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## **ARTICLE I: NAME AND PRINCIPAL OFFICE.**

### ***Section A. Name/Nonprofit Incorporation***

As established in the Articles of Incorporation, the name of the corporation is the New York State Association of Licensed Midwives, Inc., hereafter referred to as NYM, the doing business as (DBA) title. NYM is incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of New York for the mission and purposes set forth herein, and in the Articles of Incorporation.

### ***Section B. Principal Office***

The principal office of NYM shall be in the State of New York and the address is that of the current President.

## **ARTICLE II: PURPOSES AND LIMITATIONS**

### ***Section A. General Purposes***

NYM was 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 and its regulations. As set forth in the Articles of Incorporation, the purposes of NYM are to support and promote the profession of midwifery, to encourage excellence in professional practice and to improve the lives of women and families.

### ***Section B. Specific Purposes***

Specific Purposes are:

1. Foster and promote excellence in the practice of midwifery and the education of midwives including the promotion of optimal pregnancy, physiologic birth, postpartum care, reproductive, preventative and primary health care of women and care of the newborn;
2. Facilitate the advancement and awareness of excellence in midwifery practice and education, including the care of women through the lifespan and practices which foster public safety;
3. Support midwives, other women's health professionals and students through educational activities, professional conferences, written publications and other means;
4. Provide quality services to members concerning business and clinical issues and provide guidance on credentialing, legislative and regulatory issues;
5. Provide a recognized forum for the free exchange of ideas and information related to the midwifery profession and women's health issues;

6. Serve as a source of information to the public and to private and government agencies concerning excellence in midwifery and women's health care practices and services;
7. Support and foster appropriate professional licensure regulations and legislation related to midwifery and women's health issues;
8. Speak for the profession of midwifery in relation to issues affecting professional affairs of midwives.

### ***Section C. Limitations***

Limitations on the purposes of NYM shall be as follows:

1. No part of the net earnings of NYM shall be distributed to the members of the Board or Officers, or other private persons, except that NYM shall be authorized to pay reasonable compensation or reimbursement for services rendered and to make payments and distributions in furtherance of, and consistent with, the purposes set forth in these Bylaws.
2. Regulatory and legislative activities necessary to implement the mission and goals of the NYM may be carried out within the guidelines established by the Federal regulations governing 501(c)(6) organizations.

## **ARTICLE III: MEMBERSHIP**

### ***Section A. Membership***

To be eligible for membership, a person must support the declared mission and purposes of NYM and satisfy the requirements and member qualifications of these Bylaws and applicable policies established by the Board. Members must also be members of ACNM (the College) in good standing.

Membership in the College constitutes membership in NYM, according to the primary address provided by the member or by member choice. Members may be a member of more than one affiliate.

### ***Section B. Classification, Qualifications, and Privileges of Members***

The Board shall establish and maintain the following classes, qualifications and privileges of membership subject to the policies, rules, and requirements set forth in these Bylaws. The Board may establish other classes of membership, their qualifications, and privileges in the future, as well as categories within classes.

1. *Active Member.* An individual interested in supporting, promoting and furthering the mission and purposes of NYM, and who holds or previously held a NYS Midwifery

license. An Active Member in good standing may vote, hold office, chair and serve on NYM committees and task forces.

2. *Associate Member.* An individual other than a licensed midwife interested in supporting the mission and purposes of NYM. An Associate member cannot hold office, make advisory motions or vote at the or in any mail, email or other votes of the general membership. An Associate Member may serve as a voting, non-chair member of a committee or taskforce, and any other bodies approved by the Board; and may speak at Board and membership meetings.
3. *Student Member.* An individual currently enrolled in an Accreditation Commission for Midwifery Education (ACME) accredited or pre-accredited midwifery program. Student Members may serve as voting, non-chair members of a committee or task force, and any other bodies approved by the Board of Directors and may speak at Board and Annual Meetings.

***Section C. Membership Duration, Expiration, Resignation, Suspension, Expulsion, Termination or Transfer.***

1. *Duration of Membership.* Annual memberships extend for a period of 12 months from initial membership or renewal.
2. *Expiration.* Membership shall expire when twelve months have elapsed, unless renewed consistent with ACNM policies and by the payment of all applicable membership fees. Upon lapse of membership, all material and intellectual property belonging to NYM must be returned.
3. *Resignation.* Resignation from ACNM is also resignation from NYM.

