

BYLAWS
of the
UNITED STATES
LACTATION CONSULTANT ASSOCIATION, INC.

ARTICLE I:
NAME

NAME. The name of this Association is the United States Lactation Consultant Association, Inc., which is hereinafter referred to in these Bylaws as “USLCA.”

ARTICLE 2:
PURPOSES

2.1 **STATEMENT OF PURPOSE.** USLCA is organized for the advocacy of the International Board Certified Lactation Consultant, including educational and scientific purposes as contemplated by Section 501 (c) (6) of the United States Internal Revenue Code. More specifically, the purposes of USLCA are to:

2.1.1 Advocate for USLCA members and advise relevant authorities on issues of concern to USLCA members;

2.1.2 Uphold high standards of professional practice;

2.1.3 Promote appropriate credentialing for lactation professionals in the United States of America;

2.1.4 Foster communication, networking and mutual support amongst USLCA members;

2.1.5 Provide for or facilitate education opportunities for International Board Certified Lactation Consultants (IBCLCs) and other health care workers concerned with breastfeeding and related issues;

2.1.6 Cooperate with other organizations whose aims and objectives, in

whole or in part, are similar to those of USLCA;

- 2.1.7 Encourage research in all aspects of human lactation;
 - 2.1.8 Heighten recognition of the consequences of artificial feeding of infants and children;
 - 2.1.9 Foster awareness of breastfeeding and human milk feeding as important measures for health promotion and disease prevention;
 - 2.1.10 Support the world-wide implementation of the International Code of Marketing of Breast-milk Substitutes and other subsequent World Health Assembly resolutions which are consistent with the goals and objectives of USLCA.
- 2.2 **FUNDAMENTAL PRINCIPLES.** In realization of these purposes the following fundamental principles shall be observed:
- 2.2.1 As an organization, USLCA 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 Directors of USLCA and its staff will not accept funding from interests 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 Directors of USLCA and its staff will not endorse in their official capacity any literature or product.

ARTICLE 3: MEMBERSHIP

- 3.1 **MEMBERSHIP.** The members of USLCA shall each year consist of those individuals who support the purposes of USLCA, have applied for membership and have paid their membership dues for the current year.
- 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.

- 3.3 **VOTING RIGHTS.** Individuals who have paid their membership dues and are International Board Certified Lactation Consultants shall be entitled to one vote on each matter submitted to vote of the members. All questions shall be decided by a majority of those voting, except as otherwise provided by the laws of Virginia or in these By-laws.
- 3.4 **TRANSFER OF MEMBERSHIP.** Membership in USLCA shall not be transferable or assignable.

ARTICLE 4: MEETINGS OF MEMBERS

- 4.1 **ANNUAL MEETING.** The time, place and date of the Annual Meeting of the membership shall be determined by USLCA Board of Directors and the membership shall be notified at least 60 days in advance.
- 4.2 **SPECIAL MEETINGS.** A special meeting of the members may be called by a majority of the Board of Directors or ten percent (10%) of the members eligible to vote. Written notice stating the purpose, place, and time of the meeting shall be sent to all members in advance. The majority vote of the special meeting must be ratified by 2/3 of the voting members of the association, by ballot, within 90 days.
- 4.3 **ADJOURNED MEETING.** Any meeting of the members without a quorum may be adjourned to meet at another time and reconvened when a quorum is present. In such event, it shall not be necessary to provide further notice of time and place of the reconvened meeting if the information was given at the meeting so adjourned.
- 4.4 **QUORUM.** Ten percent (10%) of the members eligible to vote shall constitute a quorum.
- 4.5 **RESOLUTION.** All resolutions adopted at the annual 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.** USLCA shall be managed and controlled by its board of directors, which shall be the legal representative of USLCA and shall be empowered to hold and administer all property, funds and business of USLCA and to direct its affairs pursuant to its Articles of Incorporation. By general resolution, the Board of Directors may delegate to its officers and committees such powers as provided for in these By-laws.
- 5.2 **NUMBER.** The number of Directors shall be between five and seven, or such other number as determined by the Directors from time to time.
- 5.3 **QUALIFICATIONS.** Each Director must have been be an USLCA member in good standing for the last two (2) 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 to three years, or until their successors are elected and qualified. Successors to outgoing Directors shall be elected by the Board of Directors. Directors may succeed themselves in office.
- 5.5 **NOMINATIONS COMMITTEE.** The Nominations committee shall prepare a slate of candidates for the election of Directors.
- 5.6 **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.
- 5.6 **DIRECTORS' RIGHT TO VOTE.** Each member of the Board of Directors shall be entitled to one (1) vote.
- 5.7 **MEETINGS.** Meetings of the Board of Directors may be called by the President, or any three (3) members of the Board of Directors. A quorum 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 sixty (60) days prior notice of any

meeting shall be given to each ~~OFFICERS~~ except in cases of conference telephone calls when ten (10) days prior notice will be given. A majority of the Board of Directors shall constitute a quorum.

- 5.9 **MANNER OF ACTING.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.
- 5.10 **INFORMAL ACTION.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
- 5.11 **VACANCY.** Vacancies occurring on the Board for any reason may be filled by majority vote of the remaining Directors at any regular or special meeting for which adequate notice has been given. A Director so elected to fill a vacancy shall complete the unexpired term of that Director's predecessor in office.
- 5.12 **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 a period of four (4) calendar years following the effective date of removal.
- 5.13 **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 (90) days.
- 5.14 **POLICIES & PROCEDURES.** The Directors are bound by the USLCA's policies and procedures which are then in effect.
- 5.15 **COMPENSATION.** All Directors shall serve without compensation, but may be reimbursed for authorized expenses.

