

**OHIO LACTATION CONSULTANT ASSOCIATION (OLCA)****BYLAWS****ARTICLE I****Name and Location**

The name of this Association is Ohio Lactation Consultant Association (OLCA), (hereinafter referred to as "the Association" or "OLCA"), an Affiliate of the International Lactation consultant Association (hereinafter referred to as "ILCA") and Chapter of the United States Lactation Consultant Association (hereinafter referred to as "USLCA"). The Principal Office of the Association shall be the home of its currently elected President.

**ARTICLE II****Statement of Purpose**

The purposes of this Association are to:

- Enhance the reputation, image and credibility of lactation consultants in the state of Ohio.
- Promote lactation consultant practices that are responsible, ethical and professional as described in the IBLCE Code of Ethics and the ILCA Standards of Practice for Lactation Consultant.
- Serve as a continuing education resource to further the professional growth of lactation consultants and others who provide support for the breastfeeding family.
- Promote breastfeeding and lactation in the State of Ohio.
- Support the Statement of Purpose of ILCA and Fundamental Principles of the USLCA.

**ARTICLE III****Policies**

The following policies are set forth as part of the regulation of the internal affairs of the Association. As such, the Association shall:

1. Conduct its affairs so as to maintain tax-exempt status under the Internal Revenue Code of the US and the laws of the State of Ohio.
2. Not be operated for commercial purposes, but such prohibition shall not be construed to prevent the Association from raising funds and engaging in activities to provide funding for the operation of the Association to accomplish the purposes set forth herein.
3. 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 the State of Ohio.
4. Not inure any part of the net earnings of the Association to the benefit of, or distribute to, its members, trustees, officers or other private persons, except that which the Association shall be authorized and empowered to make and distribute in furtherance of the purposes set forth in

Article III of its Articles of Incorporation.

#### ARTICLE IV

##### Membership

The requirement for membership in OLCA is annual payment of dues. Members of OLCA are individual persons, not entities, who shall be accorded all the privileges of membership in the association, including the right to vote:

The Association membership shall vote to elect members and officers of the Board of Directors and to amend the Bylaws.

#### ARTICLE V

##### Meeting of Members

Association meetings for Members shall be held no less than four times per year. All members shall be duly notified of any general or special meeting.

Special Meetings: Special meetings of members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by any of the Directors, or shall be called by the President at the written request, as demonstrated by signed petition, of at least 10 percent (10%) of the Voting Membership whose number is documented by the Secretary of the Association.

#### ARTICLE VI

##### Board of Directors

The Board of Directors, or the "Board" or the "Directors," shall be comprised of the five Officers (Executive Committee) and five (5) Regional Representatives elected by the membership.

1. **General Powers:** The Board of Directors shall manage the business and affairs of the Association. They may adopt such policies and develop related procedures for the conduct of their meetings and management of the Association as they may deem proper, which are not inconsistent with the Bylaws and the laws of the State of Ohio. By general resolution, the Board of Directors may delegate to its officers and committees such powers as provided for in these Bylaws.
2. **Qualifications:** All ~~members of the Board~~ of Directors must be OLCA members in good standing.
3. **Term:** The terms of office for Officers of the Association are stated in Article VII. Regional Representatives may run for re-election and serve unlimited consecutive terms.
4. **Meetings:** At least two (2) meetings of the Board of Directors shall be held annually. Special meetings may be called by, or at the request of, the President or any two (2) Directors ~~Board Members~~. Meetings of the Board of Directors are open to any member in good standing, except when an Executive Session is called.
5. **Notice:** Each Director ~~Board member~~ shall be given notice at least five (5) days prior to any meeting of the Board of Directors.

6. **Quorum:** At any meeting of the Board of Directors more than one-half of the current ~~Board of~~ Directors shall constitute a quorum for the transaction of business.
7. **Vacancies:** A vacancy in the office of President shall be filled by the President-Elect. If there is no President-Elect, the office shall be filled by the Vice-President. A vacancy in any other office shall be filled by a present Director ~~Board member~~ and by a majority vote of the Board. The open Regional Representative Director position ~~Board Member~~ so elected by the Board to fill a vacancy shall complete the unexpired term of that Director's ~~Board Member's~~ predecessor in office.
8. **Removal or Suspension of Directors:** The Board of Directors may temporarily suspend any Director's ~~Board Member's~~ authority to act on behalf of the Association at any time if, in its judgment, the best interests of the Association would be served thereby. A two-thirds vote of the Board of Directors is necessary to suspend the authority of any Director ~~Board Member~~. The suspension of authority of any Director ~~Board Member~~ must be either ratified or terminated at the next meeting of the membership by a majority vote of the membership present.  
  
Directors ~~Board Members~~ may not be removed except by a vote of the membership. Any Director ~~Board Member~~ may be removed with cause by majority vote of the membership casting ballots. Any Director ~~Board Member~~ so removed from the Board shall not be eligible to serve on the Board for a period of four calendar years following the effective date of such removal.
9. **Resignation:** A Director ~~Board Member~~ may resign at any time by giving written notice to the Board, such resignation taking effect immediately upon acceptance of said resignation by the Board. Association members will be duly notified of such resignation.
10. **Policy and Procedure.** The Directors are bound by OLCA's policies and procedures, which are then in effect.
11. **Compensation.** All Directors, including Officers, shall serve without compensation but may be reimbursed for authorized expenses. Any limit for expenses incurred shall be established in the Policy and Procedure Manual.

The Board may provide compensation to any other person for services rendered. The Board may also provide by resolution that any individual made a party to a proceeding because that party is or was a Director, ~~Board Member~~, Officer, employee or Agent of the Association be advanced or indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against same in accord with existing Ohio law. However, no indemnification shall be allowed if said party was guilty of misconduct regarding the matter in which indemnity is sought.

