Bylaws of the Academy of Breastfeeding Medicine

Approved January 2015

ARTICLE 1. NAME

The name of this corporation shall be the Academy of Breastfeeding Medicine (ABM) (the “Corporation”), originally incorporated in the US State of California.

ARTICLE 2. OFFICES

The principal office of the Association is located in Chicago, IL or elsewhere as determined by the Board of Directors.

ARTICLE 3. PURPOSES

ABM is a worldwide organization of physicians dedicated to educating and empowering health professionals to support breastfeeding, lactation and human milk feeding. The goals of the organization are to be a global medical community for those who work in or have an interest in breastfeeding medicine, lactation and human milk feeding; to help every medical doctor recognize that breastfeeding medicine is a discipline and understand how their specialty is impacted by breastfeeding and human lactation; and to promote, distill and disseminate evidence-based knowledge and research that improves clinical care and is diverse, inclusive, translational and globally accessible.

ARTICLE 4. RESTRICTIONS

All policies and activities of ABM shall be consistent with a) applicable federal, state and local antitrust, trade regulation or other legal requirements; and b) applicable tax exemption requirements, including the requirements that ABM not be organized for profit and that no part of its net earnings inures to the benefit of any private individual.

ARTICLE 5. MEMBERSHIP

1. Membership of ABM shall be of four classes:
   a. **Physician Members.** Physician members are eligible to vote, to hold office, and to be a member of the Board of Directors (the “Board”). Physician members shall have an MD, DO, MBBS, DDS, DMD or equivalent degree from an accredited school of medicine or osteopathy

and a current or previous license to practice in one's state or country.

b. **Doctors-in-Training Members.** Student, resident, and fellowship members include medical students or physicians in part-time or full-time academic study or clinical training. Doctors- in-Training members can vote and serve on committees but cannot hold office or serve on the Board of Directors.

c. **Affiliate Members.** Affiliate members are NP, RN, PA, IBCLC, RD, SLP, Certified Nurse Midwives, and other healthcare professionals with an advanced degree interested in Breastfeeding Medicine who are certified by the appropriate entity. To qualify as a PhD "Affiliate Member," one must be conducting research or studying a field related to breastfeeding medicine. Affiliate members cannot vote in elections and are not eligible to serve on committees. They may not run for nor hold office and they are not eligible to become members of the Board of Directors

d. **Honorary Members.** Under such special circumstances as are deemed appropriate, the Board may invite a physician to join ABM as an Honorary Member. Such members are not "members" of the Corporation as defined in section 5056 of the Law. Honorary Members are not eligible to vote, to hold office, or to be a member of the Board.

2. All Members with the exception of Honorary members shall be required to pay annual dues for each fiscal year. Policies and procedures regarding the payment or nonpayment of dues are set by the Board.

3. Any member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or to meet the criteria for membership is presumed to be adequate reason for expulsion and does not require advance notice to the member and deliberation by the Board. Any member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing or in person before the Board of Directors at the Board's discretion, and final written notice of the Board's decision.

ARTICLE 6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. Subject to the provisions of the Law and limitations in the articles of incorporation and bylaws relating to the action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers

shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee - however composed - provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate discretion of the Board.

2. Each year, the Board shall consist of 15 voting members: 1) ten elected Directors and 2) the five officers who are members of the Executive Committee including the President, the Vice- President/President-Elect, the Secretary, the Treasurer, and the Past President.

3. The ten elected Directors shall each be elected to a three-year term. Directors shall not serve more than two consecutive terms, with a year off before being again nominated to the board, unless extenuating circumstances exist. Officers shall serve their terms in accordance with Article 8 of these bylaws.

