

Approved by the Board of Directors on (February 15, 2023)

**AMENDED AND RESTATED BYLAWS
OF
HEALTHY MOTHERS, HEALTHY BABIES OF GEORGIA, INC.**

Adopted and effective as of 2/15/2023

**ARTICLE I
NAME AND OFFICE**

The name of this nonprofit corporation formed under the laws of the State of Georgia is "Healthy Mothers, Healthy Babies Coalition of Georgia, Inc." (HMHBGA").

The principle office of HMHBGA is to be determined by the board of directors of HMHBGA (the "**Board**") with such additional offices as may be established from time to time.

**ARTICLE II
PURPOSE**

HMHBGA is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time, the "**IRC**").

HMHBGA is a statewide organization concerned with improving the quality of life and healthcare for pregnant women, infants and children of Georgia. The purpose of HMHBGA is to improve the health status of Georgia's families and 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.

**ARTICLE III
NON-DISCRIMINATION**

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

**ARTICLE IV
MEETINGS**

Section 1. BOARD MEETINGS.

A. As established at the beginning of the calendar year, the Board shall hold no less than four (4) regular meetings per year at such times and places as the Board may designate, with notice of the date, time, place and purpose of the meeting to be announced via email.

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.

C. 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 sent at the direction of the President or the Secretary.

D. 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. 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.

E. 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. QUORUM.

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

Section 3. NOTICES.

A. Notices of meetings required 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 e-mail is sent or upon deposit in the U.S. mail, as the case may be.

B. Any person entitled to notice of a meeting may sign a written waiver of notice either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person attends for the specific purpose of objecting to the lawfulness of the convening of the meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. BOARD MEMBERSHIP.

The Board shall consist of no fewer than 10 or more than 18 natural persons (each, a "**Director**"). Directors shall be natural persons who have attained the age of 18 years. Each Director shall comply with these Bylaws and all policies adopted by HMHBGA.

Section 2. AUTHORITIES AND DUTIES.

A. The Board shall conduct certain business and set policies for HMHBGA, 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 HMHBGA.

Section 3. ELECTION.

Election to the Board of Directors shall be by a plurality vote by the Board performed by email or secure website or by voting at any regularly called board meeting or specially called meeting, provided that the detailed resumes and applications of the proposed nominees shall be included with the notice of the vote and/or meeting. The notice of the meeting must be given at least fourteen (14) days in advance of said meeting.

Section 4. TERMS OF OFFICE.

Except as provided below, a term of office of a Director shall be for approximately two (2) years. The term shall begin immediately following the completion of the Board Meeting where said person was elected and shall terminate at the completion of their term two (2) years later.

A Director shall serve for no more than three consecutive terms for a maximum of six consecutive years. If a Director serves for six consecutive years, they will be eligible to re-join the Board after a minimum two-year hiatus from the date of their last day of service. At that point, they may be eligible to serve for another three consecutive terms. These terms do not apply to serving on Committees or in emeritus capacity, as they are not voting members of the Board of Directors.

Section 5. REMOVAL OR RESIGNATION OF A DIRECTOR.

A. Any Director may resign by giving written notice of his or her resignation to the President of the Board. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. The vacancy will be filled in accordance with these Bylaws.

B. A Director who fails to attend three (3) consecutive meetings of the Board may be terminated by a majority vote of the Directors present at a meeting of the Board. Any Director removed by this provision will be informed in writing by the Secretary.

C. A Director may be removed at any time, with cause, pursuant to the procedures set forth in this paragraph. Any Director whose removal is recommended by the Board will be promptly notified, via registered mail to the last known address, or by e-mail, 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 three-fourths of the Board Members present at such meeting. Said meeting date must be set 30 days or more from the date of notification.

D. A Board vacancy for any reason shall be filled by a majority vote of the remaining Directors present at a meeting of the Board. The person appointed shall serve for the remainder of the unexpired term for which they were selected.

Section 6. NOMINATIONS OF DIRECTORS AND OFFICERS.

A. Nominations to the Board may be made on an annual basis through an open call for candidates or through a recruitment process via an ad hoc recruitment sub-team of the Board. The majority of the Board shall approve the nominations of Board members and officers at the October Board meeting.

Section 7. EMERITUS STATUS

A. A Director who has fully served at least 3 consecutive terms, remained in good standing and have been deemed by the Board to have made a lasting contribution to the organization may be considered to be nominated to emeritus status.

B. A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by HMHBGA. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, required to pay annual dues, or entitled to vote at any board meeting.

**ARTICLE VI
OFFICERS**

Section 1. OFFICERS.

The officers of the Coalition shall be President, Vice President/President-Elect, Secretary, and Treasurer only Directors are eligible to be elected as officers of the Coalition.

