

BYLAWS OF THE MINNESOTA AFFILIATE

ARTICLE I. NAME AND PRINCIPAL OFFICE

Section A. Name/Nonprofit Incorporation

The Minnesota Affiliate is an incorporated entity formed in the State of Minnesota and is an Affiliate of the American College of Nurse-Midwives (ACNM) afterwards to be known as the Affiliate.

ARTICLE II. PURPOSES AND LIMITATION

The purposes of the Affiliate are as set forth in our Articles of Incorporation. Section A. Mission Statement

The Affiliate of ACNM promotes the health and well-being of women and newborns within their families and communities through the development and support of the profession of midwifery as practiced by Certified Nurse-Midwives (CNMs) and Certified Midwives (CMs).

Section B. Purposes

As set forth in our Articles of Incorporation, this ACNM Affiliate has the following purposes:

- Represent the membership regarding issues impacting the practice of midwifery in Minnesota in accordance with the bylaws and policy guidelines of the American College of Nurse-Midwives.
- Promote the health and well-being of women and families in Minnesota by furthering the profession of midwifery.
- Establish a mechanism for cooperation with other groups and organizations in promoting the health and well-being of Minnesota families.
- Achieve legislation and regulation that is favorable to midwifery practice.
- Support and foster appropriate professional licensure regulations and legislation related to midwifery and women's health issues.

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- Facilitate communication between the American College of Nurse-Midwives and membership of the State of Minnesota Affiliate.
- Promote the profession of midwifery, excellence in the practice of midwifery and the education of midwives within Minnesota.
- Provide a recognized forum for the free exchange of ideas and information related to the midwifery profession and women's health issues.
- Inform ACNM of the needs and issues of the Affiliate.
- Promote the general and specific mission and purposes of the ACNM.
- Represent official positions of the ACNM.
- Give support and encouragement to the concerns and interests of CNM/CMS and SNM/SMs.
- Encourage CNMs/CMs and SNM/SMs to be active participants in functions relating to the American College of Nurse-Midwives.
- Serve as a source of information to the public and to government agencies concerning excellence in midwifery and women's health care practices and services.
- Engage in and support research activities relating to the profession of midwifery and women's health.
- Engage in all other corporate activities permitted by law.

ARTICLE III. MEMBERSHIP AND PRIVILEGES

Section A. Membership

To qualify as Members of this Affiliate, individuals must be members in good standing of the American College of Nurse-Midwives.

Section B. Classification, Qualifications and Privileges of Members The

categories of membership, as follows, are as established by ACNM: • Active

members in the Affiliate may make motions, vote and hold office.

- Student members may speak, but may not make motions, vote or hold office. They may serve on committees and task forces in any capacity except as Chairperson.
- Associate members in the Affiliate may speak, but may not make motions, vote or hold office. They may serve on committees and task forces in any capacity except Chairperson.

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

Membership expiration, resignation, suspension, expulsion, termination or transfer is established by ACNM.

Section D. Chapters

1. Affiliate members may form subgroups called Chapters within affiliates to meet their needs. These Chapters shall be organized by geographic area within the Affiliate.
2. All Chapter members shall be members in good standing of the ACNM and the Affiliate.
3. The Board of Directors recognizes and dissolves Chapters as requested by the Chapter. The Board of Directors reviews Chapter standing rules of operating procedures (SROPs) every three years for congruence with the Affiliate and ACNM.
4. All Chapter activities must be congruent and supportive of the Affiliate and ACNM bylaws, policies, procedures, positions, practices and all applicable laws.
5. The Chapter may engage in activities, including but not limited to:
 - the solicitation of donations, funds, and other third party sponsorships;
 - the development and sponsorship of educational symposia, professional conferences, and written publications; and
 - the sponsorship and endorsement of governmental and non-governmental policies and programs related to the professional field of midwifery.

Section E. Membership Dues

The Board of Directors shall establish membership dues consistent with its activities, and may raise funds for specific projects independently of those dues.

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- Annual membership dues shall be the amount determined by the Affiliate.
- Student membership dues shall be an amount equal to 50% of the active membership dues.
- Associate membership dues shall be an amount equal to 50% of the active membership dues.

- Non-Payment of Dues.

- A member whose dues are not paid by the due date is delinquent.
 - A member who has not paid all applicable dues within 60 days of the dues date shall be in default and not in good standing, and shall not be entitled to exercise any rights or privileges of Affiliate or ACNM membership until all such current dues are paid in full.
 - Members who pay all dues in arrears within 60 calendar days of notice of the default shall not lose any membership privileges.
 - Non-payment of applicable dues in arrears will cause membership in the Affiliate and ACNM to expire or be terminated.