4. There will be up to two non-voting positions on the Board reserved for current ABM Doctor-in-Training members, preferably one studying to be a Doctor (i.e. medical school) and one who is in additional training (i.e. residency training (as it is called in the U.S.) or the equivalent). They may serve on committees within the ABM and are expected to liaise with Student or Resident members. The positions will be for one year from the time of appointment regardless of a change in training status and have the potential for reappointment to a second term, if at the time of reappointment, they remain in training. Interest in these two positions will be solicited and nominations accepted. Candidates will submit a CV and a letter of interest. The Governance Committee will review the submitted materials and make recommendations for the two positions that would then require approval from the Board.

5. Subject to the provisions of Section 5226 of the Law, any member of the Board may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time to take office when the resignation becomes effective.

6. In the event of a vacancy on the Board, the President will solicit recommendations from the entire Board in writing on a potential replacement. The President will then formally nominate a person to fill the vacant position until the next annual election. The President has the power to fill an Executive Committee vacancy immediately, but then his/her decision must be approved by the Board at the following Board meeting. The members of the Board must

approve that nomination by a majority vote before that person can join the Board. If not approved, then the Board would become responsible for filling the vacancy.

7. A vacancy on the Board shall be deemed to exist in case of the death, resignation, or removal of any member of the Board, or an increase in the authorized number of members of the Board. The Board may declare vacant the office of a Board member who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final court or judgment of any court to have breached any duty arising under Sections 5230 through 5239 of the Law. Subject to Section 5222(f) of the Law, the Board may also remove any member of the Board without cause if the removal is approved by a majority of the Board members then in office. No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of the Board member's term of office unless the reduction also provides for the removal of that specified Board member in accordance with these bylaws and the Law.

8. Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this section, "interested persons" means either a) any person currently being compensated by the Corporation for services rendered it within the previous twelve months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to an officer as officer; or b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

9. The President of ABM shall serve as Chair of the Board. In the absence of the President, the Vice-President/President-Elect will serve as Chair of the Board. In the absence of both the President and the Vice-President/President-Elect, the Secretary shall serve as Chair of the Board.

10. The members of the Board shall serve without compensation in the performance of their Board-related duties.

11. The members of the Board shall not be personally liable for the debts, liabilities, or other obligations of ABM.

12. All Board members, committee members, and others carrying out responsibilities on behalf of ABM will be covered by liability insurance or other insurance as appropriate that is purchased by ABM.

13. The Board shall adopt a budget for the operations of ABM in a timely manner and shall have the power to authorize the expenditure of money for the conduct of its business.

ARTICLE 7. MEETINGS OF THE BOARD OF DIRECTORS

1. Meetings: The members of the Board shall meet at least five times in a calendar year. Meetings can be held in person or via conference call or virtual platform. Meetings must be called no less than fifteen (15) days in advance by the President or by written petition to the President by three members of the Board. A special meeting may cover only those issues that warrant an additional meeting.

2. The Executive Director and the Editor-in-Chief of Breastfeeding Medicine are required and have the right to attend every Board meeting, unless specifically excused by the Board.

3. For matters that require immediate attention between meetings of the full Board, the Executive Committee is responsible for acting on behalf of the Board (Article 8, Section 1). In addition, at the discretion of a majority of the Executive Committee, emergency actions can be taken via an electronic vote of the Board.

4. Any meeting may be held by conference call / telephone or similar communication equipment, as long as all Board members participating in the meeting can hear one another. All such Board members present on a conference call shall be deemed to be present in person at such a meeting.

5. Absences: An unexcused absence will be taken to mean an absence of a Board member from a Board meeting, either a conference call or an in person meeting, that is not communicated in advance to either the President or the Executive Director. If an officer or Board member has two or more consecutive unexcused absences, then the Board, by a vote of the majority of the then acting Board, may require the resignation of such member.

6. A majority of the voting members of the Board (eight people) shall constitute a quorum.

7. Every act or decision done or made by a majority of the voting members of the Board present at a meeting duly held at which a quorum is present is the act of the Board, unless the articles of incorporation or the bylaws of this

corporation, or provisions of the Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of directors (Section 5238e) require a greater percentage or different voting rules for approval of a matter by the Board.