***Section D. Membership Dues***

1. *General.* Members, with the exception of life members, are assessed annual dues: National (ACNM) and Affiliate (NYM). The NYM Board shall be permitted to establish membership fees consistent with its activities, and to raise funds for specific projects independently of those dues, as long as the activities are not in conflict with the policies and purposes of NYM.
2. *Life Membership.* Members who are ACNM lifetime members will have their NYM membership dues waived.
3. *Other Member Fee Categories.* Other membership fee categories and the amount of the fees in these categories may be established by the Board.

## **ARTICLE IV: MEMBERSHIP MEETINGS**

### ***Section A. Annual Meeting***

NYM shall conduct an Annual Meeting of the membership (Annual Meeting) and provide professional continuing education each year on a date and at a place at the discretion of the Board. The date and place of the Annual Meeting are determined and announced at least one year in advance.

### ***Section B. Meeting Voting Procedures***

All votes of the membership taken at a Membership Meeting will be conducted in accord with the parliamentary authority stated in the Bylaws. Each Active Member is entitled to one (1) vote per advisory motion, question or resolution. Unless otherwise required by the Articles of Incorporation, these Bylaws, applicable law or ruling parliamentary authority, all actions of the membership shall be carried by a majority vote. No voting by proxy shall be permitted. Motions, except for those pertaining to matters specifically addressed in these bylaws, are not binding, but rather advisory to the Board.

### ***Section C. Virtual Balloting***

Any advisory motion, question, resolution or proposed action that the Board determines, or these Bylaws require, should be submitted to eligible members for a vote without attendance at a meeting. NYM will mail or email a ballot to each Active Member at the last known address provided to ACNM. Each completed ballot returned to NYM within the specified time period shall be valid. Actions taken by mail ballot shall pass by a majority of those voting unless otherwise specified in these bylaws. The sale or transfer of a vote is strictly prohibited.

## **ARTICLE V: MEMBERSHIP STRUCTURE**

### ***Section A. Regions***

NYM shall be divided into no fewer than six regions, the number and boundaries which shall be determined by the Board. The Board shall periodically evaluate the size and member distribution of the regions for balance. A Regional Representative elected by the region shall represent that region on the Board. Each Regional Representative shall be an Active Member in good standing who lives or works within the region the member represents.

### ***Section B. Subgroups***

Members may form subgroups within NYM to meet their needs at the local level. These subgroups shall be organized by geographic or specialty area within the state. The activities of the subgroups must not be in conflict with the mission, purposes, bylaws and policies of NYM within which they are formed.

## ARTICLE VI: BOARD OF DIRECTORS

### ***Section A. Responsibilities and Functions of the Board***

1. *General Authority.* NYM shall be governed by the Board.

- a. The Board shall oversee the establishment and implementation of such policies, rules, procedures and regulations in order to carry out the mission and purposes of NYM.
- b. The Board shall oversee the business, financial resources, human resources, activities and other affairs of NYM in accordance with the Articles of Incorporation and these Bylaws.
- c. The Board shall function as a board of the whole in all matters except in emergencies and as provided in these Bylaws.
- d. The Board may employ an administrator who serves at the direction of and reports to the Board. The Administrator shall perform such duties as may be specified elsewhere in these Bylaws or may be delegated by the Board.
- e. If the Board of Directors agrees by majority vote, to have more than one person fill a position as an Officer, they should instruct the Nominating Committee that two individuals are permitted to run for that position and assume the title of Co-Officer.

2. *Specific Authority.* The Board shall have authority over all lawful corporate activities consistent with the Bylaws, including but not limited to, policies and matters related to:

- a. Determination of the boundaries of the regions;
- b. Membership;
- c. Continuing education programs;
- d. Membership fees;
- e. Member services;
- f. Creation, combination or discontinuation of committees and task forces except the Nominating and Bylaws Committees;
- g. Appointment of chairpersons for committees (except Nominating Committee), task forces and advisory groups;
- h. Filling of vacancies on the Board (Article XVIII, Section D);
- i. Board operations and Standing Rules of Procedure (SROPs);
- j. Funding, spending and budget authority;
- k. Contract and grant arrangements;
- l. Hiring, oversight, evaluation and termination of the Administrator
- m. Dissemination of ethical standards for all members, as well as additional ethical standards specific to members in leadership position;
- n. Ethics, grievance, appeals and membership suspension, expulsion or termination.



