**Lactation Advocates of Northern California**

**Bylaws**

**Article 1**

**Organization**

1. This organization shall be known as **Lactation Advocates of Northern California (LANC)**.
2. The principle office of LANC for the transaction of its business shall be the home of its currently elected President.

**Article II**

**Purpose**

**1. Purpose**: LANC supports breastfeeding by providing breastfeeding education and outreach to physicians, healthcare professionals and the general public based on current research and best practice.

**2. Objectives**: The primary objectives of LANC shall be to promote and support breastfeeding through education and outreach in our community by:

1. Providing accurate and consistent breastfeeding information to families, health professionals and the community.
2. Encouraging breastfeeding-friendly policies and procedures in all area hospitals.
3. Encouraging and supporting current and future professionals and volunteers who work directly with breastfeeding families

**Article III**

**Policies**

The following policies are set forth as part of the regulation of the internal affairs of LANC:

1. LANC shall conduct its affairs so as to qualify for tax-exempt status under the Internal Revenue Code of the United States and the laws of the State of California
2. LANC shall not be operated for commercial purposes, but such prohibition shall not be construed to prevent LANC from raising funds and engaging in activities to provide funding for the operation of LANC to accomplish LANC’s purposes.
3. LANC shall be non-sectarian and shall not discriminate in its membership or other policies on the basis of race, sex, national origin, creed, religion, color, or any other basis prohibited by the laws of the United States or of the State of California.

**Article IV**

**Membership**

LANC shall be a membership organization. Membership shall be open to all persons who are interested in breastfeeding. Persons desiring to join LANC may attend two meetings prior to joining LANC as paid voting members.

**Article V**

**Meetings**

**Annual Meeting**: The time, place and date of the annual meeting of members as determined by the Board of Directors shall be held during the month of January each and every year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Secretary shall distribute to the membership a notice telling the time and place of such annual meeting.

**General Membership Meetings**: Regular meetings of the Board of Directors, paid members and guests shall be held monthly as established by the Board.

**Other Meetings**: Other meetings of the members, for any purpose or purposes, may be called by the President, the Vice President, and the Secretary or by any two Directors or at the request of at least ten percent (10%) of voting membership. Notices regarding such meetings shall be distributed by the Secretary to the membership at least ten (10) days before the scheduled date and shall state the reasons for the meeting, business to be transacted at such meeting and by whom it was called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

**Article VI**

**Voting**

All elections and other questions shall be decided by majority vote of a quorum of voting members, except as otherwise provided by the laws of the State of California, or by these Bylaws. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairperson of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall tally the ballots.

**Article VII**

**Board of Directors**

**1. Number**: LANC shall have not less than three (3) nor more than seven (7) Directors and collectively they shall be known as the Board of Directors.

**2. General Powers**: The business and affairs of LANC shall be managed by its Board of Directors. They may adopt such rules and regulations for the conduct of their meetings and management of LANC as they may deem proper, which are not inconsistent with these Bylaws and the laws of the State of California.

**3.** **Tenure and Qualifications**: Generally, the term for each Director shall be two (2) years. However, each Director shall hold office until that Director’s successor has been elected.

**4. Meetings**: Regular meetings of the Board of Directors shall be held in conjunction with the annual meeting of the membership. The Board may provide for additional regular meetings and special meetings may be called by or at the request of the President or any two Directors.

**5. Quorum**: At any meeting of the Directors more than fifty percent (50%) of the current Board of Directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting.

**6. Manner of Acting**: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

**7. Newly Created Directorships or Vacancies**: Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of the majority of the Directors then in office. A Director so elected to fill a vacancy shall complete the unexpired term of the Director’s predecessor in office. A Director elected to fill a newly created Directorship shall serve for the term specified by a vote of a majority of Directors then in office

**8. Removal or Suspension of Directors**: The membership of LANC, by majority vote of a quorum thereof, may remove any Director at any time, if, in its judgment, the best interests of LANC would be served thereby. Directors of LANC shall be expected to attend at least 50% of all meetings held annually. In the event that a Director is unable to fulfill this expectation, they shall be reviewed for possible removal from office.

**9. Resignation**: A Director may resign at any time by giving written notice to the Board of Directors or the President, such resignation taking effect immediately upon acceptance of said written resignation by the President or by the Board, unless the notice specifies a later time for the effectiveness of such resignation.

