



NEW YORK STATE ASSOCIATION OF LICENSED MIDWIVES (NYSALM) BYLAWS

ARTICLE I: NAME

The association shall be known as the New York State Association of Licensed Midwives, Inc. (NYSALM); it is a state affiliate of the American College of Nurse-Midwives (ACNM). NYSALM has been founded as a nonprofit, tax-exempt, professional membership association dedicated to professional, charitable, educational and scientific purposes within the meaning of Section 501 c (6) of the U.S. Internal Revenue Code.

ARTICLE II: PURPOSE

To facilitate the professional practice of licensed midwives in New York State so that midwifery will be accessible to all women, people of all genders, and their families, and newborns as appropriate.

ARTICLE III: MEMBERSHIP

To qualify for membership, individuals must also be members in good standing of the ACNM. All members must be current with dues.

Section 1: Categories of membership:

- a. Active: Only New York State licensed midwives can be active members. Active member status may also be held by lifetime members, retired members, first-year eligible members and members with disabilities. All Active members are entitled to attend all membership meetings, speak at those meetings and make motions, vote on resolutions, and receive all official mailings. They may run for office. Termination of active membership will occur with voluntary resignation, non-payment of dues, or loss of license.
- b. Associate: Associate members are individuals other than NYS licensed midwives who are interested in supporting the mission and purposes of the ACNM and NYSALM. They are entitled to attend all membership meetings, speak at those meetings once all voting members have been heard, and receive all official mailings. Associate members cannot vote and cannot hold office.
- c. Student: Individuals currently enrolled in an accredited or pre-accredited midwifery education program may attend all membership meetings, speak at those meetings, in accord with guidelines, and receive all official mailings. Student members cannot vote nor hold office.

Section 2:

Dues will be paid on a yearly basis according to the category fee of Active, Associate and Student members as determined by the Board of Directors.

ARTICLE IV: STRUCTURE

Section 1: Regions

- a. The six (6) geographical regions are: New York City, Long Island, Hudson Valley, Northeast, Midstate, and Western.

- b. Each Region has one representative and one alternate except NYC, which has 2 representatives and one alternative.

Section 2: Chapters

- a. Chapters constitute a fundamental unit within the state organization's infrastructure. They are the grass roots connections for the members of NYSALM. Formation of a chapter is the decision of the local members.
- b. Chapters may engage in activities such as fund raising, sponsorship for Chapter events and educational and professional conferences and research. They may not be in conflict or opposition to the principles of NYSALM.

ARTICLE V: BOARD OF DIRECTORS

The governance of the organization is vested in the Board of Directors, hereafter called "the Board".

Section 1: Responsibilities and Functions of the Board

- a. Attend all Board meetings.
- b. Conduct an annual meeting of the association.
- c. Set policy for NYSALM and conduct its business in accordance with its Vision, Mission and Core Values.
- d. Manage funds and property of NYSALM.
- e. Engage the members in issues and activities by maintaining a steady dialogue regarding mutual professional concerns, issues and suggestions.
- f. Surrender any NYSALM property and/or records to their successor or the president within two (2) weeks after leaving office.
- g. Establish such committees as necessary to do the work of the association.
- h. Serve without compensation although travel expenses may be reimbursed.

Section 2: Composition of Board

- a. The Board shall be composed of voting and non-voting members. The voting members shall include: President, Vice-President, Secretary, Treasurer and 6 7 regional representatives. Non-voting members are regional representative alternates except when taking the place of the regional representative, 1-2 students and 1 public member.
- b. In the event that the regional representative cannot attend a Board meeting, the elected alternate will take her place and vote in her stead.
- c. In the case of chronic absence, any Board member may be removed by a two-thirds (2/3) vote of the Board.
- d. The Board appoints student representatives and a public member to the Board.

Section 3: Meetings of the Board

- a. Board meetings are held at least four (4) times per year.
- b. All meetings of the Board will be scheduled in advance and communicated to the membership as least 60 days in advance. Agendas for each meeting will be distributed to the Board at least 7 days prior to the meeting. The President or the President's designee chairs board meetings.
- c. Telephone Conferencing

Meetings via telephone conferencing of the Board of Directors may be called at any time by the President or by the request of a majority of the voting members of the Board of Directors.

Section 4: Quorum, Voting and Proxy

- a. The majority of the voting members of the Board shall constitute a quorum.
- b. All votes are carried by a majority of those present at a duly called and constituted meeting.
- c. Each voting member of the Board shall have equal voting rights
- d. Proxy voting shall not be permitted.
- e. The Board may conduct votes via conference call, email, mail or fax provided notice of such meeting and/or vote is provided to the Board members at least 48 hours before the called meeting.
- f. Non-policy issues may be decided by the President, in consultation with the Executive Committee, and do not require a vote of the Board.