### ***Section B. Limitations and Conduct of the Board***

The Board shall establish policies and procedures specifying Board limitations and conduct, including, but not limited to the following:

1. *Compensation for Services and/or Activities.* Members of the Board shall not receive any compensation or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by NYM of actual, reasonable expenses incurred by Directors regarding attendance at Board meetings and at other approved activities.
2. *Corporation and Director Independence/Loyalty.* Members of the Board shall act in an independent and ethical manner consistent with their obligations to NYM, regardless of any other affiliations, membership or positions. Board members are expected to identify and recuse themselves from participation and voting in situations where a conflict of interest exists or may appear to exist.
3. *Involuntary Termination.* Involuntary termination from the Board shall be for failure to fulfill the legal, ethical or fiduciary responsibilities of the position. Members of the Board are entitled to prior notification and the right to be heard.

### ***Section C. Composition of the Board***

The Board shall be composed of voting and non-voting members:

1. The elected voting members shall include: President, Vice-President, Secretary, Treasurer, Regional Representatives an At-large Midwife of Color (self-identified) and any co-officer elected by the membership.
2. The appointed voting members of the Board shall include Student Representative and an at- large Member of the Public.
3. The Administrator, a position that may be created at the Board's discretion, shall serve as an ex officio non-voting member of the Board.
4. The Board may appoint other ex officio non-voting members of the Board, as deemed desirable, on an annual or other basis.
5. Ex officio non-voting members of the Board attend closed Board sessions only at the invitation of the Board.

### ***Section D. Qualifications of Voting Members of the Board***

All voting members of the Board, with exceptions noted below, shall be Active Members in good standing and shall be otherwise qualified according to these Bylaws and applicable corporate policies. The exceptions are the At-large Member of the Public or other ex officio non-voting members who shall be Associate Members.

### ***Section E. Terms of Office of the Voting Members of the Board***

1. All elected members of the Board shall serve a term of 3 years. Each member shall serve until a successor is elected and assumes office.
2. All appointed members will serve 1-year terms and follow the same term restriction as elected members.
3. New members of the Board shall take office on January 1<sup>st</sup> each year and will orientate with the current Board member they will replace once election results are announced.
4. No voting member of the Board 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 after one year has elapsed from the end of service.
5. The terms of the voting members of the Board shall be staggered to ensure that approximately 1/3 of the positions expire each year.

## **ARTICLE VII: MEETINGS OF THE BOARD**

### ***Section A. Regular Meetings***

All regular meetings of the Board will be held at a time designated by the Board for the transaction of business. These dates shall be communicated to the NYM membership at least 60 days in advance of the meeting. These meetings shall be held at least four times annually. These meetings may be held in a single location or by telecommunication. All members may attend meetings of the board except for specified closed portions. Agendas including and describing any known items to be discussed at regular Board meetings shall be distributed at least 7 days prior to the meeting. Other matters and actions not specified in the notice may be raised and decided at any regular or special meeting of the Board. Board meetings shall be chaired by the President or the President's designee.

### ***Section B. Special Meetings***

Special meetings of the Board may be called by the President or by the written request of a majority of the voting members of the Board. These meetings may be held in a single location or by telecommunication. Notice of a Special Meeting will be delivered to each member of the Board stating the date, hour, place and may include the purpose of the meeting and times to be reviewed or acted upon at least 5 days prior to the date of the meeting. Should an item of business require immediate attention and action by the Board of Directors, a telephone conference meeting may be held as long as all members of the Board have been contacted and advised at least 24 hours in advance of such a meeting, of the date and hour, including any issues known in advance that are to review or acted upon. The Board is authorized to conduct any lawful business at a special meeting or telecommunication, as provided in these Bylaws. Whenever possible, prior notification to the membership of the Special Meeting times, places and ways to participate will take place.

### ***Section C. Minutes***

The Board Secretary has the responsibility to oversee a process for the minutes of open meetings to be provided to the membership and the Board and of closed meetings to the Board whether they be from regular or special meetings. Minutes from meetings of the Executive Committee are to be provided to the Board of Directors.

### ***Section D. Meeting Quorum***

A majority of the voting members of the Board shall constitute a quorum for any Board meeting. Such majority shall be capable of transacting corporate business, consistent with these Bylaws.

## **ARTICLE VIII: OFFICERS**

### ***Section A. Titles of Officers***

The Officers of NYM shall consist of the President, Vice President, Secretary and Treasurer. They are all members of the Executive Committee (see Article X).