**Article VIII**

**Committees**

1. **Standing Committees:**
2. **Executive Committee**: The Board of Directors may establish committees of two or more directors to conduct the management of LANC, which shall serve at the pleasure of the Board.
3. **Other Committees**: Other Standing Committees of at least two members may be established by majority vote of the Board, but these may not exercise the authority of the Board of Directors in the management of LANC, and shall serve at the pleasure of the Board.
4. **Ad Hoc Committees**: Ad Hoc committees may be appointed by the President and shall serve at the pleasure of the President.

**Article IX**

**Officers**

**1. Numbers and Titles**:The Officers of LANC shall be President and Secretary-Treasurer. (These two are a minimum. More may be added up to a total of seven.)

**2. Qualification and Terms**: Any paid Member may serve as an Officer of LANC. The Officers shall be elected by the membership at its regular annual meeting in January or by ballot executed in writing. Each Officer will be elected to serve for a two-year term.

**3. Duties of the Officers:** The Officers shall by virtue of their office be members of the Board of Directors and as hereinafter stated:

1. **President**: The President shall by virtue of the office be Chairman of the Board of Directors and shall present at each annual meeting a report of the work of LANC. The President shall, subject to the control of the Board of Directors, generally supervise and control all business and affairs of LANC. The President shall, when present, preside at all meetings of the membership and the Board of Directors. The President may sign, with the Secretary or any other proper Officer authorized by the Directors, any instruments the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated otherwise or shall be required by law to be otherwise executed.
2. **Vice President**: The Vice President shall act as an aide to the President and shall perform the duties of the President in the President’s absence or in the event of the President’s inability or refusal to act, and shall carry on other duties as delegated.
3. **Secretary**: The Secretary shall keep accurate minutes of all meetings and be official custodian of all records other than financial records of LANC, shall give and serve all notices to members of LANC, shall attend to all correspondence of LANC and shall carry on other duties as delegated**.**
4. **Treasurer**: The Treasurer shall have charge and custody of and be responsible for all funds and securities of LANC, pay all bills authorized, be one of the officers who shall sign checks or drafts of LANC, keep an accurate itemized account of all receipts and expenditures, make a full report at the annual meeting and regular meetings as requested, file such tax returns as may be required, and carry on other duties as delegated.
5. **Subordinate Officers:** The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.
6. **Vacancies**: Any vacancy of an officer for any reason shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.
7. **Nominations**: A nominating committee will be selected by the Board of Directors, which shall present a slate of nominees to the Board for its approval. After receiving said approval, the slate shall be presented to the membership at its annual meeting. A call for nominations from the membership may also be made at the annual meeting.
8. **Compensation**: No compensation shall be paid to Officers but Officers may be reimbursed for authorized expenses.

**Article X**

**Dues**

The Board of Directors shall assess annual dues, which shall be $25 per annum and shall be payable on January 1 of each calendar year. The Secretary shall send dues notices to unpaid members within two months following annual collection.

**Article XI**

**Operations**

1. Contracts: The 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 LANC and such authority may be general or confined to specific instances.
2. Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of LANC shall be signed by such Officer or Officers, agent or agents, and in such manner as shall from time to time be determined by resolution of the Directors.
3. Deposits: All funds not otherwise employed shall be deposited from time to time in such banks, trust companies or other depositories as the Directors may determine by resolution.

**Article XII**

**Fiscal Year**

The fiscal year of LANC shall be a calendar year.

**Article XIII**

**Parliamentary Authority**

Robert’s Rules of Order, Revised, or other rules adopted by the Executive Board, shall govern in all cases where they do not conflict with these Bylaws.

**Article XIV**

**Amendment**

1. The Secretary of LANC will initiate a review of the Bylaws in January every other year.
2. These Bylaws may be altered, amended or repealed and new Bylaws adopted by affirmative vote of not less than sixty-six (66.0) percent of the members.

**Article XV**

**Establishment of Standing Rules**

1. Standing Rules may be revised, amended or repealed by a majority vote of Board members present at any regular meeting. Standing rules may encompass any and all matters not covered in these Bylaws or covered in the Bylaws for which additional detailed policy or procedures are needed.
2. Standing Rules will be recorded by the Secretary of LANC and kept with the Bylaws as an Appendix.

**Article XVI**

**Dissolution of LANC**

LANC may at any time by a three-quarters vote of approval of the Board take the necessary actions to dissolve. Upon any dissolution, the Board of Directors shall after paying or making provisions for the payment of all debts and liabilities of LANC, distribute all of the assets to one or more nonprofit organizations having aims and objectives similar to LANC.

DATED:

CERTIFIED AS ADOPTED:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 , President

ATTEST CERTIFICATION:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 , Secretary