



BYLAWS

ARTICLE I NAME AND OFFICE

The Corporation shall be a Georgia nonprofit corporation. The name of the Corporation shall be "Healthy Mothers, Healthy Babies Coalition of Georgia, Inc." (hereinafter, the "Coalition").

The principle office of the Coalition is to be determined by the Board of Directors with such additional offices as may be established from time to time.

The registered agent of the Coalition is the President of the Board of Directors of the Coalition.

ARTICLE II PURPOSE

The Coalition is statewide citizens' organization concerned with improving the quality of life for pregnant women, infants and children of Georgia. The purpose of the Coalition is to encourage citizen participation in decision-making, both private and public, in all matters affecting the health and general welfare of pregnant women, infants, and children, e.g.,:

- a. stimulating action for the prevention, or earliest possible correction, of problems that contribute to poor pregnancy outcomes and infant mortality and morbidity;
- b. providing a forum for an exchange of ideas on the needs of Georgia's pregnant women and infants;
- c. initiating and encouraging ongoing cooperation among individuals, professional and voluntary organizations and governmental agencies for improving the quality of life including social, health, and educational components;
- d. participating in the development of public policy relating to maternal, infant, and child health; and
- e. increasing public awareness of existing problems that result in the inability of the individual to obtain and maintain the highest feasible quality of life.

ARTICLE III NON-DISCRIMINATION

The selection of the Members, Board of Directors, and Officers of the Coalition, the determination of its policies and conduct of its business, shall be without regard for race, religion, sex, age, national origin, or political identification. The Coalition is a non-partisan organization.

ARTICLE IV MEMBERSHIP

SECTION 1 QUALIFICATIONS

- A. Membership shall be open to individuals, organizations, agencies, and foundations that subscribe to the purposes of the Coalition.
- B. Individual Membership shall be open to any citizen interested in mothers, infants, and children.
- C. Organizational Members have only one vote.
- D. Initial and renewal applications for Membership shall be subject to Board approval.

SECTION 2 TERM OF MEMBERSHIP

The Coalition accepts Members year round with payment of dues. Each Membership shall be deemed effective on the first day of the month following the Coalition's receipt of the dues payment for said Member and shall continue for twelve months thereafter (the "Renewal Date").

SECTION 3 TERMINATION AND REMOVAL

Membership can be terminated in the following manner:

- A. by the Member upon written request to the President/Board of Directors;
- B. by the Member as evidenced by his, her or its failure to pay dues.

Membership dues are non-refundable in the event of termination.

SECTION 4 MEMBERSHIP DUES

Dues are established by the Board of Directors and are subject to change annually. Dues are payable within 60 days of the Renewal Date.

ARTICLE V MEETINGS

SECTION 1 BOARD MEETINGS

- A. The Board of Directors shall hold no less than five (5) regular meetings per year at such times and places as the Board may designate, without notice of the date, time, place and purpose of the meeting.
- B. The President may call special meetings of the Board at any time. The President must call a meeting within thirty (30) days of receipt of written requests from at least five (5) Directors. All requests for a special meeting shall state the proposed purpose of the meeting. Not less than seven (7) days before the date fixed for any special meeting a written notice stating the time, place, and purpose of the special meeting shall be mailed at the direction of the President or the Secretary.
- C. Except as otherwise provided in these Bylaws, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing is signed by not less than a majority of the Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called.
- D. Directors may participate in and hold a meeting by means of telephone or video conferencing. Participation by such means shall constitute presence in person at the meeting.

SECTION 2 ANNUAL MEETING

The Board shall schedule an Annual Meeting of the Members. The Membership shall be notified forty-five (45) days in advance of the meeting. The purpose of the meeting is to:

- A. elect officers and install new Members of the Board of Directors;
- B. present an annual report of the activities of the Coalition;
- C. present public policy priorities;
- D. present recommendations for action for the coming year;
- E. any other business deemed necessary by the Board of Directors.

SECTION 3 QUORUM

- A. Board of Directors Meetings
Attendance by a majority of the Members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, the President may adjourn the meeting until a quorum is present.

- B. Membership Meetings
Those Members attending the Annual or special meetings of the Membership shall constitute a quorum.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1 MEMBERSHIP

The Board of Directors shall consist of no fewer than 14 nor more than 25 Members.