### ***Section B. Qualifications and Authority of Officers***

The Officers shall be responsible and accountable to the Board 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 C. Responsibilities of the Officers***

*1. President.* The President shall have the authority, power and responsibility commonly incident to, and vested in, the corporate office of presiding officer of the Board, consistent with these Bylaws, including, but not limited to:

- a. Presiding over as Chair of all meetings of NYM, the Board and the Executive Committee;
- b. Appointment of an appropriate designee for Presidential responsibilities, including by not limited to, the role of Chair in meetings;
- c. Responsibility to assure that the directives of the Board are carried out;
- d. Designation and appointment of NYM representatives to other external organizations, subject to Board approval;
- e. Appointment of division and task force chairpersons (except the Nominating Committee) subject to Board approval;
- f. Administration of the affairs of NYM according to the Articles of Incorporation, these Bylaws and the policies adopted by the Board;

- g. Publication of an annual report of the activities and decisions of the Board no later than the Annual Meeting.
- h. Serving as an ex officio non-voting member of all appointed bodies of NYM except for the Executive Committee where the President is a voting member and the Nominating Committee where the President is not a member.

2. *Vice-President*. The Vice-President shall:

- a. Act as a liaison from the Board to the volunteer structure of NYM;
- b. Perform such other duties as the Board or President may assign;
- c. Serve as Acting President in the absence or disability of the President, assume all authority conferred upon the office of President and perform all duties for which the President is responsible until the President can resume duties;

3. *Secretary*. The Secretary shall:

- a. Oversee/perform all duties commonly incident to and vested in the office of Secretary, including but not limited to supervision and maintenance of all corporate documents;
- b. Be responsible for overseeing a process for the keeping of minutes of all meetings of the Board and the Executive Committee including accountability for accuracy. Complete timely and appropriate distribution of such minutes to the Board and posting the open meeting portion of the minutes to the website for the membership;
- c. Perform duties delegate by the Board or the President.

4. *Treasurer*. The Treasurer shall:

- a. Perform all duties commonly incident to and vested in the office of Treasurer as well as all duties delegated by the Board or the President, including, but not limited to the administration of the fiscal and financial policies of NYM;
- b. Supervise the maintenance of accurate organizational records;
- c. Act as custodian of the funds of NYM;
- d. Annually prepare and disseminate a report on the financial status of NYM.
- e. Assure that NYM's financial records are audited every two years.

#### ***Section D. Officer Resignation/Vacancy***

Any Officer may resign at any time by providing written notice to the Board. 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 Board.

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 members of the Board to serve the unexpired portions of the term or the NYM member holding the next highest number of votes in the most recent election is eligible to fill that vacancy. Should that person be unavailable, the

President, with Board approval, shall appoint an eligible member to fill that vacancy until the next regularly scheduled election, at which time they may run for election to a full 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 Officer is eligible to run for only one additional term.

## **ARTICLE IX: NON-OFFICER MEMBERS OF THE BOARD**

### ***Section A. Responsibilities***

*1. Regional Representative:* Each Region is entitled and expected to elect a Regional Representative who shall:

- a. Communicate with members, subgroups and midwifery academic programs with students in the region;
- b. Act as official liaison between the region and the Board;
- c. Serve as a voting member of the Board to carry out the mission and purposes of NYM;
- d. Foster continuing educational and networking activities in the region;
- e. Report activities within the region at every meeting of the Board.

*2. Student Representative*

- a. Communicate with members, regions and midwifery academic programs;
- b. Act as liaison between Student Members and the Board;
- c. Serve as a voting member of the Board to carry out the mission and purposes of NYM;
- d. Report their activities at every meeting of the Board

*3. At-large Midwife of Color (self-identified)*

- a. Act as liaison between the midwives of color community and the Board;
- b. Communicate with members, regions and academic programs;
- c. Serve as a voting member of the Board to carry out the mission and purposes of NYM;
- d. Report activities at every meeting of the Board

*4. At-large Public Member:*

- a. Serve as a voting member of the Board to carry out the mission and purposes of NYM;
- b. Report activities at every meeting of the Board

### ***Section B. Resignation/Vacancy***

*1. Elected Members:* In the event of a resignation or other cause of unavailability of an elected, non-officer member of the Board, the NYM member holding the next highest number of votes in the most recent election is eligible to fill that vacancy. Should that person be unavailable, the President, with Board approval, shall appoint an eligible member to fill that vacancy until the

next regularly scheduled election, at which time they may run for election to a full term. If the term in which they were appointed is more than 12 full months, the time served is counted as on full term and they are eligible to run for only on additional term.

2. *Appointed Members:* In the event of the resignation/vacancy, the President, with Board approval, shall appoint an eligible member to fill that vacancy.