Section 5. Terms of Office of the Board of Directors

All voting members of the Board of Directors shall be elected to serve a term of 3 years. Each member shall serve until a successor is elected and assumes office.

- a. Members of the Board of Directors shall take office at the Board of Directors meeting following the final BOD of the year. Elections results will be announced at previous BOD meeting.
- b. No member of the Board of Directors shall be eligible to serve more than 2 consecutive terms. After two consecutive terms, each Board member is eligible again for service on the Board of Directors after one year has elapsed from the end of service.
- c. The terms of the voting members of the Board of Directors shall be staggered so that approximately 1/3 of the positions expire each year.
- d. The student representatives and public member are appointed for a 2-year term.

ARTICLE VI: OFFICERS

Section 1: Titles of Officers

The officers of NYSALM shall consist of President, Vice-President, Secretary and Treasurer, who shall constitute the Executive Committee of the organization.

Section 2. Qualifications and Authority

The Officers shall be responsible and accountable to the Board of Directors for satisfying Board resolutions and directives and have the authority and accountability conferred and granted by these Bylaws and by the Board. No individual shall hold more than one Officer position at any one time.

Section 3: Duties of Officers

- a. The President shall:
 1. Preside at the meetings of NYSALM and the Board.

2. Be a member ex-officio of all committees, except the nominating committee.
 3. Prepare an annual report for presentation to the membership at the Annual Meeting.
 4. Approve bills and execute any contract, deed, mortgage, bond, or other instrument as dictated by the SROP of the Finance Committee and which the Board has authorized.
 5. Represent or appoint a representative from NYSALM to other midwifery or professional meetings.
 6. Coordinate communication among NYSALM, the ACNM Regional Representative and ACNM Headquarters staff.
 7. Assign additional duties to other officers, board members and committee chairs as necessary.
- b. The Vice President shall:
1. Serve as the BOD link with all Committee Chairs of the organization assuring adequate mutual communication.
 2. Assume any or all duties of the President in the event the President is unable to serve the complete term.
 3. Assist the President in any and all duties as necessary.
 4. Represent NYSALM at meetings whenever the President is not available.
- c. The Secretary shall:
1. Keep the minutes of NYSALM and Board meetings and maintain the Minute archives.
 2. Complete minutes and forward to Board members within thirty (30) days of the meetings.
 3. Notify Board members of future meetings.
 4. Correspond on behalf of NYSALM as directed by the Board.
 5. Maintain association archives.
- d. The Treasurer shall:
1. Establish and maintain NYSALM depository and investment accounts as directed by the Board.
 2. Prepare and maintain ledgers and other books of accounts.
 3. Receive monies for NYSALM, pay bills, and disburse funds as directed by the Board and/or the President within 30 days.
 4. Receive and account for dues collected by the ACNM for NYSALM membership.
 5. Solicit requests for annual expenditures and prepare a budget for Board approval.
 6. Prepare and present a written financial report at the Annual Meeting and at scheduled Board meetings.
 7. Assure compliance with tax reporting and any other legal requirements.

Section 4. Officer Resignation/Vacancy

Any Officer may resign by providing written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or Board of Directors. Unless directed otherwise in these Bylaws, in the event that an Officer position becomes vacant, the Board shall elect a new Officer from the current non-officer voting members of the Board of Directors to serve the unexpired portion of the term. If the term in which the Officer was appointed is more than 12 full months, the time served is counted as one full term and the other Officer is eligible to run for only one additional term.

ARTICLE VII: REGIONAL REPRESENTATIVES

Section 1: Responsibilities

Each Region elects a Regional Representative with the exception of NYC which elects 2 regional representatives. Regional representatives shall:

- a. Communicate with members and academic programs within the region.
- b. Provide support to NYSALM chapters within their region.
- c. Act as official liaison between the region and the Board of Directors.
- d. Serve as a voting member of the Board of Directors.
- e. Report activities quarterly, in writing within the region to the Board of Directors.
- f. Identify and recruit candidates for their position during the final year of their term. This shall occur after the spring meeting but not later than June. These names will be given to the Nominating Committee.

Section 2: Vacancy

In the event of a vacancy in a Regional Representative position, the Alternate shall become the Regional Representative. Should that person be unavailable, the President, with Board approval, shall appoint an eligible member to serve the region as Regional Representative until the next regularly scheduled election for that region, at which time the appointed representative may run for election to a full term. If the term in which the representative was appointed is more than 12 full months, the time served is counted as one full term and the representative is eligible to run for only one additional term.