- Board Authority/Dues, Fees, and Assessment Reduction and Waiver. The Affiliate Board of Directors shall have the sole authority and responsibility to develop, establish, and enforce policies to determine, modify, and, in special circumstances, reduce or waive fees for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.

Article IV. Meetings

Section A. Meeting frequency

This Affiliate of ACNM shall meet at least once a year.

Section B. Quorum Requirements

- A quorum for a meeting shall consist of one elected officer and one tenth of the voting membership.

- A quorum must be present or in the case of phone/electronic

meetings participating at all meetings in order to transact Affiliate business.

- Unless otherwise specified, a simple majority (1/2 +1) of the quorum shall decide issues voted upon.

Section C. Voting Procedures

- All votes of the membership taken at a Membership Meeting will be conducted in accord with the most recent edition of Robert's Rules of Order.
- Each Active Member is entitled to 1 vote per 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.

Section D. Mail/Electronic Balloting

- With respect to any motion, question, resolution or proposed action that the Board of Directors determines or these Bylaws require should be submitted to eligible members for a vote without attendance at a meeting, the Affiliate shall mail, e-mail, fax, or otherwise deliver a written ballot to each Active Member at the last known postal address, e-mail address, or fax number provided to the Affiliate, which shall be deemed to be good and sufficient notice of such vote.
- Each completed ballot returned to the Affiliate within the specified time period shall be valid.
- Actions taken by mail ballot shall pass by a simple majority of those voting unless otherwise specified in these bylaws.
- The sale or transfer of a vote is strictly prohibited.

ARTICLE V. OFFICERS

Section A. Qualifications of the officers

Active members of the Affiliate in good standing shall be eligible to hold

any of the elected positions of the Affiliate.

Section B. Titles of Officers

The member elected officers shall be the Co-Presidents, Vice-President, Secretary and Treasurer or Secretary/Treasurer.

Section C. Terms of officers

- The term of office for each officer shall be 2 years and, where possible, terms shall be staggered.
- Terms of office begin on August 1 of the election year and run to August 1 in two year's time.
- No officer shall serve more than two consecutive terms.
- A vacancy in the office of a Co-President shall be filled by the Vice-President.
- Vacancies in offices other than that of the Co-Presidents shall be filled for the unexpired term by appointment by the remaining officers within 60 days of the initial vacancy in that office.

Section D. Responsibilities of Officers

- The Co-Presidents shall:
 - Preside at all Affiliate meetings with proper notification to members of meetings and agendas
 - Appoint standing committee and task force Chairpersons.
 - Designate and appoint Affiliate representatives to state external organizations
 - Coordinate communications between the Affiliate, Regional Representative and ACNM.
 - Declare election results and communicate those results to the Regional Representative and the ACNM.
 - Have check-signing power.

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- The Vice-President shall:
 - Perform the duties of the Co-Presidents in the absence or inability to the Co-Presidents to serve.
 - Succeed to the office of Co-Presidents should the office become vacant during an unfinished term.
 - Perform such duties as may be delegated by the Co-Presidents.
 - Coordinate arrangements and program components of Affiliate meetings.
 - Coordinate arrangements and program components of chapter meetings, including CEU presentations and approval of ACNM continuing education units.

- The Secretary shall:
 - Have and perform all duties commonly incident to, and vested in, the office of Secretary of a corporation, including but not limited to supervision and maintenance of all Affiliate documents.
 - Be responsible for the minutes of all meetings of the Affiliate and Executive Committee including accountability for accuracy of the minutes and their timely and appropriate distribution to both the Affiliate membership and the Regional Representative.
 - Maintain current organized files of all Affiliate business.
 - Be responsible for distribution of notices of Affiliate meetings.
 - Be responsible for all Affiliate correspondence, both electronic and mail.
 - Perform duties delegated and designated by the Co-Presidents.

- The Treasurer shall:
 - Perform all duties commonly incident to and vested in the office of Treasurer of a corporation, as well as all duties delegated by the Co Presidents, including, but not limited to the administration of the fiscal

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and financial policies of the Affiliate. This includes filing all required tax documents, as required by the IRS rules, including that a Form 990 is prepared if the Affiliate has more than \$25,000 in annual income,

- Supervise the maintenance of accurate corporate books;
- Act as custodian of the funds of the Affiliate
- Present itemized financial reports at each meeting of the Affiliate.
- Be responsible for systematic collection of annual Affiliate dues, whether from members or from ACNM.
- Maintain a list of members with ACNM and Affiliate dues currently paid.

