

**AMENDED AND RESTATED  
PENNSYLVANIA BREASTFEEDING COALITION  
Bylaws**

**Effective as of October 22, 2014**

**ARTICLE I**

**NAME**

The name of the organization shall be the Pennsylvania Breastfeeding Coalition hereafter referred to as the "Coalition".

**ARTICLE II**

**DURATION AND LEGAL STATUS**

The Coalition shall exist perpetually. The Coalition shall exist as a legal entity distinct from its members and managers.

**ARTICLE III**

**POWERS**

The Coalition was formed on October 15, 1997, and is being reorganized under the Pennsylvania Uniform Unincorporated Nonprofit Association Law of 2013 (the "Act"). The Coalition shall have the same powers as an individual to engage in all lawful acts necessary or convenient to carry on its nonprofit purposes.

No part of the net earnings of the organization shall inure to the benefit or, or be distributable to its members, Steering Committee, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause in Article IV hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or

(b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE IV**

### **PURPOSE AND MISSION**

The Coalition is organized exclusively for educational, scientific or other charitable purposes, including, in support of such purposes, for the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Coalition does not contemplate pecuniary gain for profit for its members.

The mission of the Coalition is to facilitate and to provide support for community and statewide efforts to protect, support, and promote breastfeeding as the cultural norm across the Commonwealth of Pennsylvania.

Coalition's activities are free of commercial influence and other conflicts of interest, and the coalition supports and adheres to the International Code of Marketing of Breast-milk Substitutes ("the WHO Code"). This includes, but is not limited to, a policy that the Coalition will not accept financial or other support from companies that violate in principle or practice the Code and its subsequent resolutions.

## **ARTICLE V**

### **LOCATION**

The principal office of the Coalition shall be at such place or places as the Steering Committee of the Coalition may determine from time to time. The address of the current principal office of the Coalition shall be c/o Judith Gutowski, 135 McGrath Lane, Hannastown, PA 15635.

The Coalition has its main place of activities in Pennsylvania, therefore the laws of the Commonwealth of Pennsylvania govern the operations and the internal affairs of the Coalition.

## **ARTICLE VI**

### **MEMBERSHIP**

The Coalition shall be a membership organization with at least two (2) members. Members of the Coalition may be individuals and/or representatives from organizations. Members of the Coalition shall be those persons who wish to promote and support breastfeeding in a variety of settings regardless of race, creed, gender or ethnic origin. All members must sign a declaration of support for the Coalition mission statement. A member is not an agent of the Coalition solely by being a member. The rights and interests of any member is not transferable.

There will be two (2) categories of membership:

- (1) Active members will either represent an individual or an organization, and have voting privileges in the Coalition. Each active member, defined as having been a member for at least 3 total months in the current or the prior fiscal, will be entitled to one (1) vote each. Individuals joining the Coalition for the **first time** must have been active for at least three (3) months to be eligible to vote. Active members must:
  - (a) attend at least half (1/2) of the scheduled meetings yearly or meet alternative requirements as determined by the Steering Committee in lieu of attendance;
  - (b) actively participate in the development of policies of the Coalition, and/or in the selection of person(s) authorized to manage the affairs of the Coalition; and
  - (c) Pay membership dues.

An active member of the Coalition who adheres to these principles will be considered to be an active member in good standing.

- (2) Supporting members are those who participate by contributing resources (such as expertise, in-kind services, or financial support) on an annual basis. They pay dues, but do not have voting privileges.
- (3) Alternative Requirements for Active Membership
  - (a) The active member may send a well-briefed alternate if unable to attend a meeting.
  - (b) The active member may call or correspond with the Chair, communicating his/her continued active interest.
  - (c) The active member may remain active in the Coalition activities even if unable to attend state-wide meetings.

Any action which may be approved at a meeting of the members may be approved without a meeting if a consent or consents to the action in record form are signed, before, on or after the effective date of the action, by a majority of the active members on the date the last consent is signed. The consent or consents must be filed with the Secretary of the Coalition.

## ARTICLE VII

### STEERING COMMITTEE

The business and affairs of the Coalition shall be managed by a Steering Committee. In addition to the power and authorities of these Bylaws expressly conferred upon them, the Steering Committee shall have the maximum power and authority now or hereafter provided or permitted under Act or any other law of the Commonwealth of Pennsylvania governing the purpose, operation or internal affairs of an unincorporated nonprofit association.

All members of the Coalition Steering Committee must be active members of the Coalition in good standing.

The first Coalition Steering Committee shall consist of no less than four (4) persons, who will serve as the Chair, Vice Chair, Secretary and Treasurer of the Steering Committee until elections are held at the first annual meeting of the Steering Committee.