ARTICLE VIII: THE NOMINATING COMMITTEE AND ELECTIONS

Section 1: The Nominating Committee

- a. The Nominating Committee assumes responsibility for identifying and recruiting candidates for election to the Board.
- b. The Committee consists of 3 active members elected by the NYSALM membership. The Chair is determined by the members of the Committee at the Annual Meeting from among those who have served at least one year.
- c. No current member of the nominating committee shall be eligible to run for any open Board position.
- d. The Nominating Committee shall make all reasonable and appropriate efforts to assure that nominees constitute a diverse, qualified group, who will represent the interests of NYSALM members. Relevant factors in considering diversity include each nominee's geographic location, race, ethnicity, gender, and employment type or specialty.

Section 2: The Election Process:

- a. The Nominating Committee will create the slate of candidates. Nominees for the Board shall be selected from names received by or proposed to the Nominating Committee. Regional Reps and Alternates must come from the region for which they are nominated. Only Active members in good standing who consent to serve shall be eligible for nomination.
- b. Active members will elect representatives to the Board of Directors for a maximum of two 3-year terms. Each region will elect one representative and one alternate to the Board, except New York City, which will elect two representatives and one alternate.
- c. Elections shall occur after the fall board meeting and be completed in time to notify winners before the final BOD for the year.
- d. Elections shall be by electronic or mail ballot sent to the voting membership of NYSALM no later than 30 days prior to the deadline for voting.
- e. The Board appoints all officers from members of the BOD.
- f. The President must have been on the Board for a minimum of one year.
- g. Any Regional Representative position left vacant by officer appointment will be filled by either the alternate or a newly elected member from the region.

ARTICLE IX: FINANCES

Section 1: The fiscal year of NYSALM shall be the calendar year.

Section 2: Budget

A proposed annual budget shall be prepared by the Treasurer, reviewed and approved by the Finance Committee and submitted to the Board of Directors for adoption at the final BOD meeting of the year.

Section 3: Review of Financial Records

An independent audit of the financial records of NYSALM will be conducted on a biannual basis.

Section 4: Signatures

The President, Treasurer, and/or their designees shall be authorized to sign checks and documents for the Association.

ARTICLE X: COMMITTEES OF THE MEMBERSHIP

Section 1. Chairpersons:

- a. Chairpersons, with the exception of the Nominating Committee, shall be appointed and removed by the President and ratified by the Board of Directors.
- b. The term of office is 3 years, unless otherwise provided for in these Bylaws, and may be renewed for one additional term. After two consecutive terms, a Chairperson shall again be eligible for appointment only after 3 years have elapsed from the end of the term of service.
- c. The Chairperson shall serve as or designate a committee archivist, and will be responsible for establishing and/or maintaining Standing Rules of Procedure (SROPs) for the committee, which must be approved by the Board of Directors.

Section 2. Committees: Standing and Ad Hoc

Committees are necessary to deal with ongoing, major activities within the Association.

Committees recommend action to the Board of Directors for discussion and action.

- a. The Board of Directors may create, combine, or discontinue committees based on their evaluation of the continuing need for the committee (except for the Bylaws and Nominating Committees).
- b. The responsibilities and processes of the committees shall be listed in the Standing Rules of Procedure developed and maintained by each committee. Standing Committees are: Bylaws, Communication, Diversity & Inclusion, Finance, Impact, Legislative, Membership, Nominating, Program, Quality and Student.
- c. Members of committees shall serve a term of 3 years and may be reappointed by the Chairperson to serve for one additional term.
- d. A majority of members of each committee shall be Active Members of NYSALM.

ARTICLE XI: GOVERNANCE

Section 1. Authority

The Board of Directors shall manage the property, business, and affairs of the Association, including its corporate activities; finances; policies; administration; conduct of meetings; election and appointment of representatives; and, all other lawful activities.

Section 2. Authorization to Act

Except as provided in these Bylaws, or applicable law, no member of the Board of Directors, officer of NYSALM Affiliated Organizations, employee, agent, or representative of NYSALM may act on behalf of the Association, or hold himself or herself out to the public as authorized to act on behalf of NYSALM without the prior, express, written approval of the Board of Directors.

Section 3. Parliamentary Authority

Meetings will be conducted seeking consensus but if that isn't possible following Roberts' Rules of Order, Newly Revised, as interpreted by the President.

Section 4. Use of NYSALM Intellectual Property

Members shall only use NYSALM names, trademarks, logos, symbols, and other intellectual property of the Association only in a manner consistent with applicable law, these Bylaws, policies, and Board approval.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended electronically or by mail. By laws amendments require an affirmative vote of two-thirds (2/3) of those members who return ballots. The BOD may propose changes at any time during the year. All proposed Bylaws changes must be communicated to the members thirty (30) days prior to the commencement of the vote. The period for casting a vote shall be 21 days.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of NYSALM, all monies of NYSALM will be distributed among the New York State midwifery education programs.

Approved by BOD: June 2017

Approved by members: September 2017