SECTION 2 AUTHORITIES AND DUTIES

- A. The Board of Directors shall conduct the business and set policies for the Coalition, as the Board deems advisable, and may, delegate certain of its authority and responsibility to one or more committees as provided in Article VIII below.
- B. The Board shall be legally responsible for all actions of the Coalition.
- C. All corporate powers of the Coalition conferred by the Articles of Incorporation, these Bylaws, the Georgia Nonprofit Corporation Code, or otherwise, shall be exercised by or under the authority of, and the business and affairs of the Coalition shall be managed under the direction of, the Board of Directors.
- D. Each Director shall serve on at least one (1) committee.

SECTION 3 ELECTION

Election to the Board of Directors shall be by a plurality vote at the Annual Meeting from nominees submitted by the Board and/or nominations from the floor.

SECTION 4 TERMS OF OFFICE

- A. Except as provided below, a term of office for a Director shall be for approximately two (2) years. The term shall begin the first day of the second month following the annual meeting of their election and terminate the last day of the month following the second annual meeting of their service.
- B. The Organizational Management Committee shall review Directors at the end of their term of office.
- C. If a Director cannot complete a term in office, an alternate Director shall be appointed/elected by the Board to fill the unexpired term.
- D. The term of office for a Director elected during the 2001 annual meeting shall terminate the last day of the month following the 2003 annual meeting.

SECTION 5 TERMINATION

A Director shall be terminated from the Board of Directors when:

- A. the Director submits his/her resignation in writing to the President at any time;
- B. any Director fails to attend three (3) meetings of the Board of Directors may be removed by vote of the Board. Removal under these circumstances shall follow a review of the attendance records by the Board. Any Director removed by this provision will be informed in writing by the Secretary;
- C. the Board of Directors may remove a Director for cause. Any Director whose removal is recommended by the Board will be promptly notified of the recommendation and the meeting date

- at which final action on the recommendation is to be taken. Removal shall be by a vote of $\frac{3}{4}$ of the Directors present and voting at a subsequent (no sooner than 30 days after the Director has been notified of the Board's recommendation for removal) meeting at which a quorum is present.
- D. A Director vacancy for any reason shall be filled at the next Board meeting by election. The person elected/appointed shall serve for the remainder of the unexpired term for which they were selected.

ARTICLE VII OFFICERS

SECTION 1 OFFICERS

The officers of the Coalition shall be president, vice-president/president-elect, and secretary/treasurer.

SECTION 2 TERMS OF OFFICE

Except as provided below, a term of office for an officer shall be for approximately two (2) years. The terms shall begin the first day of the second month following the annual meeting of their election and terminate the last day of the month following the second annual meeting of their service. No officer shall serve more than two consecutive terms of office. The Board of Directors may fill any vacancy in any office. The term of office for the 2002-2004 term shall run from January 1, 2002 though the last day of the first month following the 2004 annual meeting.

SECTION 3 OFFICER RESPONSIBILITIES

- A. **President:**
The President shall be responsible for the general supervision of the affairs and the business of the Coalition. The President shall preside at the Annual Meeting and all meetings of the Board of Directors; shall appoint chairpersons of the committees authorized by the Board; shall serve as ex-officio Member of all committees; shall be the official representative of the organization and shall carry out such other duties as are prescribed by these bylaws or assigned by the Membership and the Board of Directors.
- B. **Vice-President/President-Elect**
The Vice-President shall perform those duties assigned by the President and in the absence or inability of the President to serve, shall perform the duties of that office. The Vice President/President-Elect shall serve as chairperson of the Organizational Management Committee.
- C. **Treasurer/Secretary:**
The Treasurer/Secretary shall be responsible to see that the books of the Coalition are maintained and audited as required by the Board of Directors, and that regular, current financial reports are presented at each Board Meeting. The Treasurer/Secretary shall serve on the Organizational Management Committee. The Treasurer/Secretary shall cause an accurate record of all meetings of the Board to be kept and shall request staff to send out all required notices of meetings and shall perform such duties as assigned by the Board President.

SECTION 4 RESIGNATION AND REMOVAL

- A. **Resignation**
An officer may resign from office by notifying the President by mail at least 30 days prior to the effective date of their resignation. The vacancy will be filled in accordance with the bylaws.
- B. **Removal from office**
Any officer of the Coalition may be removed from office by 2/3 vote of the Board of Directors. Written notification of the action shall be made by registered mail within 30 days of the action to the last recorded address of the officer. The office will be filled in accordance with the bylaws.