8. Any action that the Board is required or permitted to take may be taken without a meeting if two- thirds of the voting members (10 or more) of the Board consent in writing or by e-mail to the action; provided, however, that the consent of any Board member who has a material financial interest in a transaction to which the corporation is a party and who is an “interested officer” as defined in Section 5233 of the Law shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

9. The Secretary shall ensure that ABM routinely maintains a written summary of the Board’s proceedings and decisions (“meeting minutes”). Those meeting minutes are then routinely distributed to the Board. For a vote on any given motion, the outcome of the vote (motion passed, motion failed, motion withdrawn) is noted in the meeting minutes.

ARTICLE 8. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

1. **Purpose:** The purpose of the Executive Committee is to perform the business of ABM on matters that require immediate attention between meetings of the full Board. Under no circumstances can the Executive Committee modify or countermand any decision made by the Board. The President may ask the Executive Committee to assist in the development of the agendas for Board meetings.

2. **Membership:** The Executive Committee of the Board will consist of the following five officers: President, Vice-President/President-Elect, Secretary, Treasurer, and Past President. All Executive Committee members are responsible to the Board.

3. **Meetings:** Every reasonable attempt will be made to hold Executive Committee conferences between the meetings of the full Board. Additional conferences of the Executive Committee may be called at the discretion of the President. Four members of the Executive Committee will constitute a quorum of the committee. Every act or decision done or made by a majority of the Executive Committee present at a conference duly held at which a quorum is present is an act of the Executive Committee.

4. **Meeting Minutes:** The Secretary shall ensure that minutes of Executive Committee meetings are distributed to the Board and are maintained by ABM. All actions taken by the Executive Committee shall be reported to the entire Board at the next Board meeting.

5. **The President:** S/he shall be the Chair of the Board of ABM and will serve a term of two years. The President may not serve a consecutive term of office. The President shall preside over all meetings of the Executive Committee, the Board, and the membership, and perform such other duties from time to time as may be required by the Board.

   The President shall have general powers to execute all Board-approved bonds, deeds, contracts and other legal instruments in the name of ABM. Any payments of twenty thousand dollars ($20,000) or more must be signed by two signatories.

   The President shall appoint all committee chairs annually. The President shall have the power to appoint any additional committees as s/he may deem necessary to carry out the purposes and businesses of ABM, in accordance with the articles of incorporation and the bylaws and actions taken by ABM.

6. **The Vice-President/President-Elect:** S/he shall serve a term of two years and shall assume the office of the President immediately following the term of the current President. The Vice- President/President- Elect shall perform the duties of the President if for any reason the President is unable to perform such duties.

   The Vice-President/President-Elect will also be responsible for other duties as determined by the President and/or the Board of Directors.

7. **The Secretary:** S/he shall serve a term of two years and be eligible for a second consecutive term of two years. The secretary shall ensure that appropriate records are taken and maintained by ABM of all business sessions of ABM and of all Board and Executive Committee meetings.

   The Secretary will also be responsible for other duties as determined by the President and/or the Board of Directors. In the event that the Secretary shall, for any reason, be unable to complete such term as Secretary, the Board shall appoint a member who will serve as acting Secretary until a special election can be held.

8. **The Treasurer:** S/he shall serve a term of two years and shall be eligible for a second consecutive term of two years. The treasurer shall 1) Convene and

provide leadership to the Finance Committee; 2) Provide guidance and support to the Executive Director and Board; 3) Provide financial statements to the Board at least quarterly; 4) Provide financial reports at Board meetings; 5) Work with the auditor/audit committee and report the results to the full Board. The Treasurer will also be responsible for other duties as determined by the President and/or the Board of Directors.