At the first annual meeting of the Coalition, and annually thereafter, the Steering Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, and at least three (3) other Subcommittee Chairs members designated by the active membership at said annual meeting. The number of the members of the Steering Committee shall be a minimum of seven (7) and not to exceed twelve (12) members.

Each Steering Committee member shall serve for a term of two (2) years and shall remain on the Steering Committee for no more than four (4) consecutive terms. Steering Committee members shall be eligible for re-election or reappointment to the Steering Committee for future terms after having been off the Steering Committee for one (1) year. The terms of the Steering Committee Members shall be structured so that approximately one half (1/2) of the Steering committee shall be elected or appointed each year. Steering Committee members shall assume their positions at the conclusion of the annual meeting.

The Steering Committee shall adopt a conflict of interest policy consistent with Article VII of these Bylaws which shall require each of its members to disclose any actual or potential conflict between the member's business or personal interests and his or her duty to the Coalition.

The officers and other Steering Committee members shall receive no compensation for their services from the Coalition.

A quorum for the purpose of holding a meeting and transacting business of the Steering Committee shall be a simple majority of the members of the Steering Committee.

The acts of a majority of members present and eligible to vote at a Steering Committee meeting shall be the acts of the Steering Committee. Any action which may be taken at a meeting of the Steering Committee may be taken without a meeting, if the consent or consents in writing agreeing to the action so taken, shall be signed by at least a majority of all Steering Committee members in office, and filed with the Secretary of the Coalition.

## **ARTICLE VIII**

### **ELECTION OF OFFICERS**

The active membership shall elect a Chair, Vice Chair, Secretary and Treasurer as the officers of the Coalition and of the Coalition Steering Committee. The officers will also act as the Executive Committee for the Coalition Steering Committee. They shall hold their office for a term of two (2) years, and no officer may serve more than four (4) consecutive terms on the Executive Committee. Officers shall have such authority and shall perform such duties as are provided by these Bylaws or prescribed by the membership. The Steering Committee may secure the fidelity of any or all such officers by bond or otherwise.

In the case of a vacancy of the Chair, the Vice Chair will become Chair. Vacancy of the Vice Chair shall be filled by election from among the members of the Steering Committee at a special meeting of the Steering Committee held prior to the next regularly scheduled Coalition Steering Committee meeting. All other vacancies, including those in the Steering Committee, shall be filled by appointment by the Chair to complete the expired term of the vacating Steering Committee member.

## **ARTICLE IX**

### **OFFICERS**

The Chair:

The Chair of the Coalition Steering Committee shall be the manager of the Coalition, using the title of Chief Executive Officer or other title as the Coalition may from time to time determine. She or he shall preside at all meetings of the Coalition Steering Committee and Coalition; shall have general and active management of the affairs of the Coalition; shall appoint the Chair of all ad hoc and standing committees; shall see that all orders and resolutions of the Steering Committee are carried into effect, subject, however, to the rights of the Steering Committee to delegate any specific powers, except as may be by status exclusively conferred on the Chair, to any other officer of the Coalition. She or he shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the Chair. The manager of the Coalition shall recuse her or himself from any vote on her or his appointment, continued appointment or dismissal as manager of the Coalition.

The Vice Chair:

The Vice Chair shall act in all cases for and as the Chair in the latter's absence or incapacity, and shall perform such other duties as she or he may be required or requested to do from time to time.

The Secretary:

The Secretary shall attend all sessions of the Coalition and of the Coalition Steering Committee and act as clerk thereof and record all minutes of the Coalition Steering Committee. She or he shall give notice of all meetings of the Coalition and Steering Committee and shall perform such other duties as may

be prescribed by the Chair and/or the Steering Committee. An annual report will be prepared by the Secretary for the annual Coalition membership meeting.

The Treasurer:

The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the Coalition; (2) receive and give receipts for monies due and payable to the Coalition from any source whatsoever; (3) deposit all such monies in the name of the Coalition in a reliable trust company or other depository; (4) shall render to the Steering Committee an account of his or her transactions as Treasurer and the financial conditions of the Coalition (5) maintain appropriate, complete, and accurate records of all accounts, which shall be reviewed on an annual basis by an appointed Fiscal Review Committee or Steering Committee; (6) perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair and/or Executive Committee; and (7) prepare all necessary records for any IRS filing.

## **ARTICLE X**

### **REMOVAL OF OFFICERS**

Any officer or agent may be removed by the Steering Committee, at any time and for any reason, whenever, in its judgment, the best interest of the Coalition will be served thereby; but such removal shall be without prejudice to the contract rights of any person removed. Such removal requires the final approval of the Coalition to be effective.

## **ARTICLE XI**

### **COMMITTEES**

The Steering Committee may, by resolution adopted by a majority of the Steering Committee in office, establish one (1) or more committees to consist of one (1) or more active members of the Coalition to report back to the Steering Committee on matter(s) within the Committee's jurisdiction.