## ARTICLE VII

### Officers

The officers of OLCA shall be President, Vice President, Secretary, Treasurer, and President-Elect or Past-President. The five officers comprise the Executive Committee, which decides on issues that require expedient action.

**Qualifications:** All officers must maintain current certification by the International Board of Lactation Consultant Examiners, Inc. (IBLCE) as International Board Certified Lactation Consultants (IBCLC),

and be ILCA/USLCA members in good standing, and OLCA members in good standing for a minimum of the prior 12 months.

All officers must subscribe to the aims and objectives of ILCA/USLCA and OLCA without reservation and, during their term of office, will not accept direct funding from any company not in full compliance with the World Health Organization Code of Marketing of Breast-milk Substitutes. In their official capacity, Officers of the Association, whether current or former, shall not endorse any literature or product, but are free to do so as private persons.

1. Officers are elected by membership vote to serve a term of two (2) years with the exception of the President. The President will serve a term of four years with one (1) year as President-elect, two (2) years as President and one (1) year as Immediate Past-president.
2. Officers may rotate offices by running for a different elected position. An officer shall not serve more than two (2) consecutive elected terms for a total of four (4) years in any combination of offices. An officer may run for an elected office again at a future time, but must first sit out at least one (1) year before that officer may be re-elected to any office.

Specific duties of Officers are described in the Policy and Procedure Manual.

## **ARTICLE VIII**

### **Committees**

1. The Executive Committee will be composed of the Officers of the Association.
2. Committees may be established and dissolved by resolution of the Board of Directors. The conduct of committees, including appointment, determining committee Chairs, terms of all committees, etc. is described in the Policy and Procedure Manual.

## **ARTICLE IX**

### **Nominations and Elections**

The President will appoint a Nominating Committee as specified in the in Policy and Procedure Manual, who will solicit nominations from among the membership. The slate of candidates will be reported to the President and forwarded to all Association members for a vote no less than thirty (30) days preceding the next general meeting as described in the Policy and Procedure Manual. The forwarding of ballots may refer to the US Post Office or an approved electronic means. Space shall be provided on the ballot for write-in votes. Only ballots received by the specified deadline shall be counted. Officers and Regional Representatives shall be elected by a majority of the members who cast votes.

New officers assume their responsibilities by the general Meeting of the membership that follows the counting of the ballots.

1. Schedule of terms:

The Vice-President, President-Elect, Southwest, and Southeast Regional Representatives shall be elected in even-numbered years.

The Secretary, Treasurer, Central, Northeast, and Northwest Regional Representatives shall be elected in odd-numbered years.

## ARTICLE X

### Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, shall disclose in writing to the Board the nature and extent of said conflict, and shall not be counted in determining the quorum for the meeting. Any such conflict shall be recorded in the minutes.

## ARTICLE XI

### Indemnification

The Association shall indemnify or agree to indemnify any Board Member, their heirs, executors, or administrators, or any former Board of Directors, their heirs, executors, or administrators, against expenses, judgments, decrees, fines, penalties, or amounts paid in settlements for the Board Member, in connection with the defense of any pending or threatened action, suit, proceeding, criminal or civil, to which the Board Member, is or may be made a party by reason of being or having been a Board Member, provided, it is determined in the manner hereinafter set forth in the Association's Policy and Procedure Manual.

## ARTICLE XII

### Operations

The Board of Directors shall oversee the Operations of this Association.

1. **Contracts:** The Board 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 the Association, and such authority may be general or confined to specific instances.
2. **Loans:** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution ~~approved by at least two thirds (2/3) vote~~ of the Board of Directors ~~Members~~. Such authority may be general or confined to specific instances.
3. **Financial Instruments:** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association 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 Board ~~Members~~.
4. **Deposits:** All funds not otherwise employed shall be deposited from time to time in such banks, trust companies or other depositories as the Board of Directors ~~Members~~ may determine by resolution.
5. **Books and Records:** OLCA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.
6. **Fiscal Year:** The Fiscal Year of the Association shall be selected by the Board of Directors subject to the laws of Ohio and the United States. It is currently June 1 through May 31 of the

following year.

**ARTICLE XIII**

**Parliamentary Authority**

Except as otherwise provided in OLCA’s Articles of Incorporation, these Bylaws or by action of the Board of Directors, the current edition of Robert's Rules of Order, Newly Revised shall govern any question of parliamentary procedure.

**ARTICLE XIV**

**Amendments**

These Bylaws may be altered, amended or repealed by a vote of sixty-six percent (66%) of the Members casting ballots after duly notifying the membership of the intention to alter, amend, or repeal. Vote may refer to a ballot sent via the US Post Office or by approved electronic means. Only votes received by the specified deadline shall be counted.

**ARTICLE XV**

**Special Rules and Dissolution**

OLCA may be dissolved by a vote of a majority of those Members casting ballots after duly notifying the membership of the intent to dissolve. A ballot for that purpose may be sent with the notification or separately, and the vote may be conducted by postal or electronic means. In the event of dissolution of OLCA, its assets after payment of expenses shall be distributed by the Board of Directors to another not-for-profit organization whose aims and objectives, in whole or in part, are similar to those of OLCA, and who are exempt under the provisions of Section 501(c) (6) of the United States Internal Revenue Code.

**CERTIFIED AND ADOPTED:** \_\_\_\_\_ (Signature of Pres) \_\_\_\_\_  
(Type Pres’s Name), President Date

**ATTEST CERTIFICATION:** \_\_\_\_\_ (Signature of Sec) \_\_\_\_\_  
(Type Sec’s Name), Secretary Date