ARTICLE 9. POWERS AND DUTIES OF THE EXECUTIVE DIRECTOR

1. The Executive Director of ABM shall have all the responsibilities and duties typically associated with the role of Executive Director of a nonprofit organization. These duties shall include the routine administration and operation of the Academy under the direction of the President, the Board, and the Executive Committee, including preparation and maintenance of the financial statements, tracking and managing ABM membership, evaluating the degree of success of ABM's conferences and programs, assisting the Board and committee chairs with correspondence on behalf of ABM, supervising the activities of his/her management team, and performing such other duties as may be prescribed by the President, the Board, and the Executive Committee.

2. The Executive Director of ABM:
    a. Is responsible for the supervision, management and administration of all staff personnel activities, including recruiting, hiring, training, promoting, termination and compensating personnel within the adopted budget, guidelines and policies of ABM.
    b. Attends all meetings of the Board of Directors, unless specifically excused by the Board.
    c. Assures the development and effective administration of specific policies and programs to implement the general policies established by the Board.
    d. Executes all specific decisions made by the Board.
    e. Assures that Board members and staff are kept fully informed of the conditions and operations of ABM and on all important factors influencing them.
    f. Promotes interest and active participation in ABM activities among the membership.
    g. Maintains relationships with other associations, industry, government, public service organizations and vendors as necessary to promote the best interest of ABM.
    h. In conjunction with the appropriate committees, participates in developing appropriate contact and communications with members, media, and community.

i. In conjunction with the Treasurer, is responsible for supervising fiscal and budgetary matters of ABM, including budget preparation, accounting, financial reporting, and long-range planning.

3. The above statements describe the general nature and level of work to be performed by the Executive Director and do not constitute an express or implied contract. The Board reserves the right to amend and change specific responsibilities to meet business and organizational needs as necessary.

ARTICLE 10. COMMITTEES

1. **Executive Committee.** An Executive Committee consists of the elected officers of the Association and may act in the place of the Board of Directors when authority is designated by the Board or in emergency matters where Executive Committee action is temporary and subject to subsequent approval by the Board at its next meeting.

2. Finance Committee. This committee, consisting of the Treasurer, Vice President, and two other Board members, will assist the Treasurer in executing his or her responsibilities as enumerated in these bylaws. The Treasurer will chair the Finance Committee.

3. Audit Committee. An Audit Committee is appointed by the Board of Directors to oversee the financial audit of the Association. The Audit Committee consists of directors of the Association. At least one member of the Audit Committee must have expertise or experience in financial matters, and that member need not be a director, in which case the individual serves as a nonvoting advisor to the Committee. The President and CEO is not a member of the Audit Committee but may advise and consult with the Committee. The Audit Committee is responsible for engaging or discharging the financial auditors of the Association.

4. Nominating Committee. The nominating committee is responsible for generating a slate of at least one nominee for each director’s seat to expire within the year on the Board of Directors. The nominating committee is chaired by the past president and consists of at least two other members of the Board and two members who are not on the Board of Directors.

5. Other Committees. The Board of Directors appoints whatever other committees are necessary to fulfill ABM’s business and/or strategic goals. Committees composed only of directors are Board committees and may be delegated Board authority. All others are advisory committees. The President shall be a non-voting, ex-officio member of all committees, except the Executive Committee, in which they are a full, voting member.

ARTICLE 11. NOMINATIONS AND ELECTIONS

1. Board elections shall be held once annually by a ballot of the voting membership. The procedure for elections shall be as follows:
   a. The nominating committee shall present at least one nominee for each director and officer seat to expire within the year on the Board of Directors. No member of the nominating committee is eligible to be nominated for Director or officer. The slate will be submitted to the Board of Directors for approval prior to delivery to the membership.
   b. Upon approval by the Board of Directors, the slate will be distributed to the membership via mail or email. Thirty (30) days shall be allowed for nominations from the membership. Any eligible member nominated by petition of ten (10) percent of the voting membership of that category of membership shall have his or her name placed on the ballot for that category of membership. After 30 days the ballot shall be declared final, and distributed to the membership for voting purposes.
   c. The association shall conduct an election by email, web-based or mail ballot in which each member who is entitled to vote will have one (1) vote to cast for each director to be elected. Candidates receiving the highest number of votes shall be declared elected.
   d. Ten percent of members in good standing who are entitled to vote shall constitute a quorum for the transaction of business via ballot or via a membership meeting.
   e. Results of the election must be finalized and announced no later than the next annual meeting.