Section 2. TERMS OF OFFICE.

Except as provided below, a term of office for an officer shall be for approximately two (2) years. The term shall begin immediately following the completion of the plurality vote performed by the Board, at which said person shall terminate at the completion of two (2) years later. Neither the President nor the Vice President shall serve more than two consecutive terms of office in the same office. If for any reason an officer is unable to fulfill his/her duties, the person elevated/appointed shall serve for the remainder of the unexpired term for which he/she was elected.

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; 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 Board. Vice President/President-Elect. The Vice President/President-Elect 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. Treasurer. The Treasurer shall be responsible to see that the books of HMHBGA are maintained and audited as required by the Board, and that regular, current financial reports are presented at each Board Meeting. Secretary. The Secretary shall cause an accurate record of all meetings of the Board to be kept, shall request staff to send out all required notices of meetings, and shall perform other such duties as delegated by the Executive Officers.

Section 4. RESIGNATION AND
REMOVAL

A. Any officer may resign by giving written notice of his or her resignation to the President of the Board. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. The vacancy will be filled in accordance with these Bylaws.

B. Any officer may be removed at any time, with cause, pursuant to the procedures set forth in this paragraph. Any officer whose removal is recommended by the Board will be promptly notified, via electronic mail to the last known email address, 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 three-fourths of the Directors present at such meeting. Said meeting date must be set 30 days or more from the date of notification.

**ARTICLE VII
COMMITTEES**

Section 1. STANDING
COMMITTEES OF THE
BOARD.

Pursuant to this Article VIII, the Board has established certain standing committees and described their charter, responsibilities and activities. The Board may designate from among the Directors more committees or task forces. Only standing committees specifically identified in these Bylaws, shall have and exercise the authority of the Board in the management of the affairs of HMHBGA. However, the designation of such standing committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon him or her by law. The following standing committees are hereby established:

A. Executive Committee. The Executive Committee shall be comprised of the President, Vice President/President-Elect, Secretary and Treasurer. The purpose of the Executive Committee is to provide immediate council and strategic direction to the Executive Director in support of the Board in the performance of its duties and responsibilities between regularly scheduled meetings of the Board. The Executive Committee shall ensure the board conducts all governance activities, as appropriate.

Section 2. Advisory and Ad-Hoc Committees.

The Board may provide for such other committees and advisory groups consisting in whole or in part of persons who are not Directors, as it deems necessary or desirable, and discontinue any such committee at its pleasure.

Section 3. Chair.

One member of each committee shall be selected by the committee or task force, unless the Board of Directors otherwise provides.

Section 4. Removal.

Any committee member may be removed from serving on a committee by the Board whenever in its judgment the best interests of HMHBGA will be served thereby.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum.

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules.

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules or policies and procedures adopted by the Board of Directors.

ARTICLE VIII
FISCAL YEAR

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

**ARTICLE IX
AUDIT**

The books of HMHBGA shall be audited annually by a certified public accountant appointed by the Board. The auditor’s report shall be filed with the records of HMHBGA. 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, Officer, and Committee member, serving at the request of HMHBGA, 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 HMHBGA, of expenses (including legal fees), judgments, 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 X
DISSOLUTION**

Upon the dissolution of HMHBGA for any cause whatsoever, the Board shall, after paying or making provision for the payment of all of the liabilities of HMHBGA, dispose of all of the assets of the organization exclusively for the purposes of HMHBGA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the IRC (or the corresponding provision of any future United States internal revenue law), as the Board shall determine. Any assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of HMHBGA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI
AMENDMENTS**

These Bylaws may be amended, or new Bylaws may be adopted by email or secure website, by the affirmative vote of at least two-thirds (2/3) of the Members present, or by voting at any regularly called meeting (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 XII
CORPORATE FINANCES AND CONTRACTS**

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 the Executive Director of the Coalition, unless the Board determines otherwise, in accordance with the operating budget and the procedures and restrictions set forth in organizational policies. In addition to the Executive Director and/or Operations Manager, the sitting President, Vice President and/or

Treasurer shall have bank signature cards on file at banking institutions used by the Coalition.

Section 3. CONTRACTS AND
OTHER INSTRUMENTS.

The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of HMHBGA, and such authority may be general or confined to specific instances.

**ARTICLE XIII
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.

**ARTICLE XIV
TAX-EXEMPT STATUS**

The affairs of HMHBGA at all times shall be conducted in such a manner as to assure HMHBGA's status as an organization qualifying for exemption from taxation pursuant to IRC Section 501(c)(3). HMHBGA at all times shall be operated exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under IRC Section 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the purposes identified in these Bylaws. HMHBGA shall perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of HMHBGA, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (subject to and within the limitations of IRC Section 501(c)(3).)