

Bylaws
of the
United States Lactation
Consultant Association, Inc.

Table of Contents

Article 1	NAME _____	3
Article 2	STATEMENT OF PURPOSE _____	3
Article 3	MEMBERSHIP _____	4
Article 4	MEETINGS OF MEMBERS _____	4
Article 5	BOARD OF DIRECTORS _____	5
Article 6	OFFICER _____	6
Article 7	CHAPTERS _____	7
Article 8	COMMITTEES _____	7
Article 9	FINANCE _____	8
Article 10	CONFLICT OF INTEREST _____	8
Article 11	CONFIDENTIALITY _____	9
Article 12	INDEMNITY AND INSURANCE _____	9
Article 13	PARLIAMENTARY AUTHORITY _____	9
Article 14	AMENDMENTS _____	9

Article 1 NAME

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

Article 2 STATEMENT OF PURPOSE

- 2.1 STATEMENT OF PURPOSE. USLCA is organized and shall be operated exclusively for the educational, charitable, and scientific purposes as contemplated by 501(c)(3) the United States Internal Revenue Code. More specifically, the purposes of USLCA are to:
 - 2.1.1 To protect the public by advocating for the US Lactation Professional in the United States of America, to promote recognition of the US Lactation Professional within the health care community, continued improvement in skills related to lactation care, expansion of the literature relevant to lactation consultants and such other activities as may hereafter be brought under the auspices of USLCA for such purposes;
 - 2.1.2 To provide for education opportunities for the IBCLC and other health care workers concerned with breastfeeding and related issues;
 - 2.1.3 To heighten recognition of the consequences of artificial feeding of infants and children;
 - 2.1.4 To cooperate with other organizations whose aims and objectives, in whole or in part, are similar to those of the Association;
 - 2.1.5 To foster communication, networking and mutual support amongst USLCA members;
 - 2.1.6 To advocate for USLCA members and advise relevant authorities on issues of concern to the Association's members;
 - 2.1.7 To uphold high standards of professional practice;
 - 2.1.8 Foster awareness of breastfeeding and human milk feeding as important measures for health promotion and disease prevention;
 - 2.1.9 To encourage research in all aspects of human lactation;
 - 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 and its chapters 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, its staff, and its chapters 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.
- 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 of Directors.
- 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. Matters submitted for member vote shall be decided by a majority of those voting, except as otherwise provided by the laws of the State 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. Member meetings may be held in person or using electronic technology.
- 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.

- 4.3 QUORUM. Quorum for meetings of the general membership shall be defined as all of those voting members present during the meeting.
- 4.4 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 and staff members such powers as provided for in these Bylaws. Board of Directors retains responsibility.
- 5.2 NUMBER. The number of Directors shall not be less than 5, nor more than 9. The number of directors may be revised at the discretion of the Board.
- 5.3 QUALIFICATIONS. Each Director must have been be a 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 or appointed. Terms of office shall begin at the annual meeting following the election. The USLCA Board of Directors has the option to invite a board member to renew his/her term for another three-year period. At the conclusion of the second term, members must rotate off the Board for one (1) year.
- 5.5 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 majority 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 Director 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 VACANCY. Vacancies occurring on the Board for any reason may be filled by majority vote of the Directors. A Director so elected to fill a vacancy shall complete the unexpired term of that Director's predecessor in office. Thereafter, the director must be elected to the post, by the USLCA voting members, to retain the office. A vacancy in the office of President will be filled by a Director, elected by a majority vote of the Directors.
- 5.10 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.
- 5.11 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.
- 5.12 POLICIES & PROCEDURES. The Directors are bound by the USLCA's policies and procedures which are then in effect.
- 5.13 COMPENSATION. All Directors shall serve without compensation, but may be reimbursed for authorized expenses.

Article 6 OFFICERS

- 6.1 OFFICERS. The Officers of USLCA shall be a President and an Executive Director.
- 6.2 ELECTION OF OFFICER. The Officer President of USLCA is a Director that is elected by majority vote of the BOARD OF DIRECTORS.
- 6.3 TERM OF OFFICE. The Officer President will be elected to serve for a two (2) to three (3) year term, not to exceed 6 years of continuous service. Terms of office shall begin at the annual meeting following the election.

- 6.4 REMOVAL. The ~~Officer~~ President 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. The ~~Officer~~ President 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.
- 6.5 VACANCY. A vacancy in the Office of President may be filled for the unexpired portion of that term of office by a majority vote of BOARD OF DIRECTORS.
- 6.6 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.
- 6.7 EXECUTIVE DIRECTOR. The Executive Director shall be the chief executive officer of USLCA. The Executive Director shall be an employee of USLCA selected and contracted by the BOARD OF DIRECTORS. The Executive Director shall be a nonvoting, ex-officio member of the BOARD OF DIRECTORS, except that the Executive Director shall have the right to vote in order to break a tie vote of the Board of Directors.

Article 7 CHAPTERS

- 7.1 A USLCA CHAPTER is a legally constituted organization which subscribes to the purposes and policies of USLCA and which meets the criteria established by the USLCA Board of Directors and delineated in the CHAPTER Agreement. Termination of USLCA CHAPTER status is determined by two-thirds (2/3) vote of the USLCA Board of Directors.

Article 8 COMMITTEES

- 8.1 ESTABLISHMENT OF COMMITTEES. Committees may be established and dissolved by resolution of the Board of Directors. Each committee shall be approved by the Board of Directors and appointed by the Director responsible for that committee.
- 8.2 NOMINATIONS COMMITTEE. The Nominations Committee is the only standing committee of USLCA. The Nominations committee shall prepare a slate of candidates for the election of Directors other than the position of President. The membership shall be invited to submit names to the Nominations Committee. The outgoing President will serve as chair of the Nominations Committee.

8.3 ANNUAL AFFIRMATION. All committee members will be required to sign a conflict of interest statement annually.

Article 9 FINANCE

9.1 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.

9.2 FINANCIAL INSTRUMENTS. All checks, drafts, or other orders for payment of money notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents in such manner as shall from time to time be determined by resolution of the Directors.

9.3 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.

9.4 FISCAL YEAR. The fiscal year of USLCA shall begin on January 1 and end on December 31.

Article 10 CONFLICT OF INTEREST

10.1 DISCLOSURE. Any individual seeking an elected, appointed or contracted position at USLCA must make prior disclosure of any real, perceived or potential conflict of interest. A conflict of interest arises when one is in a position to influence a decision at USLCA that will result in personal or professional gain for self or a family member. Individuals will not accept any funding from entities that are not in compliance with the International Code of Marketing of Breast-milk Substitutes and its subsequent WHA resolutions. Any undisclosed conflict found after assumption of position may result in termination of their term.

10.2 VOTING PRIVILEGES. A person having a conflict of interest regarding a matter of concern to USLCA shall disclose 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.

10.3 ANNUAL AFFIRMATION BY THE BOARD. USLCA Board members will be required to sign an annual conflict of interest statement.

Article 11 CONFIDENTIALITY

11.1 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 12 INDEMNITY AND INSURANCE

12.1 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 13 PARLIAMENTARY AUTHORITY

13.1 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 14 AMENDMENTS

- 14.1 AMENDMENTS. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the participating voting membership via paper or electronic ballot.
- 14.2 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.

Michelle Stulberger, President

ATTEST CERTIFICATION:

Dominique Gallo, Secretary

CERTIFIED AND amended:

Date: February 2021

Approved by Membership: _____