A quorum for the purpose of holding a meeting and transacting business of a committee shall be a simple majority of the members thereof.

The required Standing and ad hoc Committees shall be determined by the Steering Committee as needed. .

Ad hoc committees will be established at the discretion of the Chair to meet the needs of the Coalition.

## ARTICLE XII

### CONTRACTS AND TRANSACTIONS

Contracts or transactions between the Coalition and one or more of its members, and/or between the Coalition and any other Coalition, partnership, or organization in which one or more of Coalition members have a financial interest, are permissible under the following conditions/circumstances.

The material facts of the relationship or interest affecting the contract are disclosed to the Steering Committee. The contract or transaction is fair to the Coalition at the time it is authorized and approved by the Steering Committee. The Steering Committee authorized the contract or transaction by the affirmative vote of a majority of its disinterested members. If the number of disinterested members on the Steering Committee is less than a simple majority of the Committee members eligible to vote, the contract must be voted on by the General Active Membership of the Coalition.

All checks, notes, bills or exchanges or other orders in writing over \$1,000 shall be signed by the Chair and the Treasurer or such person or persons as the Executive Committee may from time to time designate.

The Steering Committee, at its discretion, may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Coalition and such authority may be general or confined to specific instances.

## ARTICLE XIII

### MEETINGS AND NOTICE

Meetings held under the auspices of the Coalition will consist of general membership meetings, Steering Committee meetings and various ad hoc or standing committee meetings.

- (1) General Membership: The Coalition will schedule general membership meetings four (4) times during the year. Meeting dates and sites will be determined by the Steering Committee and announced at the general membership Annual Meeting for the upcoming year.

A quorum for the transaction of the Coalition business at a general membership meeting shall consist of twenty percent (20%) of active members.

Approval of the following matters requires an affirmative vote by a simple majority of all voting members eligible to cast at a duly convened meeting of the members with the quorum as defined in the paragraph herein above:

- (a) admission, suspension or expulsion of a member;

- (b) ratification of the selection or dismissal of a manager as determined by the Steering Committee;
- (c) ratification of the appointment of or dismissal of an officer of the Coalition made by the Steering Committee outside of the regular election process;
- (d) ratification of the appointment or dismissal of an agent of the Coalition;
- (e) transfer of all, or substantially all, of the property of the Coalition, with or without its goodwill, outside the ordinary course of its activities;
- (f) the approval of any contract or transaction approved by the Steering Committee wherein approval by the Steering Committee was granted by less than a simple majority of disinterested members of the Steering Committee;
- (g) the undertaking of any other act outside the ordinary course of the activities of the Coalition; and
- (h) ratification of the policies and purposes of the Coalition as determined by the Steering Committee.

Adoption, amendment or repeal of these Bylaws requires the affirmative vote of at least sixty-six (66%) of all voting members cast at a meeting of the members duly convened meeting with a quorum consisting of twenty percent (20%) of active members or a minimum of 10 members, which ever is greater.

The Annual Meeting of the general membership of the Coalition shall be scheduled in October of each year for the purpose of election of officers and conducting other business.

Each active member is entitled to one (1) vote on each matter that is presented for approval by such members.

- (2) Steering Committee: Regular meetings of the Steering Committee shall occur at least quarterly at such times and places as shall be designated by the Chair.

Written or personal notice of every meeting of the Steering Committee shall be given to each member of that Committee at least five (5) days prior to the day named for the meeting.

Special meetings of the Steering Committee may be called by the Chair at such times as the Chair shall deem necessary.

A quorum for the transaction of the Coalition business at a Steering Committee meeting shall consists of a simple majority of all Steering Committee members.

The Steering Committee shall have the authority to recommend the following for the final vote of the active members at a General Membership meeting:

- (a) the selection or dismissal of a manager;
- (b) the appointment or expulsion of an officer of the Coalition and of the Steering Committee outside of the regular election process;



- (c) the appointment or dismissal of an agent of the Coalition; and
- (d) the creation of the policies and purpose Statements of the Coalition.

The Steering Committee shall have the authority to approve a contract or transaction wherein a Steering Committee member or a Coalition member has an interest, per Article XII of these Bylaws and per the Coalition's Conflict of Interest policy only by a simple majority vote of those disinterested Steering Committee members. If the number of disinterested members is less than this simple majority of Steering Committee members, the General Active Membership of the Coalition must approve the contract or transaction.

Each member of the Steering Committee is entitled to one (1) vote on each matter that is presented for the approval of the Steering Committee.