ARTICLE 6:

Secretary.

OFFICERS

- 6.1 **OFFICERS.** The Officers of USLCA shall be a President, Secretary and Treasurer.
- 6.2 **ELECTION OF OFFICERS.** The Officers of USLCA will be elected tri-annually by majority vote of a quorum of the board of directors at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.
- 6.3 **REMOVAL.** Any Officer may be removed as an Officer by a two-thirds vote of the remaining Directors at any special or regular meeting for which adequate notice has been given. Any Officer so removed from office shall not be eligible to be named as a candidate for election as an officer of USLCA for a period of four (4) calendar years following the effective date of that officer's removal.
- 6.4 **VACANCIES.** Any vacancy may be filled for the unexpired portion of that term of office by a majority vote of USLCA Board of Directors.
- 6.5 **PRESIDENT.** The President shall be the principal officer of USLCA and shall exercise general supervision over the affairs of USLCA, its officers, and personnel consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of USLCA; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of USLCA, provided such steps do not exceed the scope of authority determined by the Board.
- 6.6 **SECRETARY.** The Secretary shall perform such duties as may be assigned by the President or the Board of Directors. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of

~~Secretary~~ of Directors designating a committee, a majority of the whole

- 6.7 **TREASURER.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of USLCA; receive and give receipts for monies due and payable to USLCA from any source whatsoever and deposit all such monies in the name of USLCA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of USLCA's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments.
- 6.8 **PAID OFFICERS.** The Board of Directors may appoint one or more paid officers, including an Executive Director. Upon appointment, the Executive Director shall be responsible for carrying out policy as set by the Board of Directors, for conducting the daily affairs of USLCA, and for the employment of all paid USLCA personnel. The Executive Director, by virtue of his or her position, shall be an ex-officio, non-voting member of the Board of Directors.

ARTICLE 7:

COMMITTEES

- 7.1 **ESTABLISHMENT OF COMMITTEES.** Committees may be established and dissolved by resolution of the Board of Directors. The members of each committee shall be appointed by the President of USLCA. One member of each committee shall be appointed as the committee Chair by the President of USLCA. The terms of all committees and their members shall be reviewed annually.
- 7.2 **VACANCIES.** Vacancies in the membership of any committee may be filled by the President of USLCA.
- 7.3 **MANNER OF ACTING.** Unless otherwise provided in the resolution of

the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with USLCA's Articles of Incorporation, these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 8: FINANCE

- 8.1 **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of USLCA, and such authority may be general or confined to specific instances.
- 8.2 **FINANCIAL INSTRUMENTS.** All checks, drafts, or other orders for payment of money notes, or other evidences of indebtedness issued in the name of USLCA shall be signed by such officer or officers, agent or agents of USLCA in such manner as shall from time to time be determined by resolution of the Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President.
- 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.
- 8.4 **BOOKS AND RECORDS.** USLCA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.
- 8.5 **FISCAL YEAR.** The fiscal year of USLCA shall begin on January 1 and end on December 31.

~~**ARTICLE 9:**~~
CONFLICT OF INTEREST

- 9.1 **DISCLOSURE.** All candidates for Director or staff positions shall disclose in writing any real, perceived or potential conflict of interest, before their election or appointment. Any conflict found after the election or appointment shall be disclosed to USLCA membership.
- 9.2 **VOTING PRIVILEGES.** A person having a conflict of interest regarding a matter of concern to USLCA shall disclose in writing 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 USLCA business.

ARTICLE 11:
INDEMNITY AND INSURANCE

- 11.1 **INDEMNIFICATION.** USLCA shall indemnify and advance expenses to its Directors, employees, contractors and agents to the full extent possible under applicable law. Accordingly, the Board may provide by resolution that any Director, employee, contractor or agent be advanced expenses or be indemnified for expenses and costs, including legal fees, which were necessarily incurred in connection with any claim asserted against said person by reason of said person's having been a Director, employee, contractor, or agent of USLCA. However, no indemnification or advance of expenses shall be allowed if such person was guilty of misconduct regarding the matter in which an advance or indemnification is sought, and any funds advanced to such person shall be returned to USLCA.

**ARTICLE 12:
PARLIAMENTARY AUTHORITY**

- 12.1 **PARLIAMENTARY AUTHORITY.** Except as otherwise provided in USLCA's Articles 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 13:
AMENDMENTS**

- 13.1 **AMENDMENTS.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the membership voting at any regular or special membership meeting. If at least thirty days' written notice is given of intention to alter, amend, or repeal, or at any special meeting, if at least thirty days' written notice is given of intention to alter, amend, or repeal, to adopt new Bylaws at such meeting.

**ARTICLE 14:
DISSOLUTION**

- 14.1 **DISSOLUTION.** In the event of dissolution of USLCA, its assets after payment of expenses shall be distributed by the Board of Directors to another not-for-profit organization whose aims and objectives, in whole or in part, are similar to those of USLCA, and who are exempt under the provisions of Section 501(c) (6) of the United States Internal Revenue Code.

CERTIFIED AND ADOPTED:

Date: July 19, 2009

Approved by Membership July 22, 2009

Glenda Dickerson, President

ATTEST CERTIFICATION:

Karen Querna, Secretary