ARTICLE VI. BOARD OF DIRECTORS

Section A. Responsibilities and Functions of the Board

- General Authority
 - The Affiliate shall be governed by the Board of Directors (Board).
 - 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 the Affiliate. Although each Affiliate must be recognized by ACNM, ACNM does not directly oversee or control the Affiliates or their Chapters.
 - The Board shall oversee the business, financial resources, human resources, property, activities, and other affairs of the Affiliate in accordance with the Articles of Incorporation and these Bylaws in their present or amended form. This includes filing all required tax documents, as required by the IRS rules, including that a Form 990 is prepared if the Affiliate has more than \$25,000 in annual income,
 - Specific Authority. The Board of Directors shall have authority over all lawful corporate activities, including, but not limited to, policies and matters related to:
 - Membership fees.
 - Member services.

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- Creation of committees, task forces, and advisory groups (except the Nominating Committee).
- Approval of chairpersons for task forces and advisory groups.
- Filling of vacancies on the Board of Directors, except for the office of the Co-Presidents.
- Board operations.
- Funding, spending, and budget authority, contract and grant arrangements.
- Continuing education programs.

Section B. Limitations and Conduct of the Board

- The Board of Directors shall establish policies and procedures specifying Board limitations and conduct, including, but not limited to, the following:
 - Compensation for Services and/or Activities: Members of the Board of Directors shall not receive any compensation or other tangible or financial benefit for service on the Board of Directors. However, the Board may authorize payment by the Affiliate of actual, reasonable expenses incurred by Directors for approved activities.
 - Corporation and Director Independence/ Loyalty: Members of the Board shall act in an independent and ethical manner consistent with their obligations to the Affiliate, 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.
 - 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 have the right to be heard, subject to policies developed by ACNM for this purpose.

Section C. Composition of the Board

- The Board of Directors shall be composed of between 5-9 voting and members. The voting members shall include: the Co-Presidents, Vice-President, Secretary, Treasurer, and such other Directors as the Affiliate deems

necessary to represent its constituency and geographical regions.

Section D. Qualifications of voting members of the Board of Directors

- All voting members of the Board of Directors shall be Active Members in good standing and shall be otherwise qualified according to these Bylaws and applicable corporate policies.

Section E. Terms of Office of the Voting Members of the Board of Directors

- All voting members of the Board of Directors shall be elected by the voting members to serve a term of 2 years. Each member shall serve until a successor is elected and assumes office.
- Members of the Board of Directors shall take office at the meeting at which their election is declared.
- No voting member of the Board of Directors shall be eligible to serve more than 2 consecutive terms.
- After two consecutive terms for all Board members, a person may become eligible again for nomination to the Board of Directors after 3 years have elapsed from the end of service.
- The terms of the voting members of the Board of Directors shall be staggered to ensure that approximately 1/3 of the positions expire each year.

Section F. Meetings

- All regular meetings of the Board of Directors will be held at a time designated by the Board for the transaction of business.
- Meetings may be held in a single location, by phone or electronically. Agendas identifying and describing items to be discussed at regular Board meetings shall be distributed at least 7 days prior to the meeting or as otherwise determined by the Co-Presidents or the Co-Presidents' designee.
- Special meetings of the Board of Directors may be called by the Co-Presidents or by the request of a majority of the voting members of the Board of Directors. These meetings may be held in a single location by phone or videoconference, or other technology permitting members to hear each other at the same time and speak. Notice of a Special Meeting will be delivered via telephone, e-mail, or fax transmission to each member of the Board of Directors stating the date, hour, place and purpose of the meeting and items 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 so long as all of the members of the Board of Directors have been contacted and advised of such a meeting, date and hour, and of the item(s) to be reviewed or acted upon. The Board is authorized to conduct any lawful business at a special meeting or telephone/electronic conference meeting, as provided in these Bylaws. Whenever possible, prior notification to the membership of the meeting time, place and way to participate will take place.

- Meeting Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors. Such majority shall be capable of transacting corporate business, consistent with these Bylaws. Voting by proxy shall not be permitted.

ARTICLE VII-NOMINATIONS AND ELECTIONS

Section A. Election Schedule

- There shall be an annual election, occurring in May or June, with officers' terms beginning on August 1.
- Eligibility of Members. Only active members whose consent has been obtained shall be selected for nomination.