- (3) Committee Meetings: Committee meetings shall be held at the discretion of the Chair of the Ad Hoc or Standing Committee.
- (4) General Provisions: One or more persons may participate in a meeting of the Steering Committee or an Ad Hoc or Standing Committee of the Steering Committee by means of a telephone or other means of electronic communication. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Except where inconsistent with the Act, other Pennsylvania law or these Bylaws, the conduct of meetings shall be governed by the latest edition of Robert's Rules of Order.

## **ARTICLE XIV**

### **FISCAL YEAR AND ANNUAL REPORT**

The fiscal year shall commence on July 1 and end on the following June 30 of each year or on such other dates as may be fixed by resolution of the Steering Committee.

The Steering Committee shall cause a report of the activities of the Coalition to be prepared annually and posted on the Coalition's website.

## **ARTICLE XV**

### **LIMITATIONS OF LIABILITY OF MEMBERS, STEERING COMMITTEE, MANAGERS AND AGENTS**

- (1) Members, Steering Committee and Managers, Generally:

Members, including those on the Steering Committee and managers of the Coalition, are not personally liable, directly or indirectly, by way of contribution or otherwise, for a debt,

obligation or other liability of Coalition solely by reason of being or acting as a member or manager.

A debt, obligation or other liability of the Coalition, whether arising in contract, tort or otherwise, is solely the debt, obligation or other liability of the Coalition.

A judgment or order against the Coalition is not by itself a judgment or order against a member or manager.

The failure of the Coalition to observe formalities relating to the exercise of its powers or the management of its activities and affairs is not a ground for imposing liability on a member, including a member of the Steering Committee, or a manager of the Coalition for a debt, obligation or other liability of the Coalition.

A person's status as a member, including as a member of the Steering Committee, or as a manager, does not prevent or restrict law, other than the Act, from imposing liability on the person or the Coalition because of that person's conduct.

(2) Specific Considerations on Limitations of Liability of Managers:

(a) A manager of the Coalition owes a duty of care and a fiduciary duty of loyalty to the Coalition as described in the Act. A manager who makes a judgment in good faith satisfies the duties under the Act if the manager:

- (i) is not interested, directly or indirectly, in the subject of the judgment and is otherwise able to exercise independent judgment;
- (ii) is informed with respect to the subject of the judgment to the extent the manager reasonably believes to be appropriate under the circumstances; and
- (iii) believes that the judgment is in or not opposed to the best interests of the Coalition.

(b) Except as set forth in paragraph (c) herein below, a manager of the Coalition shall not be personally liable, as a manager, for monetary damages for any action taken unless:

- (i) the manager has breached or failed to perform the manager's duties under the Act; and
- (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(c) Paragraph (b) herein above shall not apply to:

- (i) the responsibility or liability of a manager under a criminal statute; or
- (ii) the liability of the manager for the payment of taxes, under Federal, State or local law.

(3) Agents:

A person who makes a contract or incurs an obligation on behalf of the Coalition, after September 9, 2013, is not liable for the performance or breach of the contract or other obligation if the fact that the person was acting for the Coalition was disclosed to, was known by or reasonably should have been known by the other party to the transaction.

**ARTICLE XVI**

**NONDISCRIMINATION**

The Coalition does not discriminate in any policy or program related to membership, events, services, or any other activity, on the basis of race, color, religion, ancestry, national origin, handicap or disability, age, sex, or sexual orientation or preference.

**ARTICLE XVII**

**DISSOLUTION**

The Coalition may be dissolved by an affirmative vote of at least sixty-six percent (66%) of all voting members at a duly convened meeting of the Coalition with a quorum consisting of at least twenty percent (20%) of active members OR a minimum of 10 members, which ever is greater.

If this Coalition must dissolve, after all liabilities and obligations of the Coalition have been discharged, or adequate provisions made thereto, all assets shall be transferred to a successor agency formed to provide a similar service which would qualify under the provisions of Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the Coalition is then located to such organization or organizations which would qualify under the provisions of Section 501(c) (3) of the Code and would provide services as similar as possible to the Coalition, as such court shall determine.

**ARTICLE XVIII**

**AMENDMENTS**

Amendments to the Bylaws may be proposed at any time through Coalition meetings or through mailings by the Steering Committee. Changes to the Bylaws may occur only after presentation to the Coalition with a thirty (30) day written notice in advance of the final vote of the Coalition active members at a duly convened meeting. All Bylaws must be approved by a vote of at least sixty-six percent (66%) of the quorum as defined in Article VIII, section 1. Absentee votes to amend these Governing Principals must be received prior to the meeting date.

IN WITNESS WHEREOF, we have hereunto subscribed our names this \_\_\_\_ day of \_\_\_\_\_, 2014.

CHAIR:

\_\_\_\_\_  
Judith L. Gutowski

VICE CHAIR

\_\_\_\_\_  
Lisa J. McCloskey

SECRETARY

\_\_\_\_\_  
Bonnie Higgins-Esplund

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