## **ARTICLE X: COMMITTEES**

### ***Section A. Executive Committee***

1. *Composition.* The Executive Committee shall be composed of the President; Vice-president; Secretary; Treasurer. In addition, one regional representative will be selected from the regional representatives to be a voting member of the Executive Committee. The Administrator, should there be one, shall serve as an ex-office non-voting member of the Executive Committee.
2. *General Authority, Responsibilities and Limitations.* The Executive Committee may perform such duties as delegated by the Board including acting for the Board between meetings of the Board in time sensitive, emergency situations or as otherwise authorized by the Board and consistent with the Bylaws. The Executive Committee cannot change existing policy such as approve a dissolution or merger; sell corporate assets; certify financial reports; remove a Director or Officer; fill vacancies on the Board or on any committee; fix compensation relating to the Board or committee service, amend, repeal or adopt Bylaws; or amend or repeal any resolution of the full Board.
3. *Meetings of the Executive Committee.* The Executive Committee shall meet when determined by the President and only when it is not feasible for the Board to meet as a whole in between Board meetings. Notice of each Executive Committee meeting shall be given to all Committee members at least five (5) days prior to such meeting, unless the President determines that a shorter notice period is appropriate under the circumstances. Executive Committee meetings shall be conducted in person or virtually, at a date and time determined by the President. Minutes of all Executive Committee meetings shall be kept and such minutes shall be circulated within a week to the Board and maintained with the minutes of the Board.
4. *Actions by the Executive Committee.* Unless contrary to these Bylaws, the actions of the Executive Committee shall constitute the actions of the Board between meetings of the Board, unless rescinded or modified by the Board after review.

### ***Section B. Committees of the Board***

1. *Standing:*

Committees are the means to develop and manage ongoing, major activities within NYM. Committees recommend action to the Board of Directors for discussion and action in the Committee report at each Board Meeting. Committees do not have an appointed Board liaison.

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

- a. The responsibilities and processes of the committees shall be listed in the Standing Rules of Procedure developed and maintained by each committee. SROPs are achieved by the Secretary in the NYM files as well as placed on the Web site. Standing Committees at this time are: Bylaws, Communication, Diversity & Inclusion, Finance, Impact, Insurance, Legislative, Membership, Nominating, Program, Quality and Student.
- b. Members of committees are drawn from the membership and shall serve a term of 3 years. They may be reappointed by the Chairperson to serve for one additional term.
- c. A majority of members of each committee shall be Active Members of NYM.

### 2. *Ad Hoc:*

Ad hoc committees are created by the Board to focus on specific issues and/or activities. Ad hoc committees exit until the issue or activity is resolved.

### 3. *Chairpersons:*

- a. Chairpersons, with the exception of the Nominating Committee, shall be appointed and removed 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 member to be the 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.

## **ARTICLE XI: NOMINATIONS AND ELECTIONS**

### ***Section A. Nominations***

1. *Nominating Committee:* The nominating committee operates independently of the Board. It does not have a Board liaison

- a. *Purpose.* The Nominating Committee shall oversee and supervise the nomination and election process for members of the Board and members of the Nominating Committee in accordance with these Bylaws. The Nominating Committee is responsible for assuring

that appropriate procedures are in place for the selection and presentation of two qualified nominees for each Board position for election to the membership.

- b. *Composition.* A Nominating Committee of three (3) Active Members shall be elected by ballot by the membership at the same time as the general election of Board Members each year. The longest-term member will serve as the chairperson.
- c. *Term.* Committee members shall be elected for a term of 3 years. At least one committee members shall be elected each year in order to ensure that one-third of the committee member terms expire each year. A member may be nominated for another term after 3 years have elapsed from the end of the previous term.
- d. *Election and Vacancy.* One committee member shall be elected each year. A vacancy in the Nominating Committee shall be filled by the person receiving the next highest number of votes on the most recent ballot.
- e. *Restriction.* No current member of the Nominating Committee shall be eligible for any open position on the Board.

## 2. *Nominating Schedule*

- a. Each year the membership shall elect at least 2 Regional Representatives. In a successive three-year cycle, either the Vice-President, Secretary, or Treasurer shall be elected. The At-large Midwife of Color (self-identified) shall be elected for a three-year term.
- b. Each year there shall be elected at least 1 member of the Nominating Committee.

