				3. Past-Chair for 1 year

Section 1: Past Chairperson shall:

 Advise the Executive Board (Chairperson, Vice-Chairperson, Secretary, Treasurer)

Section 2: Chairperson shall:

1. Establish and distribute meeting agendas
2. Facilitate all Board of Director’s meetings
3. Serve as WBC spokesperson (or designate another Board Member)
4. Serve as central point of contact for inter-group communication
5. Serve as advisor to WBC Committees
6. Approve all expenditures for the Coalition
7. Sign letters and documents needed to carry out the will of WBC

Section 3: Vice-Chairperson shall:

* + - * 1. Carry out the functions of the Chairperson in their absence
				2. Assist the Chair with all program planning and agenda change
				3. Write the newsletter
				4. Lead the membership drive

Section 4: Secretary shall (2-year term):

1. Record and maintains meeting minutes
2. Distribute meeting minutes to board members
3. Maintains membership list and contact information
4. Maintain current WBC Board Roster
5. Regularly check the Gmail email account and forward or respond as needed

Section 5: Treasurer shall (2-year term):

1. Receive the monies of WBC
2. Processes expenses and maintains financial records
3. Provides fiscal update at monthly meetings
4. Prepares annual budget
5. Consults with Executive Committee on fiscal decisions
6. Submit required IRS tax form annually
	1. [990-n electronic postcard (short)](https://www.irs.gov/charities-non-profits/annual-electronic-filing-requirement-for-small-exempt-organizations-form-990-n-e-postcard)
	2. [990 long form](https://www.irs.gov/pub/irs-pdf/f990.pdf) ([if there are significant changes](https://www.thebalancesmb.com/what-is-irs-form-990-n-and-who-should-file-it-2502301) and revenues are above $50,000)

Section 6: Election of Officers

1. The Outreach Committee shall seek nominations for position openings. Election by members of WBC will be held annually to fill position openings. Elections may be conducted electronically.
2. The Outreach Committee shall seek nominations to fill vacancies which occur between meetings, including those of officers. Nominations will be brought forth to the Board of Directors. The Board of Directors will vote to fill vacant positions. The person so elected shall hold office until the unexpired term of the vacancy occurred.

Section 7: Removal of Officer

The Board of Directors with the concurrence of ¾ members voting at the meeting may remove an officer of the Board of Directors and elect a successor for the unexpired term. No officer shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty days prior to the meeting at which a motion shall be presented, setting forth the reasons of the Board for such expulsion.

**Article XI – At Large Representative**

Section 1: The Executive Board appoints at least two At Large Representatives meeting the qualifications below. The position is held for 2-years; they may be re-appointed.

1. Physician with lactation credentials
2. State WIC BF Coordinator
3. Maternal and Childhood Health (MCH) Representative
4. Community Member

**Article XII – Committees**

Section 1: 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 composed of WBC Board Members or other members of WBC.

Section 2: Committee Meetings:

The Chairperson of all standing committees will be a Board member. This Chairperson shall report monthly to the Board and annually to the members of WBC.

Section 3: Standing Committees (4)

1. Local Connections
2. Outreach
3. Events
4. Advocacy

Section 4: Ad-hoc Committees:

Ad-hoc committees shall be formed when needed and terminated at the completion of the project. Ad-hoc committees shall have a chairperson and secretary appointed by the chairperson.

**Article VII – Corporate Staff**

Section 1: Executive Director

The Board of Directors may hire an Executive Director who shall serve the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of WBC. This person shall direct the day-to-day business of WBC. 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 VIII – Meetings**

Section 1: Notification of the Board of Directors meetings will be given two weeks in advance of the meeting unless regular meeting times, dates and location are established. The Chairperson will accept agenda items in advance of the meetings. The Chairperson will organize and establish the order of the agenda items and send to all Board Members. The Chairperson may call special meetings. Meetings will be held at a minimum of a quarterly basis (they are currently held monthly).

Section 2: A quorum shall consist of the majority of the members of the Board of Directors to conduct the meeting.

Section 3: Meetings may be held in person, via teleconference, or via Zoom or another web-based system. It is ideal to have an in-person meeting at the beginning of a new calendar year to introduce new officers, review the strategic plan, and determine the annual budget for the upcoming year. Additional face-to-face meetings are encouraged if possible.

Section 4: The generalmeeting of members shall be held annually with prior notification to all members. This meeting can be held in conjunction with the summit or other events.

Section 5: Record of proceedings:

The secretary or a designee shall attend all meetings of the Board of Directors and shall record meeting notes. The minutes of meetings are to be kept at the office of the secretary.

**Article IX – Conflict of Interest and Compensation**

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (WBC’s) 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.

Section 2. Definitions
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.

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

1. An ownership or investment interest in any entity with which WBC has a transaction or arrangement,
2. A compensation arrangement with WBC or with any entity or individual with which WBC has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which WBC 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. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. 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/they 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
	1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she/the shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
	2. 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.
	3. 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.
	4. If a more advantageous transaction or arrangement is not reasonably 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 arrangement is in WBC’s, 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
	1. 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.
	2. 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.

Section 4. Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain: 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 was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.
2. 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.

Section 5. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from WBC for services is precluded from voting on matters pertaining to that member’s compensation.

Section 6. Periodic Reviews

To ensure WBC 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to WBC’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.

Section 7. Use of Outside Experts
When conducting the periodic reviews the WBC Board 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.

**Article X – Contracts, Checks, Deposits and Gifts**

Section 1: Contracts:

The Board of Directors may authorize any officer or agent of the Association to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

Section 2: Checks, Drafts or Order for Payment:

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of WBC shall be signed by such officers or agents of WBC as determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the treasurer shall sign such instruments.

Section 3: Deposits:

All funds of WBC shall be deposited to the credit of WBC in such bank, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts:

The Board of Directors or committee members may accept on behalf of WBC any contribution, gift, bequest or device for the purpose of the WBC. All gifts will be acknowledged with a receipt from WBC.

**Article XI – Books and Records**

Section 1: Records:

The Association shall keep correct and complete books and records of accounts. Minutes shall be kept of the proceedings of its Board of Directors, as well as committees having and exercising any of the authority of the Board of Directors.

Section 2: WBC will provide reimbursement with the submission of the WBC Expense Form accompanied by receipts. A Local Project’s Expense Form may be acceptable.

Section 3: The Association will maintain financial records for seven years.

Section 5: The Treasurer will assure completion of annual tax forms as required.

Section 6: Fiscal Year:

The fiscal year of the association shall follow the calendar year, January 1st through December 31st.

**Article XII - IRC 501(c)(3) Tax Exemption Provisions**

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 provisions of these bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Each director, principal officer and member of a committee with governing board delegated powers shall understand 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.

Section 2. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be

501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**Article XIII – Amendment of Bylaws**

These By-laws may be amended by action of the Board of Directors and a majority of the membership voting. The amendments will be distributed to members for their consideration fifteen (15) days prior to voting.