**ARTICLE VIII
COMMITTEES**

SECTION 1 ORGANIZATIONAL MANAGEMENT

The Organizational Management Committee shall be comprised of President, Vice- President/President-Elect, Secretary/Treasurer and other Directors. The Committee shall select its own Chairperson. The Organizational Management Committee shall meet no less than three times a year and report at each Board Meeting.

SECTION 2 PUBLIC AFFAIRS COMMITTEE

SECTION 3 COMMUNICATIONS COMMITTEE

SECTION 4 PROGRAMMATIC ADVISORY COMMITTEE

SECTION 5 FUNDRAISING COMMITTEE

**ARTICLE IX
NOMINATIONS**

SECTION 1 NOMINATING TASK FORCE

- A. The Nominating Task Force shall consist of three (3) Directors that shall be elected two (2) Board Meetings prior to the Annual Meeting. This Task Force shall submit a slate of officers to the Board at the Board Meeting prior to the Annual Meeting.
- B. Nominations may be made from the floor at the Board Meeting with prior consent from the nominee.
- C. A slate of officers and Directors shall be presented at the Annual Meeting for election and installation.

**ARTICLE X
NOTICES**

SECTION 1 NOTICES

Except as otherwise provided by these bylaws, any notice required or desired to be delivered hereunder shall be in writing and shall be delivered by any one of the following means: hand-delivery, by facsimile, e-mail or by U.S. Mail, to the address of record. Such notice shall be deemed effective when the notice is delivered personally or faxed (as evidenced by the fax transmittal confirmation) or upon the date such email is sent or upon deposit in the US mail, as the case may be.

SECTION 2 WAIVER OF NOTICE

Whenever any notice is required to be given by law, the Articles of Incorporation, or these bylaws, a waiver thereof by the person or persons entitled to said notice may be given before or after the time stated therein. Attendance at a meeting waives any objection to lack of notice or defective notice of the meeting, unless the Member or Director at the beginning of the meeting objects to the holding of the meeting or transacting the business at the meeting.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Coalition is July 1 through June 30 of each year.

**ARTICLE XII
AUDIT**

The books of the Coalition shall be audited annually by a certified public accountant appointed by the Board of Directors. The auditor's report shall be filed with the records of the Coalition. A summary of this report shall be presented to the Board no later than six months following the close of the fiscal year.

**ARTICLE XIII
INDEMNIFICATION**

The organization shall indemnify each Director, each Officer, and each Committee member at any time in office, serving at the request of the Coalition, whether prior or subsequent to the adoption of these bylaws, who was or is a party to any threatened, or pending proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Director, Officer, or Committee member of the Coalition against expenses (including legal fees), judgements, fines and amounts paid in settlement actually and necessarily incurred by him/her in connection with such proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interest of the organization or had no reasonable cause to believe his/her conduct was unlawful.

**ARTICLE XIV
IN THE EVENT OF DISSOLUTION**

In the event of termination of the existence of the Coalition for any cause whatever, all of its assets and property over and above that which may be required for payment of its just debts and obligations shall vest in its successor organization or in such other nonprofit organization as designated by the Board of Directors.

**ARTICLE XV
AMENDMENTS**

These bylaws may be amended, or new bylaws may be adopted, by a 2/3 affirmative vote of the Members present and voting at any regularly called (e.g.: the Annual Meeting) or specially called meeting provided that a copy of the proposed amendment (or summary thereof) or the new bylaws shall be included with the notice of the meeting. The notice of the meeting must be given at least fifteen (15) days in advance of said meeting.

**ARTICLE XVI
CORPORATE FINANCES**

SECTION 1 DEPOSIT OF FUNDS

All funds of the Coalition shall be deposited in such banks, trust companies, or depositories as the Board of Directors may from time to time determine.

SECTION 2 CHECKS, ETC.

All checks, drafts, notes and evidence of indebtedness of the Coalition shall be signed by such officers as employees or persons as the Board of Directors may from time to time determine.

**ARTICLE XVII
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised shall govern the Coalition in all cases to which they are applicable, and in which they are not inconsistent with these bylaws.

Proposed this 20th of October, 2003 by the Board of Directors of the Healthy Mothers, Healthy Babies Coalition of Georgia, Inc. and adopted this 20th, day of October, 2003 by the membership of Healthy Mothers, Healthy Babies Coalition of Georgia, Inc.