

OLCA Bylaws
REVISION OF OLCA BYLAWS 2018

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

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. Serve as a continuing education resource to further the professional growth of lactation consultants and others who provide support for the breastfeeding family.
- Promote evidence based infant feeding practices as defined by the WHO-UNICEF Global Strategy for Infant and Young Child Feeding.

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, ethnicity, sexual orientation, gender identity, national origin, creed, religion, 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 Officer position shall be filled by a present Board member elected by a majority vote of the Board to complete the unexpired term. Any Regional Representative position vacancy can be filled through an election by the Board to complete the unexpired term.

8. **Removal or Suspension of Directors:** The Board of Directors may temporarily suspend any Director'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. Any Director may be removed, with cause, as a Director by a two-thirds vote of the remaining Directors at any special or regular meeting for which adequate notice has been given. Any Director 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 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. 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 OLCA members in good standing for a minimum of the prior 12 months.

All Officers must subscribe to the aims and objectives of OLCA without reservation. Officers shall comply with all articles of the International Code of Marketing of Breastmilk Substitutes and subsequent, relevant World Health Assembly resolutions pertinent to health workers during their term of office.

Terms. Officers shall serve for the following terms.

1. Officers are elected by membership vote to serve a term of two (2) years with 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. An officer shall not serve more than three (3) consecutive elected terms for a total of six (6) years in any combination of offices. A former Board member may be nominated to election to the Board after a one (1) year absence.

Duties and Responsibilities of Officers. Without intending to limit the duties and responsibilities of Officers, the following are general duties of Officers. Specific duties are described in the Policy and Procedure Manual. As described in Terms, there shall be only an Immediate Past President or a President-Elect serving for any given year.

1. The President shall: represent the organization, preside over all Association meetings, and shall have all powers as may be reasonably construed as belonging to the chief executive of a nonprofit association.

2. The Vice President shall: perform the duties of the president in the President's absence and assume other duties as prescribed by the Board of Directors.

3. The Secretary shall: be responsible for taking minutes of each meeting and distributing them to members, be custodian of all records except financial, and assume other duties as may be prescribed by the Board of Directors.
4. The Treasurer shall be responsible for: an accurate accounting of all monies, the collection of dues, the disbursement of funds, reporting on Association finances at meetings, and other duties as may be prescribed by the Board of Directors.
5. The Immediate Past President shall: serve as advisor to the Board of Directors and perform other duties as shall be delegated by the Board of Directors.
6. The President-Elect shall: learn the job of President and perform other duties as may be prescribed by the Board of Directors.

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.. Ballots listing the candidates selected by the Nominating Committee will be sent, electronically or by USPS, to the membership for election by a majority vote. Space shall be provided on the ballot for write-in candidates. Only ballots received by the specified deadline shall be counted.

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.

OLCA shall indemnify and advance expenses to its Directors, contractors and agents to the full extent possible under applicable law. Accordingly, the Board may provide by resolution that any Director, contractor or agent be advanced expenses or be indemnified for expenses and costs, including legal fees, which were necessarily incurred in connection with any claim asserted against said person by reason of said person's having been a Director, employee, contractor, or agent of OLCA. However, no indemnification or advance of expenses shall be allowed if such person was guilty of misconduct regarding the matter in which an advance or indemnification is sought, and any funds advanced to such person shall be returned to OLCA.

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. 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 Directors.
4. **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.
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 Directors and committees having any of the authority of the Directors.
6. **Fiscal Year:** The Fiscal Year of the Association shall be selected by the 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 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 postal 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 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: Christine Smith RN, IBCLC (Signature of Pres)
President –**ATTEST CERTIFICATION:** 11/09/18

(Signature of Sec) Heather Spada, BA, IBCLC Date 11/09/18