## 3. *Eligibility of Nominees*

- a. *Officers.* Only Active Members in good standing whose written consent to serve has been obtained shall be eligible for nomination and service.
- b. *Regional Representatives.* Only Active members in good standing whose official work OR residence address listed with NYM is within the region and whose written consent to serve has been obtained shall be eligible for nomination and service.
- c. *At large Midwife of Color (self identified).* Only Active Members in good standing whose written consent to serve has been obtained shall be eligible for nomination and service
- d. *Nominating Committee.* Only Active members in good standing whose written whose consent to serve has been obtained shall be eligible for nomination.
- e. *Consent to Serve Date.* Only those members whose names have been received by the Nominating Committee's established Consent to Serve Date shall be considered by the Nominating Committee.

## 4. *Nominating Procedure*

- a. Nominees for the Board and for the Nominating Committee shall be selected from names received by the Nominating Committee.
- b. The Nominating Committee shall make all reasonable and appropriate efforts to assure that nominees constitute a diverse, qualified group, which will represent the interests of



NYM members. Relevant factors in considering diversity include each nominee's geographic location, race, ethnicity, gender, sexual orientation and employment type or specialty.

- c. Guidelines for the facilitation of the nominating process shall be detailed in the Nominating Committee's Standard Rules of Operating Procedure (SROP).

## **Section B. Election Procedures**

### ***Section B. Elections***

1. Elections shall be by electronic or mail ballot sent to the voting membership of NYM not later than 15 days prior to the deadline for voting.
2. Ballots shall be reviewed or counted by two tellers within 14 days after the close of the voting period.
3. Election is by majority vote of those returning their ballot.
4. A tie vote in any category shall be resolved by the Board in the presence of one of the tellers.
5. Results of the election shall be announced at the next Board Meeting and/or by electronic communication to the members.
6. Nominees shall be given notice of the election results by the President.

## **ARTICLE XII: GOVERNANCE**

### ***Section A. Authority***

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

### ***Section B. Authorization to Act***

Except as provided in the Articles of Incorporation, these Bylaws or applicable law, no member of the Board or officer of NYM may act on behalf of the NYM or hold herself or himself out to the public as authorized to act on behalf of NYM without the prior, express, written approval of the Board.

### ***Section C. Parliamentary Authority***

At the discretion of the Board, Robert's Rules of Order Newly Revised shall govern NYM to the extent they are not inconsistent with these Bylaws, any special rules of order NYM may adopt and applicable laws.

### ***Section D. Use of NYM Intellectual Property***

NYM names, trademarks, logos, symbols and other intellectual property shall be used only with the written permission of NYM in a manner consistent with applicable law, these Bylaws and corporate policies with the permission of NYM. NYM reserves the right to charge a fee for such use.

### **ARTICLE XIII: AMENDMENTS AND REVISIONS**

#### ***Section A. Proposal***

Proposed Bylaw amendments shall be sent in writing to the Chair of the Bylaws Committee at any time. The Bylaws Committee will assess the merits of each proposal, and those determined to have merit shall be transmitted to the Board for its review and a determination as to whether it should be brought for a membership vote. The Bylaws Committee then determines whether a vote should be held during the Annual Meeting or by mail or electronic ballot. The Bylaws Committee shall review and, if necessary, recommend revision of these bylaws at least every five years.

#### ***Section B. Ratification and Notification***

These Bylaws may be amended or revised by a 2/3 affirmative vote of the those who cast a ballot. If voting by mail or electronic ballot, at least 15% of Active Members must return their ballots. A written notice containing a complete copy of the text of the proposed amendment(s) or revisions, shall be provided to the membership 21 days before such a vote, including any relevant explanatory materials, transmitted by mail, email, official NYM web site or other appropriate means. After the 21 day review period of the proposals, members will have 15 days in which to vote. Notice shall be deemed sufficient if sent to the last postal address or email address furnished to the ACNM.

### **ARTICLE XIV: FINANCES**

#### ***Section A. Fiscal Year***

The fiscal year of NYM shall begin on January 1 and shall end on December 31. The Board is authorized to set and change the fiscal year as it deems appropriate.

#### ***Section B. Budget***

All budget requests of the board members and Committee chairs shall be submitted to the Treasurer by the Spring meeting. Those requests will be reviewed by the Finance Committee for incorporation into the next year's proposed budget. The Board will review and/or approve the proposed budget at the Fall meeting. All budget's must be finalized by January 1.

#### ***Section C. Signatures***

The Treasurer and President shall be authorized to sign checks and documents for NYM.

**ARTICLE XV: DISSOLUTION**

Upon dissolution of New York State Association of Licensed Midwives, Inc. all monies will be distributed equally among the New York State midwifery education programs.

**APPROVED by vote of membership 11/20/2020**