2. All members of the Board, regardless of the term for which they were elected, shall hold office until their successors are installed at the conference or annual Board meeting.

ARTICLE 12. MEETINGS OF ACADEMY OF BREASTFEEDING MEDICINE MEMBERS

1. A regular meeting of the members shall be held at a time and place so designated by the Board.

2. It is preferred that the membership meeting occurs in a face-to-face meeting at the primary educational conference of ABM. The primary educational conference shall be held at the time and place designated by the Board of Directors.

3. In years without an in-person conference, the membership meeting may be held virtually or by conference call.

4. Voting members will be provided with notice of the annual membership meeting provided in writing or electronically no fewer than ten nor more than sixty days in advance. Proxy voting is permitted at meetings of voting members; member voting without a meeting may also occur by US mail, overnight delivery, or electronic mail. Ten percent of voting members forms a quorum; a majority of votes is required to carry a matter where a quorum exists unless otherwise provided by these bylaws or California law.

ARTICLE 13. JOURNAL OF THE ACADEMY OF BREASTFEEDING MEDICINE

1. Membership dues will include a subscription to *Breastfeeding Medicine*, the journal of ABM.

2. As long as Breastfeeding Medicine is the official journal of ABM and displays the ABM logo or any other identifying marks, the journal must adhere to the principles and standards of ABM.

3. The Editor-in-Chief of Breastfeeding Medicine shall be required to attend all meetings of the Board unless specifically excused.

ARTICLE 14: CONFLICT OF INTEREST

1. It is the duty of the Board to uphold the precepts, mission, and goals of ABM and to abide by the guidelines adopted by the Board regarding conflicts of interest. All members of ABM must avoid actual or apparent conflicts of interest regarding the social, educational, or research activities of ABM.

2. More specific guidelines for identifying and addressing potential or actual conflicts of interest are found in ABM's conflict of interest policy.

ARTICLE 15. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, officer, Director, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding down of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

ARTICLE 17. INDEMNIFICATION

ABM shall, to the maximum extent permitted by the California Non-Profit Corporation Act, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation. For purposes of this article, the terms "agent" "proceeding" and "expenses" shall have the meanings set forth in Section 7237 of the California Non-Profit Corporation Act. Indemnification shall be accomplished pursuant to the procedures set forth in Section 7237 of the California Non-Profit Corporation Act.

ARTICLE 18. RULES OF CONDUCT

The Board of Directors may establish rules that are consistent with these Bylaws for the conduct of meetings, and for the policies, procedures, and programs of the Association.

ARTICLE 19. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws.

ARTICLE 20. AMENDMENTS TO THE BYLAWS

1. Amendment by the Board:
    a. Subject to the right of members under Article 20, Section 2 of these bylaws and the limitations set forth below, the Board may, by a vote of at least two-thirds of the members (10 or more), adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. Notification of proposed

amendments and their proposed adoption must precede the vote by no less than thirty (30) days.

2. Amendment by members:
   a. New bylaws may be adopted, or these bylaws may be amended or repealed, by a two-thirds vote of all members who vote; provided, however, that such adoption, amendment, or repeal also requires approval by the members of a class if that action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than that action affects another class.
   b. In most instances, amendments to the bylaws should be initiated by the Board of Directors; however, any amendment may be proposed to the Board of Directors for consideration by a written petition of ten members, which should be transmitted to the Secretary and a copy to the President.

3. Any vote conducted by secret ballot and resulting in a tie shall be resolved by a repeat vote conducted thirty (30) days after the initial vote, utilizing the same ballot. The vote shall be repeated every thirty (30) days thereafter until the tie is broken.

Amended on: May 2024