Section B. Mail/Electronic Ballot

- Nominating Committee
 - A nominating committee of 3 active members shall be elected. Each member shall serve a term of three years. No member shall serve more than one term.
 - 2 committee members shall be elected in the even number years and 1 member in the odd number years.
 - Following the meeting at which the election is declared, the committee shall choose a Chairperson from the members who have served on the committee for one year.
 - Members of the nominating committee may not run for an elected office. •

Election Procedure

- Elections shall be by electronic or mail ballot sent to the voting membership of the Affiliate no later than 45 days prior to the date of the meeting when the election will be announced.
 - Ballots shall be counted not earlier than 30 days after the ballots have been sent and no later than 14 days prior to the meeting when the election will be announced.
 - Election is by majority vote of those returning their ballot.
 - A tie vote in a category shall be resolved by a ballot vote of the voting members at the meeting when the tie is announced.
 - Those elected shall take office at the close of the meeting at which their election is declared.
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- Role of Nominating Committee.
 - Compose an annual ballot.
 - Prepare and ballots and disseminate to voting membership no later than 45 days prior to the date of the meeting when the election results will be announced. Preparation of the ballot includes voting instructions to be sent with the ballot.
 - Role of Tellers and Assistants (Counting Ballots).
 - The Affiliate Co-Presidents shall appoint 2-3 active members as tellers. These members shall not be: 1) currently nominated for office, 2) an officer, or 3) a current member of the nominating committee.
 - Returned ballots shall be sent electronically or by mail to the tellers.
 - Tellers shall make paper copies of all electronic communications to add to the mailed results.

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- Prepare a written tabulation of all ballots and submit to the Affiliate Co Presidents no less than 14 days prior to the meeting when the election will be announced.
- Destroys all ballots after the election has been declared by the Affiliate Co Presidents.

ARTICLE VIII. COMMITTEES AND TASK FORCES

Section A. Committees

- Committees necessary to carry out the ongoing general work of the Affiliate may be created. Committees can include, but are not limited to Legislative, Publicity and Public Affairs, Education, Program, Bylaws, Finance, Continuing Education, Membership and Research.
- 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).
- The Co-Presidents appoint the Committee Chairperson, who must be an active member for a term of 3 years. The Chairperson may be appointed by the Co Presidents to serve for one additional term.
- The Committee Chair Appoints the Committee members.
- Members of committees shall serve a term of 3 years and may be reappointed by the Chairperson to serve for one additional term.
- A majority of members of each committee shall be Active Members of the Affiliate, but it may include active, associate and student members.

Section B. Task Forces

- Task Forces are formed by the Board of Directors to accomplish a specific task.
 - The Affiliate Co-Presidents will appoint a Chairperson, who must be an active member.
 - The Chairperson appoints the Task Force members.
 - A majority of members of each Task Force shall be Active Members of the Affiliate, but it may include active, associate and student members.

- The formation, responsibilities, and membership of the Task Force is reported in the minutes of the Affiliate meeting along with the timeline for responsibilities to be completed.

ARTICLE IX. AMENDMENTS

Section A.

These bylaws may be amended at any meeting in person or electronic of the Affiliate by a two-thirds vote of those present and entitled to vote provided that thirty days prior notice by mail, e-mail, fax transmission or other appropriate means has been given. Notice shall be deemed sufficient if sent to the last postal address, e-mail address, or fax number furnished to the Affiliate.

Section B.

Amendments adopted by the Affiliate shall then be sent to the Bylaws Committee of the American College of Nurse-Midwives for review of congruence with national bylaws before they become effective.

ARTICLE X-DISSOLUTION

- Upon dissolution of the Affiliate with applicable federal, state or other laws, the Board of directors shall adopt a dissolution plan, which shall include, where appropriate, provisions to implement the following:
 - payment and discharge of all liabilities and obligations of the Affiliate;
 - compliance with all relevant legal requirements concerning the Affiliate's tax-exempt status;
 - return, transfer, or conveyance of all assets received or held by the Affiliate upon condition that the assets be returned, transferred or conveyed upon dissolution of the Affiliate;
 - conveyance of the assets of the Affiliate to one or more domestic corporations engaged in the activities substantially similar to those of the Affiliate, and which may be selected as an appropriate recipient of certain assets, so long as such organizations shall then qualify as organizations exempt from federal income taxation under Section 501(c) of the Internal Revenue Code or other controlling law.

ARTICLE XII-INDEMNIFICATION

This Corporation shall purchase insurance in order to fulfill its obligations under the ACNM Affiliate Agreement and may, as it determines, indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Approved by The Minnesota Affiliate of the ACNM, October 2010